

Under the Companies Act, 1956

(1 of 1956)

(Company Limited by Shares)

MEMORANDUM OF ASSOCIATION
OF
CENTUM ELECTRONICS LIMITED

- I. The Name of the Company is CENTUM ELECTRONICS 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) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 1. To carry on the business of manufacturers, importers, exporters, dealers, traders, consignors, consignees, mercantile agents, manufacturers' representative, stockists, distributors, developers and / or otherwise deal in electronic, telecommunication and electrical components, spare parts, assemblies, instruments, devices, appliances, equipments, computer hardware, software and peripherals of all kinds and description.
 2. To carry on the business of manufacturers, assemblers, exporters, importers, stockists, manufacturers' representative, distributors, mercantile agents, traders, lessors, repairers, dealers and / or otherwise deal in all kinds of machinery, spare parts, chemicals, chemical compounds and products and other materials and things used in connection with manufacturing, assembling and working of electronic, telecommunication and electrical industries.
 - (B) **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.**
 3. To enter into agreement and contracts with Indian or foreign individuals, companies or other organizations for technical, financial, marketing or any other assistance for carrying out all or any of the objects of the Company.
 4. 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 materials for the time being at the disposal of the Company for sale.
 5. To advertise and adopt means of making 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.

6. To apply for, purchase or otherwise to acquire and protect, prolong and renew trade marks, trade names, secret process, patent rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and improving or seeking to improve any patent, inventions or rights which the Company may acquire or propose to acquire or develop.
7. To enter into partnership or into any arrangements.
8. To enter into any 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 rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
9. 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 **conductive** to the interest of the Company and to acquire, promote or **subsidies** any allied industry or undertaking and to carry on any such other incidental business (industrial, trading, manufacturing or other) 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 enhance the value of or render any of the Company's properties or rights for the time being profitable.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or 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 or debentures-stocks for, hold sell and deal in shares, stock debentures or debentures-stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding-up of the business of any person, firm or company.
11. To construct, acquire, establish, provide, maintain and administer factories, estates, railways, buildings, water reservoirs, sheds, channels, pumping installations, generating installations, pipe lines, garages and accommodation of all kinds and description in connection with the business of the Company
12. To buy or otherwise acquire moveable or immovable, tangible or intangible properties required by the Company and sell lease, mortgage or hypothecate or otherwise dispose off the Company on such terms and conditions as the Company may think fit.
13. To amalgamate with any company or companies having objects, altogether or in part similar to those of this Company.

14. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company including costs, charges and expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
15. Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company or the granting option to take the same or in any other manner allowed by law.
16. 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, debenture-stock or securities of this or any other company or in any 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, 1956.
17. To undertake and execute any trusts, the undertaking thereof may seem desirable either gratuitously or otherwise.
18. To draw, make, issue accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery-orders, warehousekeeper's certificates and other negotiable, quasi-negotiable, commercial or mercantile instruments connected with the business of the Company, subject to the provisions of the Banking regulations Act, 1949.
19. To open accounts with any individuals, firm or company or with any bank/s and to pay into and draw moneys from such accounts.
20. 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 others having dealing with the Company with or without securities, 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.
21. To make advances upon or for the purchase of materials, goods, machinery, stores, and other articles required for the purpose of the Company.
22. To sell, mortgage, assign or lease and in any other manner deal with or dispose off the undertaking 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.

23. To purchase or otherwise acquire, erect, maintain, reconstruct, adopt any buildings, offices, workshops, showrooms, warehouses, factories, mill, plant, machines, accessories and other things found necessary or convenient for the purpose of the Company and also to extend the business of the Company by adding to, altering, enlarging or pulling down, removing or replacing all or any of the building, mill premises and machinery for the time being the property of the Company, on all or any part of the land, being the property in possession of Company by expending from time to time such sums of moneys as may be necessary or expedient for the purposes of improving, adding to, altering and maintaining the buildings, machineries and properties for the time being of the Company for achieving the main objects of the Company.
24. With a view to promote and advance the business of the Company, to establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for technical research, experiments and tests of all kinds.
25. Subject to the provisions of the Companies Act, 1956, to borrow or raise money or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures, bonds, commercial papers or the like, convertible into shares of this or any other company or not and to secure the repayment of any such money borrowed, raised, or received or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
26. To create and operate any Depreciation Fund, Development Fund, Reserve Fund, Sinking Fund, whether for depreciation or for repairing, improving, enhancing, extending or maintaining any property of the Company or protecting the rights of the Company or for any other purpose conducive to the interests of the Company.
27. Subject to the provisions of the Companies Act, 1956, to invest, apply for and acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon such terms as may be thought proper, and from time to time vary such transactions in such manner as the Company may think fit.
28. To distribute the properties of the Company amongst the members in specie or in kind consequent upon the winding up of the Company.
29. Subject to the provisions of the Companies Act, 1956, to subscribe for, contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or for any public in general or useful objects.

30. To provide for the welfare of or the employees or ex-employees of the Company and the wives, families or dependents or relations of such persons by building or contributing to building of houses or to grant money, pension, gratuity, bonus, payments towards insurance or other payments or by creating from time to time, subscribing or contributing to, adding or supporting to, adding or supporting provident fund, trust or conveniences and by providing or subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and such other attendance and other assistance as the Company may think fit and to conduct hostel for the children of workers.
31. To build or construct houses, to gift moneys or other property of the Company or to grant pension and any other payments to the employees or ex-employees of the Company and the dependents or relations of such persons and to establish and support any schools or institutions to benefit not only the employees and the dependents and relations of such persons, but also the public generally.
32. Subject to the provisions of the Companies Act, 1956, to indemnify Members, Officers, Director, employees of the Company or Persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of the Company or ordered to be done by them for and in respect of the Company or for any damages or loss or misfortune whatever which may happen in the execution of the duties of their office, freedom of contract and / or in relation thereto.
33. To apply for, promote and obtain under any act of legislature or 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 which is calculated directly or indirectly to prejudice the Company's interest.

C) *THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:*

1. To carry on business as printers, publishers, dealers, distributors and/ or otherwise deal with news-papers, journals, magazines and other periodicals, books and other literary works and acts as advertising agents.
2. To carry on business of production, distribution and exhibition of motion pictures and television films and to deal in import or export of motion pictures, television films and the exclusive lease rights to exhibit such films anywhere in the world.
3. To carry on all or any of the business of owners, lessors, lessees, managers, licensors, licensees, dealers in real estate such as land, building, factory sheds, apartments, flats, hotels, cinema, theatres, shopping complex, commercial premises, industrial sites, sheds, guest houses, lodging, tourist bungalows, all other types of civil structures and places of entertainment, recreation and pleasure and other immovable properties of all kinds and description and/ or any interest therein.

4. To carry on all or any of the business of financiers, money-lenders, financial consultants, advisors, guarantors, selling, leasing, giving on hire or otherwise equipments, machineries, furniture, fixtures, vehicles and other movable or immovable assets required by industry, trade, commerce or household sector on hire purchase basis, leasing, instalments basis or such other basis and / or to carry out financial operations of all kinds and description, not mounting to the business of Banking as defined as defined in the Banking Regulations Act, 1949.
5. To carry on all or any of the business of underwriters, money-brokers, dealers in shares, debentures and other securities and to act as investment consultants, investment advisors, stock brokers, managers to the issue of shares and other securities.
6. To carry on all or any of the business of owners, lessors, lessees, managers, supervisors, tenants, licensors and / or licencees of mushroom farms, dairy farms, poultry farms, sericulture farms, apiary, aviary, fish, prawns and shrimp farms, forests and / or forest lands, agricultural lands, orchards, fruit and vegetable gardens, flower gardens, rubber estates and plantations of all kinds and descriptions, cultivators and growers of food grains, mushrooms, pulses, seeds, fruits, vegetables, flowers, commercial crops, spices, herbs and / or other agricultural product of all kinds and description:
7. To carry on the business of manufacturers, processors, traders, exporters, importers and / or otherwise deal in processed, preserved, dehydrated, canned, packed or converted mushrooms, agricultural products, fruits, vegetables, provisions, drinks, beverages, food products and preparations, dairy, poultry and other edible products and articles and / or other derivatives of all kinds and description.

IV. The liability of the members is limited.

w.e.f. 26th August, 1993.

V. The Authorised Share Capital of the Company is Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

We, the several persons, whose names and addresses are subscribed hereunder 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 to our respective names

Sl. No.	Names, Address Descriptions and Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name Address, Description and Occupation of Witness
1.	GOGINENI MOHAN RAO S/o Late Sri G.V.S. Naidu No. 2, Main Road, Whitefield BANGALORE - 560 066 INDUSTRIALIST	100 (One Hundred only)	Sd/-	Sd/- AGASTHI BHASKARAN S/o Sri A Narayana Reddy 35, 17th Main, 6th Block Koramangala BANGALORE - 560 095 CHARTERED ACCOUNTANT
2.	MALLAVARAPU VENKATA APPA RAO S/o Sri M. Ramakrishna Rao 624, 11th Main H.A.L. 2nd Stage, Indiranagar BANGALORE - 560 038 COMPANY EXECUTIVE	100 (One Hundred only)	Sd/-	
3.	PONNALURU SIMHADRI REDDY S/o Sri P. Narayana Reddy C-602, Spartan Heights Richmond Road BANGALORE - 560 025 FINANCE CONSULTANT	100 (One Hundred only)	Sd/-	
4.	MALLAVARAPU SWARNALATHA W/o Sri M. V. Appa Rao 624, 11th Main H.A.L. 2nd Stage Indiranagar BANGALORE - 560 038 SCIENTIST	100 (One Hundred Only)	Sd/-	

Sl. No.	Names, Address Descriptions and Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name Address, Description and Occupation of Witness
5.	GOGINENI VENKATA SUBBIAH PAVAN S/o Late Sri G. Mohan Rao 624, 11th Main H.A.L. 2nd Stage Indiranagar BANGALORE - 560 038 COMPANY EXECUTIVE	100 (One Hundred only)	Sd/-	
6.	GOGINENI PADMAVATHI W/o Sri G. Mohan Rao No.2 Mian Road, Whitefield BANGALORE - 560 066 INDUSTRIALIST	100 (One Hundred only)	Sd/-	
7.	GONINENI SARANYA W/o Sri G.V. Pavan 624, 11th Main H.A.L. 2nd Stage Indiranagar BANGALORE - 560 038 INVESTOR	100 (One Hundred only)	Sd/-	Sd/- AGASTHI BHASKARAN S/o Sri A Narayana Reddy 35, 17th Main, 6th Block Koramangala BANGALORE - 560 095 CHARTERED ACCOUNTANT

Dated this the 30th day of December, 1992 at Bangalore