

**THE COMPANIES ACT 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**\*MILLWORKS TECHNOLOGIES LIMITED**

- I. The name of the company is MILLWORKS TECHNOLOGIES LIMITED.
- II. The Registered Office of the company will be situated in the state of KARNATAKA.
- III. **THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:**
  - A. **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
    1. To carry on in India or abroad the business of inventing, designing, developing, manufacturing, fabricating, processing, preparing, assembling, and otherwise dealing in all types of parts, components, sub-assemblies and assemblies used in the building and maintenance of Railway Coaches, Aerospace and Aeronautical components for civil and defence applications, components for drones used for defence, military and civilian purposes, braking systems, door parts, couplers for metro trains, and parts, equipment, and accessories used in semiconductor manufacturing machinery.
    2. \*\*To carry on in India or abroad the business of providing engineering, technical, design, consultancy, and related services in the field of railways, aerospace, defence, drones, and allied industries, including but not limited to system integration, testing, quality assurance, prototyping, and project management.
    3. \*\*To carry on in India or abroad the business of importing, exporting, buying, selling, trading, distributing, supplying, and otherwise dealing in parts, components, and equipment for railways, defence, aerospace, drones, metro rail, and semiconductor manufacturing machinery.
  - B. **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:**
    1. To carry on whether in India or abroad and whether as principals, agents, owners, proprietors, managers, contractors, consultants, advisors, investors, partners, joint venture partners or otherwise the business of owning, managing and operating any and all kinds of websites including those providing information, analytics or otherwise.
    2. To enter into agreements and contracts with individuals, companies or other organizations for technical or any other assistance, or for the export or import of technical knowledge and technology or for carrying out all or any of the objectives of the company.



3. To establish and maintain agencies and other trade channels in India or any part of the world for the conduct of business of the Company and for the sale of any material/s for the time being at the disposal of the Company at sale.
4. To advertise and adopt means of making known the activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient, including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists, and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
5. To apply for, purchase or otherwise acquire and to protect, prolong and renew trademarks, trade names, designs, secret process, patent rights, licenses, protections and concessions, which may appear like to be advantageous or useful to the Company, and to spend money in experimenting and testing and improving or seeking to improve patents, inventions or rights which the Company may acquire to develop.
6. To Company and to lend money, to guarantee the contracts of or otherwise assist any person, firm or company, and to take or otherwise acquire and hold shares and securities of any such person, firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with such share and securities.
7. To enter into arrangement with any Government or State authority, Municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or State authority any rights, privileges and concessions which may seek conducive to the Company's objects or any of them.
8. To be interested in, promote and undertake the formation and establishment of such institutions, business pools, combines, syndicates, industrial, trading or manufacturing as may be considered to be conducive to the interest of the Company, and to carry on any such other incidental business, which may seem to the Company capable of being conveniently carried on in connection with any of the main objects of the Company, or otherwise calculated directly or indirectly to render any of the Company's properties or right for the time being profitable.
9. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person. Firm and company, carrying on any business, which this Company is authorized to carry on, and to purchase, acquire, apply for, hold, sell and deal in shares stock, debentures of any such person, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding-up of the business of any person, firm or company.
10. To buy or otherwise acquire movable or immovable, tangible or intangible properties required by the Company and to sell, mortgage, hypothecate or



otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company on such terms and conditions as the Company may think fit.

11. To amalgamate with any company or companies having objects altogether or in part similar to this Company.
12. To remunerate or make donations (by cash or other assets or by the allotment of fully or partly paid-up shares or by a call or option on shares, debentures or securities of this or any other company, or in any other manner) whether out of the Company's capital, profits or otherwise to any person, firm or company for services rendered in introducing any property or business to the Company, or for any other reason which the Company may think proper, subject to the provisions of the Companies Act, 2013.
13. To undertake any trust, the undertaking whereof any seem desirable either gratuitously or otherwise.
14. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warehouse keeper's certificates and other negotiable, commercial or mercantile instruments connected with the business of the Company, subject to the provisions of Banking Regulations Act. 1949.
15. To open account/s with any individual, firm or company or with any bank/s and to pay into and to withdraw moneys from such accounts.
16. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or company, and in particular to customers and other having dealings with the Company with or without security, upon terms as may be thought proper, and to guarantee the performance of contracts by such person or company, but not to do the business of banking as defined in the Banking Regulations Act, 1949.
17. To make advances upon or for the purchase of materials, goods, machinery, stores, and other articles required for the purpose of the company.
18. To borrow or raise money with or without security or to receive money or deposits at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures, perpetual or otherwise, including debentures convertible into shares of this or any other Company and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property assets or revenue of the Company, present or future or pay off any such securities. The acceptance of deposits shall be subject to the provisions of Section 73 and Section 180 read with section 2



(68) (i) of the Companies Act 2013, and the rules framed there under and the directions issued by the Reserve Bank of India as may be applicable.

19. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings of the Company or any part thereof, whether movable or immovable, for such consideration as the Company may think fit and in particular, for shares, debentures or other securities of any other company having objects altogether or in part similar to those of this Company.
20. Subject to the provisions of the Companies Act, 2013, to subscribe for or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national or other institutions or objects or for public, general or useful Objects.
21. To purchase vehicles or rent or enter into contract with agencies for vehicles for various business activities and delivery of goods/items.
22. To purchase or otherwise acquire, erect, maintain, reconstruct, administer and adopt any buildings, offices, workshops, show rooms, warehouses, factories, mills, plant, other authority, for enabling the Company to carry on any of its objects into effect or for any other purpose which may seem expedient or to oppose any proceedings or applications calculated directly or indirectly to prejudice the Company's interest.
23. To promote, organize, conduct and /or arrange seminar, conferences, workshops, classes, symposiums, debates, tests, examinations, courses, lectures, study circles and training in arts, science, technology, management, leadership culture and other fields along with national and international intuitions, professional bodies, Government agencies, chambers and federation of commerce and other organizations and persons and render consultancy in above mentioned fields for corporate clients and others.
24. To convert, acquire by purchase or grant or otherwise take out and to work out and sell any inventions, patent rights or privileges in connection with the said business for the time being.
25. To enter into negotiations with foreign companies and other persons and acquire by grant, purchase, lease, barter, license or other terms of formulae, process and other rights and benefits and to obtain financial and/or Technical Collaboration, Technical information know-now and expert advice.
26. To acquire and take over receipts, formulae and full information as to the process of manufacturing and right of manufacture and deal in substances, articles and things which the company is authorized to manufacture or deal in.



27. To buy, take on lease or hire, sell, import, export, manufacture, process, repair, convert, let on hire or otherwise deal in such products, their raw materials, stores, packing materials and allied commodities, machinery, rolling stock, implements, tools, utensils. Ground tools, materials and conveniences of all kinds hardware and scraps and generally to carry on the said business in all or any of its branches.
28. To apply for and acquire permits, licenses, quota rights from the Government of India or from State Government or from Foreign Governments to import and export plants, equipment, spare parts thereof, machinery, raw materials, intermediates, finished products and processing materials connected with the manufacturing and selling of the products of the company.
29. To appoint Engineers, Contractors, Managers, Brokers, Canvassers, Agents and other persons and to establish and maintain agencies or branches in any part of the union of India and/or abroad for the purpose of carrying on business of the company.
30. To apply for tender, purchase or otherwise acquire any contract, sub- contract, license and concessions for or in relation to the objects of business hereinabove mentioned or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
31. To acquire any shares, debentures, debenture-stock, bonds, obligations of or securities by original subscription, participation in syndicate, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, in India or outside India in companies which are in similar business and other businesses and to guarantee the subscriptions thereof and to exercise and enforce all rights and powers conferred by or incident to other ownership thereof.
32. To lend money with or without security and to make advances upon. Hold in trust, issue, buy, sell or otherwise acquire or dispose of on commission or otherwise any of the securities or investments of the kinds before mentioned or to act as agent for any of the above or the like purpose. However, the Company shall not carry on the Business of Banking as defined under the Banking Regulation Act, 1949.
33. To impart managerial, technical, and administrative advice and render assistance to industrial enterprise in obtaining managerial, technical and administrative services.
34. To obtain, aid and advise in securing foreign exchange and Foreign Collaboration.
35. To give guarantee and carry on and transact every kind of guarantee charges, contracts, obligations and securities and the payment of dividends on and the



repayment of the capital of stocks and shares of a kind and descriptions and also to guarantee and insure the due payment, fulfilment and performances of contracts and obligations of any kind or nature.

36. To pay for any property or rights acquired by the company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as may be determined.
37. To draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
38. To purchase or otherwise acquire and undertake the whole or any part of, or any interest in the business, goodwill, property contracts, agreement, rights, privileges, effects and liabilities of any other company, corporation, partnership body, persons or person carrying on, or having ceased to carry on, any business which the Company is authorized to carry on, or possession of property suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price of consideration (if any), in money, shares, money's worth or otherwise as may be deemed advisable.
39. To acquire from time to time and deal in all such stocks in-trade, goods, properties whether movable or immovable and effects as may be necessary or convenient for any business for the time being carried on by the Company.
40. To establish laboratories for control of the quality of raw materials, intermediates and finished products and to carry out research and investigation, to process, improve and invent new and better techniques, methods of making products in which the Company is dealing.
41. To apply for purchase or otherwise, acquire and protect and renew in any part of the world any trade-marks, trade names, copy rights, patents, brevets, inventions, license, concessions and the like conferring and exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention 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 license in respect of or otherwise turn to develop account of the property rights or information so acquired.
42. To adopt such means of making known the services 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 and by granting prizes, rewards and donations.



43. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any of the property and rights of the Company.
44. To insure the whole or any part of the property, risk or profits of the Company either fully or partially, to protect and indemnify the company from liability or loss in any respect of either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise and to apply all preliminary incorporating and under taking expenses.
45. To amalgamate, enter into partnership or into any arrangement for sharing profits or into any union in interest, joint venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this company.
46. To invest and deal with the surplus moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.
47. To open account or accounts with any individual, firm, company or with any bank or banks or scrolls and pay into and withdraw money from such account or accounts either in India or abroad.
48. To acquire, sell, improve, manage, develop, exchange, lease, mortgage, dispose of, tum to account or otherwise deal with all or any part of the property and rights of the company.
49. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub contract and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
50. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and convenience calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards and to subscribe of guarantee money for charitable or benevolent objects for any exhibition for any public, general or useful objects.
51. To remunerate any corporation or person whether a Director of the Company or not, in the form of brokerage, commission, royalty for technical know-how and for others or otherwise for any services rendered to the Company or for introducing business obtaining subscriptions of or guaranteeing the subscriptions

