

**(UNDER THE COMPANIES ACT, 1956)**  
**(1 OF 1956)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION OF**  
**XTGLOBAL INFOTECH LIMITED**

I. The name of the Company is "XTGLOBAL INFOTECH LIMITED ". \*\*

II. The Registered Office of the Company will be situated in state of Telangana.

III. Objects for which the Company is established are:

A). THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To design, develop, use, implement, lease, purchase, sell Maintain and import, export, distribute, support various kinds of software for any information processing Application.
2. To design, develop, assemble, manufacture, use, install, purchase, sell, value add and resell, import, export, distribute, maintain and support computers, micro-processors, communication equipment and any other mechanical, electronic, electrical, mechanical, electro- optical, electro -magnetic equipment and any combination of these for information processing application.
3. To-design integrated and other electronic circuits and lubricate them.
4. To digitize and make drawings, maps, pictures and photographs.
5. To Design, develop and produce loathing aids, export systems, engineering work stations, control and real time systems and to provide any kind of Information management services including data feasibility entry, software package development, conducting studies, performing benchmarks lots projects, selling computer time, executing turnkey recruiting and training personnel and rendering advice on any information processing aspects.

B). OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF ABOVE MAIN OBJECTS :

1. To enter in into agreements or arrangements with any Indian or Foreign company or persons for obtaining by grant, license or on other terms, formulae and other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and manufacture of the articles and things mentioned above and to arrange facilities for training for technical personnel by them.
2. To acquire and undertake the whole 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 possessed of property suitable for the purpose of the Company, or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company.

**\*The name of the company has altered by passing the special resolution dated 30<sup>th</sup> September 2011.**

**\*\* The name of the company has altered by passing special resolution dated 30<sup>th</sup> September 2019.**

3. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, and lots of all kinds and to promote studies and research both scientific and technical investigation and invention by



providing, subsidising, endowing, or assisting laboratories, workshops, libraries, lecturers, meeting and conferences and by providing and (remuneration) or scientific or technical scholarships, prizes, grants and bursaries to students or independent students, or otherwise and generally to encourage promote and reward studies, researches, Investigation experiment, lost and Invention of which the Company is authorized to carry on.

4. To establish branches, offices and agencies, depots in India and abroad to procure the registration or recognition and to regulate their working and discontinuance thereof.

5. To Sell, Improve, alter, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal in all or any part of the business, land, buildings, property, assets, rights and generally the resources and undertaking of the Company in whole or part in such manner and on such terms as the Directors may think fit.

6. To acquire by concessions, grant, purchase, barter, lease or otherwise either absolutely or conditionally, and either alone or jointly with others any lands, buildings, machinery, plant, utensils, works, conveniences and other movable and immovable property of any description for the Company.

7. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the Technical Know-how promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications or laking, placing or under-written of the company.

8. To pay all preliminary expenses of any company promoted by the Company or any Company and Firm which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by any such company.

9) To create reserve fund, sinking fund, Insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.

10) To form, Incorporate or promote any company or companies, association, associations, subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of the Company for any other purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such company property of the Company and to be interested in or take or otherwise acquires, hold, sell or otherwise dispose off shares, stocks, debentures and other securities in or of any other company for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such company.

11) To undertake and execute any trusts and undertaking whereof may seem desirable, either gratuitously or otherwise.

12) To enter into any arrangements with any Government or with other authorities (Supreme, National, municipal, Local or otherwise) or any Corporations, Companies or persons that may seem conducive to the attainment of the Company's objects or any of them, and obtain from any such Government authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise, dispose of, turn to account and comply with any such arrangements, charters, decrees, rights privileges and concessions.



13) To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

14) To take such steps as may be necessary to give to the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership of a similar nature.

15) To dedicate, present or otherwise dispose of either voluntarily or for value and property of the Company deemed to be of national, public or local interest, to any National Trust, Public Body, Museum, Corporation, or Authority of any Trustees for or on behalf of any of the same or of the public

16) To Invest and deposit the monies of the Company not immediately required upon such securities or in such manager as may from time to time be determined by the Directors.

17) To guarantee the performance of contracts by members or persons having dealings with the Company.

18) To amalgamate with any company or companies having objects altogether or in part similar to those of the Company.

19) To acquire by subscription or otherwise and hold shares, stocks, debentures or other Interests in any company or companies having objects wholly or partly similar to that of the Company.

20) To buy, sell import, export, reline, manipulate and otherwise deal in any articles of whatever description Including stores and raw materials for all or any of the objects of the Company.

21) To collect, process, fabricate, dispose off and deal in all bye-products and slag from the main or subsidiary processes, manufactures of the Company.

22) To adopt such means of making known the business activities and 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, rewards and donations and holding exhibitions, demonstrations and displays.

23) Subject to the provisions of the Companies Act, 1956, 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.

24) To apply for purchase or otherwise acquire, obtain, protect, sell, prolong and renew and patent rights, BREVETS D' INVENTIONS, trademarks, designs, licenses, protections, permissions, concessions, processes and the like, conferring any exclusive or limited right (either point of time or otherwise) to use the same or any secret or other information as to any invention which may seem capable of being used for any purpose of the Company and use, exercise, develop or grant licenses in respect of or otherwise turn to account any such patents, inventions, permissions, concessions and processes.

25) To take all necessary steps in any legislature (Central or Provincial or state) or with the authorities governmental, local, municipal or otherwise or any place in which the Company may have interest, and to carry on any negotiations or operations for the purposes of directly carrying out the jobs of the Company or for effecting any modification in the constitution of the Company and to protect the Interest of the Company.

26) To borrow or raise or secure the payment of the monies in such manager and on such terms and with such powers and privileges as may be thought fit and in particular by the issue of or upon bonds, debentures, bills of exchange, promissory by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Company and with a view there to mortgage, pledge and charge the undertaking and all or any of the immovable property, present



and future, an all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.

27) To issue an deposit any security which the Company has power to issue by way of mortgage, pledge or charge to security which the Company has power to issue by way of mortgage, pledge or charge to secure any sum, also by way or security for the performance of any contracts of obligations of the Company.

28) To enter into partnership or any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any person or persons or company carrying on or engaged in any business or transactions which this Company is authorised to carry on.

29) Subject to the Regulations of the Banking Regulations Act 1949, to draw, make, accept, negotiate, assign, execute and issue and to buy, sell promissory notes, bills of exchange, bills of landing and other negotiable or transferable instrument in connection with the business of the Company.

30) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business or undertakings or of any assets, property or rights.

31) To receive monies for financing and business of the Company and subject to the provisions of Companies (Acceptance of Deposits) Rules, 1975, Section 58A of the Companies Act, 1959 and to the directions of Reserve Bank of India, on deposit or on loan, upon such terms as may be thought fit, provided, however that the Company shall not do any banking business as defined in the Banking Regulations Act, 1949.

32) To lend money on property or on mortgage of immovable property or on hypothecation or pledge of movable property or without securities to such persons and on such terms as may seem necessary or otherwise desirable and in particular to customers or any persons having dealings with the Company but not amounting to banking business as defined in the Banking Regulations Act, 1949.

33) To provide for the welfare of the employees and ex-employees of the Company and wives, widows and families of such persons by building or by contributing to the building of houses, or chawals, by grants of moneys, pensions allowances, bonus, gratuities, compensation or other funds and providing and contributing towards schools, places of instruction and recreation, educational, medical and other relief and other assistance as the Company shall think fit, and to form, subscribe, contribute and otherwise aid, benevolent, charitable, educational, medical, social, scientific, national, humanitarian and other institutions or objects.

34) To make donations for such persons or institutions and in such cases and either of cash or any other assets as may be thought directly conducive to any of the companys objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the Company and to subscribe or guarantee money for charitable, benevolent or useful objects and to establish and support or aid in the establishment and support of association, institutions funds, trusts, and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependents, relatives or connections of such person, and in particular friendly or other benefit societies and to grant pensions, allowances gratuities, bonuses, either by way of annual payments or a lumpsum, and to make payments towards insurance and to form and contribute to provident and benefit funds to or for such persons.

35) To make, grant aid scholarship, subsidy etc., for advanced studies in connection with the objects of the Company in or outside India to deserving persons.



36) To Insure all or any of the properties or assets or obligations of the Company of whatsoever nature against any risk whatsoever.

37) To do all and everything necessary suitable or proper for the accomplishment of any of the purposes of the attainment of any of the objects or the further once of any of the powers here in before set forth, either alone or in association with other corporate bodies, firms or individuals and to do every other acts or act, thing or things, incidental or appurtenant to or growing out of, connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

38) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

39) To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company any or in which the Company is interested or concerned, and whether between the Company and the Member of or Members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made thereon, and to do all acts, deeds matters and things necessary or expedient to carry out or enforce the awards.

40) 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 and to in our any expenditure on any programme and to assist in any other manner.

41) To undertake, carry out, promote, sponsor or rural in any activity likely to promote general welfare and uplift for the public or any section of the public in such manner and by such means as the Directors may think fit from time to time and to take up establishment of any Medical Research Centre or Trust, Institution of Fund having any of the aforesaid objects as one of its objects intended for collection of information and advice on modern techniques for treatment of diseases for the benefit of the rural areas either by itself or through any of its agencies or to provide funds for any such Research Centre established by any Public Medical Trust which serves the needs of the rural public and to transfer assets or funds to the said Research centre so established as the Directors may approve from time to time.

#### C OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE:

1.To do the business of advertising Agents, Advertisements contractors and designers of advertisement. 2.To open, establish, run schools, colleges or institutions for instruction and training of people in the fields of management, Administration, commerce, information Processing or any other field.

3.To carry on the business of imports and exports and to deal in all kinds of goods.

4. To act as contractors for setting manufacturing plants and Buildings in India or Abroad for all kinds of industries and Business.

5. To act as project consultants and recruiting Agents for personnel required for various establishment in India or Abroad and conduct Training Programme.

6. To act as transporters, Clearing Agents, Forwarding Agents and Insurance Agents.

7. To carry on the Business of Developers, Builders and Contractors for building all kinds of structures and buildings.



8. To carry on the Business of Proprietor and Publishers of News-papers, Journals, Magazines, Periodicals, Books and Pamphlets and any other works.

IV. The liability of members is limited.

V. \*The authorized share capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only} divided into 25,00,00,000 equity shares of Rs.1/- each with power to increase and reduce the capital of the Company, and to alter, convert, classify, into several classes of stock or shares and to divide or sub-divide and consolidate the same with power to attach thereto respectively such preferential, deferred, or special rights, privileges, or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of this company from time to time.

\* Pursuant to the Merger order issued by Hon'ble NCLT, Hyderabad vide order no. CP(AA) Merger & Amalgamation/12/2021 connected with CA(AA) No. 2/230/HDB/2021 dated 14.10.2021, the Authorised Share Capital of the Company has been updated as Rs.25,00,00,000/- (Rupees Twenty Five Crores Only} divided into 25,00,00,000 equity shares of Rs.1/- each.