

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ROSSELL TECHSYS LIMITED

- 1. The name of the Company is "ROSSELL TECHSYS LIMITED".
- 2. The Registered Office of the Company will be situated in the state of West Bengal-WB.
- **3. (a)** The objects to be pursued by the company on its incorporation are:
 - 1. To manufacture, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhaul, alter, maintain and improve all types of aircraft, aircraft system, avionic, electronic components, devices, equipments and appliance, such as television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipments phonographs and other equipments used in and or for audio and visual communications, motion systems, apparatus and equipments including 'those using electromagnetic radio telegraphic waves intended for or radio-telephonic communication, telephone equipments, photocopiers, electronic lighting controls, and fire alarm systems, digital and, other electronic clock, time relays, punch card machines, electromechanical pneumatic controls, data processing machines, computers and automatic calculators, and tubes, surgical, medical and other appliances intended for electro and other therapy treatment and in all types of tapes magnetic and otherwise, photographic films projectors and cameras and capacitors, resistance, condensers, semiconductors, transistors, rectifiers, steam engines, turbine boilers, integrated and hybrid circuits, relays, potentiometers, connectors, printed circuits, coils, chokes, transformers, wire products, switches, volume controls, measuring and checking instruments, plugs, Sockets, aerial gears, diodes and allied items intended for and used in electronic devices.
 - 2. To carry on business of civil, mechanical, electrical and consulting engineers, agricultural engineers, aeronautical engineers, aviation engineers, construction engineers and engineers in all branches of work whatsoever known to engineering, erectors, mechanics, manufacturers of agricultural implements aeronautical, space, marine, oil exploration equipments and any other kind of machinery which is used for the aforesaid purpose or for any other purpose whatsoever and/or any part thereof or accessories thereto; founders,

manufacturers of welding appliances and of all or any parts thereof or accessories thereto; boiler makers; millwrights; wire drawers, tube makers iron and steel converters, smiths, wheelwright, wood workers, metallurgists, galvanizers, japanners, enamellers, electroplaters, Silver-platters, nickel-platter, varnishes, vulcanizes, water supply and hydraulic engineers, marine engineers, motor engineers, painters and packing case markers, manufacturers of all other instruments used in or in connection with any of the above business and of motors, aircrafts, ships, machinery and scientific appliances, apparatus and devices of every description whatsoever; rolling stock, timber goods, iron steel and other metal implements, tools, utensils and conveniences of every kind.

^[1] To engineer and manufacture, buy, sell, export, import, deal in, 3. assemble, fit, repair, convert, overhaul, alter, maintain and improve all types of solutions, systems, sub-systems, assemblies, subassemblies, parts, components, solutions deployed in the domains of Space, Air, Sea, Land, Transportation, Energy, Industrial, platforms and equipment for commercial and defense applications, manned and unmanned, such as rockets, satellites, fixed wing aircrafts, rotary wing platforms, advanced autonomous mobility systems such as UAMs, AAM's, UAV's, launchers that are airborne, road and rail borne, transportation systems for equipment, storage systems, safety and security systems, rescue systems, emergency systems, medical systems, interior systems, cargo systems, ships, including amphibian platforms, submarines, deep sea search and rescue, passenger safety and comfort, in cabin experience, HVAC systems, Integrated Galley systems, communication systems, telemetry systems, Radar Systems, engine systems, propulsion systems, navigation systems, control systems, data acquisition and control systems, payload systems (without payloads), Simulator systems, Learning and Development Systems, Homeland safety and security systems, Situational awareness and management systems surveillance systems, Electronic Warfare systems, Reconnaissance systems, ground support systems, Missile Systems, management, deployment and control, Test Systems, Test Jigs, Test Rigs, Stealth systems, Onboard systems, associated tooling systems, Rapid Prototyping, Technical, product and product support documentation, systems, automation systems, including Artificial intelligence, Internet of Things (IOT), high power, medium power and low power systems.

^[1] Sub-clause 3 to 6 after existing sub-clause 2 under Clause 3(a) has been inserted by amending the Memorandum of Association of the Company vide Special Resolution at the Extra-Ordinary General Meeting held on September 05, 2024.

- 4. ^[1] To absorb technology, carry out transfer of technology to and from solution providers, conduct research and development, design, develop, prototype, test, qualify the hardware, software, firmware and systems engineering aspects for the above solutions, systems, subsystems, assemblies, sub-assemblies, parts, components, including electrical, electronic, instrumentation, computer software, embedded systems, display systems, Human Machnine Interface (HMI), Audio / Video systems, mechanical, electro-mechanical, actuators, sensors, intrinsic safety, robust and ruggedized systems, wiring, printed circuit boards, micro-processors, micro-controllers, systems-on-chip (SoC), Application specific integrated circuits, and semiconductors (ASICs), sheet metal, machining, surface finish, Systems packaging, integration, of in-house developed and commercially-off-the-shelf (COTS) products, components and parts, development, acquisition of intellectual property, patents and trademarks for Intellectual property protection, manufacturing process know-how, developing robots to need, incorporation of artificial intelligence, block chain into systems, adherence to global standards in all aspects of design, development, engineering, testing, qualification and acceptance, incorporation of DFx parameters (design for manufacture, design for reliability, design for repair, design for upgrade, etc.),
- 5. [1] To design, develop and set up laboratory, and after-market systems and solutions, including site identification, preparation and set up, lab equipment and processes, infrastructure set up, including manufacturing, repair and rework, Industry V4.0 and beyond lab practices, visual labs, environmental lab set up either in-house or via eco-system partners, for testing various environmental parameters such as temperature, humidity, water, pressure, altitude, shock, ruggedness, salt, liquid and fluid susceptibility, endurance, etc., performance based logistics for spare parts management and product up-time, setting up of warehouses, warehouse processes, ware house and laboratory environment conditioning and control, simulator labs, environment conditioning, infrastructure, robustness for labs and protection against natural disasters, business continuity and disaster recovery, anti-terrorist installations, related logistics for transshipment of material, infrastructure, to various sites, import / export / trading, packaging and statutory compliance.

^[1] Sub-clause 3 to 6 after existing sub-clause 2 under Clause 3(a) has been inserted by amending the Memorandum of Association of the Company vide Special Resolution at the Extra-Ordinary General Meeting held on September 05, 2024.

6. Ill To carry on business of applied engineering and consulting in civil, mechanical, electrical, electronic, computer science, aeronautical, marine, space, automation and controls, Robotics and Artificial intelligence, communication systems, precision instrumentation, fluid mechanics, transportation engineering, energy, alternate energy sources, quality and reliability, sustainability, re-usability, repurposing, in all branches of work whatsoever known and will be known in these engineering fields.

3. (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

- 1. To operate current or deposit account with any Bank or Banks or to give loan upon such terms and conditions as the Company may approve, subject to the provisions of the Companies Act, 2013 & Rules framed thereunder and directions issued by Reserve Bank of India, provided the Company shall not do any banking business as defined under the Banking Regulation Act, 1949, and not carry on chit fund business.
- 2. To borrow or raise or secure the payment of money from any Bank or Banks or any financial institution or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any of the immovable and movable properties, present or future, and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
- 3. To enter into contract of every kind and description, agreements, partnership or arrangement for sharing of profits or joint venture with any person, persons or Company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered by the Objects Clause (A) above.
- **4.** To sell, improve, manage, develop, exchange, mortgage, dispose off or turn into account or otherwise deal with all or any part of the undertaking, property, investments and rights of the Company.

^[1] Sub-clause 3 to 6 after existing sub-clause 2 under Clause 3(a) has been inserted by amending the Memorandum of Association of the Company vide Special Resolution at the Extra-Ordinary General Meeting held on September 05, 2024.

- 5. To apply for purchase or otherwise acquire any patents, trademark, brevets, invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or nonexclusive or limited rights to 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 directly or indirectly of use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licence, privileges in that respect or otherwise turn to account the property, right or in-formation so acquired and to assist encourage and spend money in making experiments tests, improvements of all invention patent and right, which the Company may acquire or propose to acquire.
- 6. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trust and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or the connections of such persons, or subject to the provisions of the Companies Act, 2013 to subscribe or grant money for any charitable, national, religious, benevolent, object or fund; or for any purpose which may likely, directly or indirectly, further the main objects of company or the interest of its members or business.
- 7. To distribute amongst the members of the Company dividends including bonus shares (including fractional Share Certificates) out of profits, accumulated profits of funds and resources of the Company in any manner permissible under law in the winding up.
- 8. To allot shares in the Company to be considered as fully or partly paid up in payment or consideration of any service or property of whatever description which the Company may acquire.
- 9. To amalgamate with or to amalgamate or to enter into any scheme of arrangement with any company or companies having objects altogether or in part similar to those as this Company or any other Company, subject to the provisions of Sections 230 to 232 of the applicable Companies Act.
- 10. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particulars by advertising in the press by circular & publication of books & periodicals.
- **11.** To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

- 12. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building or dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes; or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries medicals and other attendance or assistant as the Company shall think fit.
- To undertake, carry out, promote and sponsor rural development including any programme for promoting economic welfare of or the upliftment of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or State Government or any public Institution of Trust or Fund or Organisation or person as the Directors may approve to establish and support or aid in the establishment and support or associations, instructions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or ex-employees of the Company or the dependents or the connections of such persons or subject to the provisions of Companies Act to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund or for any purpose which may likely, directly or indirectly further the objects of Company or the interest of its member's business.
- 14. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority, Central, State Municipal, local or otherwise or of any persons whomsoever, whether incorporated or not for the purpose of the business of the Company.
- 15. To promote, form or acquire any company and to take, purchase, or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidies or otherwise assist any such company.
- **16.** To purchase raw goods, semi-finished goods or finished goods connected with the objects of the company and enhance the value of

- such goods by suitable means such as packaging, job work etc. and market the same in its own trade mark or trade name or otherwise.
- 17. To purchase or otherwise acquire any land, building or premises and to improve, manage, develop, exchange, lease, sell, mortgage dispose off, let, sub-let, turn to account or otherwise deal with all or any part of the property and rights of the company.
- 18. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace and to work manage and control any buildings. Offices, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, roadways, trolley ways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing any of these things.
- **19.** To import and purchase any machinery, implement, apparatus, equipments, materials, articles and stores and to do all things for attaining the main objects of the company.
- 20. To purchase, take on lease, or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plant, improve work cultivate deal with to do fishery business, poultry farming and turn to account concessions, grants, decrees licenses, privileges, claims, options, leases, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.
- 21. Subject to the provisions of law in force & the rules framed thereunder & directives issued by R.B.I, for the time being to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debentures-stock perpetual or otherwise and to secure the payment 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 person or Company of any obligation under taken by the Company and not to carry on chit-fund business.
- 22. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations exhibitions, classes, meetings

and conferences in connection therewith.

- 23. To form, incorporate or promote any company or companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the company and to pay all 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.
- 24. Subject to the provisions of the Companies Act, 2013 or any reenactment thereof for the time being in force, to amalgamate any Company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, 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 or in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- 25. To establish and maintain procedure the establishment and maintenance of any contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any person who is or was at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time Directors or officers of the company or for any such other company as aforesaid and the wives, widows, families and dependents or any such persons, and also establish and subsidize and subscribe to any institutions, association, clubs or funds considered to be for the benefit of or to advance the interest and wellbeing of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid subject to the Compliance of Central State laws.
- 26. To undertake, carry out, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either 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 promotion of the social and economic welfare of or the upliftment of the people in any rural area which the Directors consider is likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural under Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the 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 divert the ownership of any property of the Company to or in favour of any public or Local body or Authority or Central or State Government or any Public Institution or Trust or Fund as the Directors may approve.

- To undertake carry out, promote sponsor or assist any activity for the promotion and growth of the national economy and for discharging what Directors consider to be social and moral responsibilities of the company to the public or any selection of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the people of any section of the people and in such manner and by such means as the Directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books literature, newspapers, etc. or for organizing lecturer or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducing or assisting any institution, fund, trust, etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or local body or authority or central or state government or any public institution or trust or fund as the Directors may approve.
- **28.** ^[III] To acquire, construct, build, set up, equip, provide and maintain factories, workshops, hangars, garages, airports, aerodromes, building yards, landing grounds and accommodations of all descriptions for any kind of aircrafts or in relation to any aerial conveyance.

^[II] Sub-clauses 28 to 35 after existing sub-clause 27 under Clause 3(b) has been inserted by amending the Memorandum of Association of the Company vide Special Resolution at the Extra-Ordinary General Meeting held on September 05, 2024.

- 29. [II] To manufacture, buy, sell, exchange, install, work, alter, improve, manipulate, prepare for market, import or export, and otherwise deal in all kinds of articles, plant, machinery, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the business of the Company as covered by the Objects clause (a) above.
- **30.** ^[II] To purchase, take on lease under license or concession or otherwise lands, buildings, works, mines, mining rights, plantations, forests, license and leases and any rights and privileges or interest therein and to explore work, exercise, develop and to turn to account the same for carrying out the business of the Company.
- **31.** ^[II] To carry on any other business (whether manufacturing, processing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the Company's objects.
- **32.** [II] To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets property or rights.
- 33. ^[III] To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- **34.** ^[III] To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising through the medium of the press, radio, television and films, by circulars, by purchase and exhibition of works of art or interest, by publication of books, periodicals, calendars and diaries and by granting prizes, rewards and donations.
- **35.** ^[III] To carry out in any part of the world, all or any part of the Company's objects as principals, agents, factors, trustee, contractor, or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality province, state, body politic or government or colony, or dependency thereof.

[[]III] Sub-clauses 28 to 35 after existing sub-clause 27 under Clause 3(b) has been inserted by amending the Memorandum of Association of the Company vide Special Resolution at the Extra-Ordinary General Meeting held on September 05, 2024.

- **4.** 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.
- **5.** The share capital of the Company is INR 12,00,00,000/- (Rupees Twelve Crore only) divided into 60000000 (Six Crore) Equity shares of INR 2.00/- (Rupee Two only) each and
- 6. 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 Capital of the Company set opposite our respective names:

S.No.	. Subscriber Details						
	Name, Address, Description and Occupation		DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
	Rossell India Limited, CIN: L01132WB1994PLC063513, Jindal Towers, Block B, 4th Floor 21/1A/3, Darga Road, Kolkata 700017,BODY CORPORATE, NIRMAL KUMAR KHURANA, DIRECTOR ON BEHALF OF THE COMPANY ROSSELL INDIA LIMITED Flat 1C, Suryodaya Apartment, 171, S. P. Mukherjee Road, Kolkata 700026, SERVICE		AFQPK7884R	48800	Equity	Nirmal Dignaly agreed by Kumar Schusse Khuran 2000 15.00 16.	02/12/22
-	Harsh Mohan Gupta (nominee of Rossell India Limited) 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi 110038,BUSINESS,		AAAPG4205F	200	Equity Preference	HARSH Digitally eigend MOHA MOHA N Select 1250 GUPTA -00307	02/12/22
	Rishab Mohan Gupta (nominee of Rossell India Limited) 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi 110038,COMPANY EXECUTIVE,		AITPG9594J	200	Equity Preference	RISHAB is Nishes MOHAN SUPIA MOHAN SUPIA GUPTA SECURISE HOUSE HOUSE HOUSE HOUSE	D2/12/22
	Vinita Gupta (nominee of Rossell India Limited) 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi 110038,COMPANY EXECUTIVE,		AAMPG1787C	200	Equity Preference	VINITA Signal by Vell of the Control	D2/12/22
	Samara Gupta (nominee of Rossell India Limited) 18, Ashok Avenue, Westend Greens, Rajokari, A F Rajokari Delhi 110038, COMPANY EXECUTIVE		AGTPG5236D	200	Equity Preference	SAMA Signal by southern SAMA SOLETIA S	02/12/22
-	Digant Mahesh Parikh (nominee of Rossell India Limited) Flat No. 602 Phalguni, Sarojini Road, Santacruz West, Mumbai 400054, COMPANY EXECUTIVE		AAFPP7379G	200	Equity Preference	DIGANT Dytally signed MAHES MANGEN H 2002 13 20 PARIKH 17 10 26 PARIKH 10 207	02/12/22
	ZEENA PHILIP (nominee of Rossell India Limited) DG-02, OCEANUS TRITON SARJAPUR ROAD, BELLANDUR,BANGALORE, COMPANY EXECUTIVE		AJQPP2747L	200	Equity Preference	ZEEN Signad by ZEENA A PHILIP Date: PHILIP Date: ACC 307	02/12/22
Total Shares taken				50,000.0	Equity Preference		
W.		Si	igned before Me				
Name Address, Description			on and Occupation	DIN/PAN/Passport Number/ Membership Number		DSC	Dated
FCS	ATUL KUMAR LABH	40, Weston Street, 3 Floor, Kolkata-70001 company Secretary		4848		ATUL signature s	