

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

*** PRABHAT TECHNOLOGIES (INDIA) LIMITED**

- I. The name of the Company is **PRABHAT TECHNOLOGIES (INDIA) LIMITED**.
- II. The Registered Office of the Company will be situated in the **State of Maharashtra. i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.**
- III. The objects for which the Company is established are:

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

1. ** “To carry on the business as manufacture, distributors, agents, traders, buy, sell in world class high quality products related to telecommunication products, e-commerce, web development, software development, electrical test & measurement products, radio frequency test solution, process control test solution, digital domain test solution, fiber optic & microwave products, solar energy products, renewable energy products and its accessories, data fax modems, internet accessories, internet servers, calling points, voice over internet protocol products, customer premises equipments, VoIP accessories VoIP equipments, VoIP ports, VoIP calling cards, VoIP gateways, VoIP microprocessor based chips, VoIP printed circuit boards, VoIP pick cards, VoIP standalone modems, fax over ip equipments, gateways, servers, accessories, foip calling credits or points, foip chips, pci cards.

* *The Company originally incorporated with the name as “PRABHAT TELECOMMUNICATION PRIVATE LIMITED” which has been changed to “PRABHAT TELECOMS (INDIA) PRIVATE LIMITED” vide special resolution passed at the EXTRA ORDINARY GENERAL MEETING held on 23rd April, 2007.*

Further, the Name of the Company has been changed from ‘PRABHAT TELECOMS (INDIA) PRIVATE LIMITED’ to ‘PRABHAT TELECOMS (INDIA) LIMITED’ consequent upon Conversion of the Company from Private Limited to Public Limited.

Further the Name of the Company has been changed from ‘PRABHAT TELECOMS (INDIA) LIMITED’ to ‘PRABHAT TECHNOLOGIES (INDIA) LIMITED vide postal ballot result dated 2nd April, 2019.

** *Substitution of Clause No. (A) 1 of Main Objects approved by the Shareholders vide Special Resolutions passed at the Extra – ordinary General Meeting held on 23rd March 2015.*

2. * “To carry on the business of trading, buying, selling, importing, exporting, transporting, Storing, developing, marketing, promoting, supplying, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis on any E-commerce platform or otherwise, with products related to Cosmetics, Books & Stationeries, Computer Accessories, Fashion Accessories, Gift items, Home Décor, House Hold products, Toys, Garments, Clothes, Car Accessories, Electrical Goods, Home Appliances and Travel Accessories.”

* *Addition of Clause No. (A) 2 of Main Objects approved by the Shareholders vide Special Resolutions passed through Postal Ballot and declared at the proceedings held on 6th April, 2017.*

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS

3. To carry on the business of distributors, agents, traders, sellers, agents and stockists of and to market, hire, lease, rent out, install, service, and otherwise deal in all types of telephone exchanges, telephone instruments, telexes, tele- terminals, fax machines, telegraphs, recording instruments and devices, telephone instruments and devices, telephone message machines and devices, dialing machines and subscriber rank dialing barring devices mobile communication Sims and instruments and other communication or installation/maintains equipment, telephone and other communication equipment, telephones telegraphs and any other systems of communication.
4. To carry on the business of data communication, networking, data labels, switches routes, servers and other products and or installation/ maintenance providing IT solutions like voice over Apical centers, VPN networking connecting all countries telephone, telegraph, cables satellite and other communications company and to build, install, establish, work, manage, sell hire-out and maintain telephone exchanges, cable communication, telegraph offices, telex and any other systems of communication and offices and facilities therefore.
5. To advance, give deposit, lend money, securities, with any company, body corporate, firm, person or association with or without security and on such terms as may be determined from time to time. However, the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
6. To draw make accept, endorse, discount, execute and issue, negotiate, assign, buy and sell or otherwise deal in cheques, drafts, promissory notes, bill of exchange, hundies, debentures, bonds, bill of lading, railway receipts, airway bills, courier receipts, transport L/R, warrants and coupons, and all other negotiable and transferable securities, instruments and documents.
7. To procure the recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company’s business and to apply or join applying to any Parliament, Local Government, Municipal or other authority or body, Indian, British, Colonial or foreign, for any acts of Parliament, laws, decree, concessions, orders, rights or privileges that may seem conducive to the Company’s objects or any of them and to oppose any proceedings

or applications which may seem calculated directly to prejudice the Company's interests.

8. To invest the surplus funds of the Company from time to time in government securities, companies, firms or in other securities including bills of exchange, acceptance, as may from time to time be determined by the Directors and from time to time to sell or vary all such investment and to execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
9. To establish and run data processing/computer centers and to offer consultancy and data processing and other services that are normally offered by data processing/computer centers to industrial, business and other type of customers and to impart training Electronic Data Processing Computer.
10. To sell, lease, let, hire, or otherwise deal with or dispose of the lands, houses, buildings and other property or any part or portions thereof belonging to the Company or in which the Company is in anyway interested or concerned.
11. To advance money, to any person or persons, company or corporation, society or association either at interest or without, and/or with or without any security and in particular to advance money to shareholders of the Company, or to other persons upon the security of or for the purpose of enabling the persons borrowing the same to erect, or purchase, or enlarge or repair any house or building or any part or portion thereof or to purchase any freehold or leasehold or any land, estate or interest in or to take a demise for any term or terms of year of any land of property in India upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.
12. To apply for, tender, purchase, or otherwise acquire contracts, licenses, franchisee and concessions and to undertake, execute, carry out, dispose of or otherwise turn to account the same subject to all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
13. To take or grant or lease, hire, purchase or acquire by license or otherwise sell, market dispose of any land and building, stock-in-trade, patents, invents, trade-marks, rights, contents rights, web sites, software's, film rights, Ad rights privileges and movable or immovable property of any description which may be deemed necessary or convenient for the purpose of the business of the Company.
14. To amalgamate with any other company and to enter into partnership or into any arrangements for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm, company, trust, Government Body, Board or entity carrying on similar activity or having similar interest and to lend money, to guarantee the contracts of, or otherwise assist any such person or company and to place, take or otherwise acquire or to be interested in, hold, sell, deal and dispose of shares, stock, debentures, negotiable instruments or any other securities of any such company.
15. To enter into any arrangements with any government or state or 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 or authority, any rights, privileges and concessions which the company may think it desirable to obtain and to carry out and to comply with any such arrangements and to exercise, dispose of, or otherwise turn to account any such rights, privileges and concessions.

16. To apply for, purchase or by any other means acquire or sell, market and protect, prolong and renew, whether in India or elsewhere, any trade-marks, patents, patent rights, brevets, invention, content rights, film rights, Ad rights, web sites, software, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop, turn to account and to grant license or privileges in respect of the same and spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, secrets or rights which the Company may acquire or propose to acquire or being interested in as licenses or otherwise.
17. To establish, support, join or become a member of, either directly or through nominees, any company, society, clubs, and bodies corporate, association, chamber of commerce, institution or fund for the promotion of exports or for the promotion of any other object of national, general industrial, commercial or particular interest or utility and for this purpose to enter into such commitments, undertaking, indemnities, guarantee, assurance or arrangements for the sharing or distribution of any liabilities, assets or interests as may seem to be appropriate.
18. To enter into any contract, agreement. Arrangements, or other dealings in the nature of technical, financial, internet, marketing and managerial collaboration, support or otherwise for the efficient conduct of the company or any part thereof, and also arrange by purchase or otherwise the supply of machinery from any part of the world on credit or for cash or on deferred payment terms.
19. To sub-let all or any contracts from time and upon such terms and conditions as any are considered expedient.
20. To establish, provide, maintain and conduct or otherwise subsidies, research laboratories and experimental, workshops for scientific and technical, research and experiments and to undertake and carry on all scientific and technical, experiments and tests of all kinds and promote invention, studies and research, both scientific and technical, providing subsidizing, endowing, and assisting laboratories, workshops, libraries lectures, meetings and conferences and by providing for awards, scholarship, prizes, grants and nurseries to students or otherwise and generally to encourage promote and reward studies, researches, investigations, experiments, tests inventions of any kind, that may be considered likely to assist any of the business which the company is authorised to carry on.
21. To employ in India or outside India experts, consultants, teachers, educationists, solicitors, advocates, engineers, workmen, insurers, advertisers, selling and buying agents, bankers, commission agents, clearing agents and others as found expedient and in the interest of the Company's business.
22. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
23. To open account or accounts with any bank or banks or financial institutions or bankers and to pay interest and to withdraw money from such account or accounts and to make, draw, co-accept, endorse, excuse, discount or negotiate and issue cheques, promissory notes, hundies, bill of exchange, bills of lading, railway receipts, airway bills, transport L/Rs, warrants, debentures and other negotiable or transferable instruments.

24. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever.
25. In case of winding up of the Company to distribute the assets of the Company among the members in specie or kind subject to the provisions of the Companies Act,2013.
26. To dedicate, present or otherwise dispose of, either voluntarily or for value, any property of the Company deemed to be of national, public or local interest, to any national, trust, public body, museum, corporation or authority or any trusts for or on behalf of any of the same or for the public.
27. To take part in formation, promotion, management, supervision of control of the business or operation of any Company having similar objects, and for that purpose to appoint and remunerate any directors, accountants, officers technicians, experts or others.
28. To sell, improve, manage, develop, turn to account, let on rent, royalty, share of profits, or otherwise, mortgage, grant license, easements, options and other rights, in respect of any, in any other manner, deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the assets and property for the time being of the Company and for such consideration as the Company may think fit whether in cash or in shares (fully or partly paid), debentures, debenture-stocks, or other interests in or securities of any company having objects, altogether or in part to those of the Company.
29. To pay all costs, charges and expenses of the Company incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital, including any underwriting or other commission, brokerage or fees for services rendered and charges in connection there with and also to remunerate for cash or other assets or by the allotment of fully or partly paid shares or option on shares, debenture, debenture-stocks or security of the Company or any other Company or in any other manner, as permitted by law, whether out of the profits or otherwise, any person or firm or Company for services rendered or to be rendered in introducing any property or business to the Company or in replacing or assisting to place or underwriting or guaranteeing the subscription to shares, debentures, debenture-stocks or other securities of the Company or in or about the formation of the Company or the conduct of its business or for any other reason which the Company may think proper.
30. To place, reserve or to distribute as bonus shares among the members, or to otherwise apply, as the Company may from time to time think fit, any money received in respect of forfeited shares.
31. To invest the surplus funds of the company in metals, bullion, gold, silver, diamonds, precious stones, gem stones, minerals, mines, land estate, ornaments and jewelry and paintings and coins and manuscripts and objects of art, shares, stocks, debentures, debenture-stocks, bonds, obligations or securities by original subscriptions, tender purchase, or otherwise and to subscribe for the same or to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and other things capable of being held by way of investment.

32. To establish schools or on line education centers, tie up arrangement with universities, instruct people and train and conduct seminars, training programs, and workshops for the business of the Company.
33. To obtain any provisional order or regulation or an act of legislature for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to lawfully oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
34. To appropriate, use or lay out, land belonging to the company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any person or company or authority conditionally or unconditionally as the Company thinks fit.
35. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, TV, internet, and other media by circulars, by purchase and exhibition of works of art and of interests, or publications of books and periodicals and by granting prizes, rewards and donations.
36. To guarantee the payment of money, unsecured or secured by, or payable under, or in respect of bills of exchange, promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligation, instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
37. To refer or agree to refer any claims, demands, disputes or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and a third party, to arbitration in or at any place outside India, and to observe and perform and to do all acts, deeds and things and to carry out, or enforce or challenge the awards.
38. To alienate, transfer, gift, sell, donate, settle or dispose off any property of the company with or without consideration to any person including in trust whether public or private, discretionary or specific, either by revocable or irrevocable transfer or settlement and upon such terms and condition as the company may deem fit subject to the provision of Companies Act. 2013.
39. To, undertake, carry out, promote and sponsor programs for promoting the social and economic welfare of, or for the uplift of the people in any rural or urban area and to incur any expenditure on any programmes of such development and to assist execution and promotion thereof directly or through any agency or in any other manner.
40. To form, promote, subsidize, organize and assist or aid in forming, promoting, subsidizing, organizing or aiding associations, companies or partnership of all kinds having similar objects for the purpose of acquiring and undertaking any property or liabilities including those of the Company or for advancing directly the objects of the company or for any other purpose which this Company may think expedient.
41. To advance and lend money to any person, institution, organisation, trust of funds on such terms and conditions with or without interest or at a concessional rate of interest as may seem expedient for the fulfillment of the objects mentioned herein above, and to apply for moneylenders license is required.

42. To establish companies and associations for execution of undertakings, works, projects, or enterprises of any description whether of a private or public character and to acquire and to dispose of shares and interests in such companies or association or in any other company or association or in undertaking thereof.
43. To undertake and execute any trust or discretion, the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled thereof, of any income, capital annuity or other sums of money or other property whether periodically or otherwise and whether in money or in specie in furtherance of any trust, discretion or other obligations or permission.
44. To pay for any property or business or services rendered or to be rendered or any purchase in cash or by bills of the Company or by shares ordinary, preferred or deferred, either fully or partly paid up or bonds, mortgage, debentures, debenture-stock or other securities or acknowledgement of the Company or partly by one or more of them otherwise.
45. To hold, administer, sell realise, invest, dispose of and deal with the moneys and property both real and personal to carry on sell, realise dispose of and deal with any business, comprised and included in any estate of which the Company is executor or administrator or in any trust of which the Company is the trustee or as which the Company is administrator, receiver, liquidator, agent to custodians.
46. To make deposits, enter into recognizance bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators, trustees and agents.
47. To appoint trustees (whether individuals or corporation) to hold securities on behalf of and to protect the interest of the Company.
48. To manage land, building and other property both movable and immovable belonging to the company and to collect rents and income and to supply to tenants, users and occupiers, attendants, servants, waiting rooms and other conveniences and other services as may be necessary for the business of the Company.
49. To hold in the names of others any property which the Company is authorised to acquire.
50. To carry on business or branch whether in India or outside India which the Company is authorised to carry out by means or through the agency of any subsidiary company for taking profits and bearing the losses of business or branch so carried on or finance any subsidiary company, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to business or branch so carries on including the power and provision at any time either temporarily or permanently to lose any such branch or business.
51. To purchase or otherwise acquire and undertake, the whole or any part of or any interest in the business, goodwill, property, contracts, agreements, 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 authorised to carry on or possessed of property suitable for the purpose of the company on such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in moneys, shares, money's worth or otherwise as may be deemed advisable.

52. To accept as consideration for or in lieu of the whole or any part of the Company's property either land or cash or Government security or securities guaranteed by Government or shares in joint stock companies or partly the one and partly the other and such other properties or securities as may be determined by the Company, and to take back or acquire the property so disposed off by repurchasing or taking on lease the same at such price or prices and on such terms and conditions as may be agreed upon by the Company.
53. To vest any movable or immovable property, rights or interest acquired by or belonging of 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.
54. To receive any gifts of immovable property and offering or voluntary donations or bequest and legacies either from the shareholders, directors or from any other person for all or any of the objects of the Company with or without any special conditions and to invest or deal with the same subject to the provision of the Companies Act, 2013.
55. As per the Directives of RBI and other applicable India laws, to raise finance abroad in equity, debentures and convertible, bonds, manage portfolio investment of non-residential, to assist Indian Companies in acquisition and take-over of the existing foreign companies or in setting-up of joint venture or acquiring know-how.

*** (C) OTHER OBJECTS CLAUSE:**

**** Deletion Of The Other Objects Clause as per provisions of section 13 of Companies Act 2013, approved by the Shareholders vide Special Resolutions passed at the Extra - ordinary General Meeting held on 23rd March 2015***

IV. ** The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

V. (a) * The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association and to Vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.'

(b) The paid up Capital of the Company shall be minimum Rs. 5,00,000/- (Five Lakhs).

* *The Authorized Share Capital of the Company has been increased from Rs. 1,00,000 Lac to Rs. 5,00,000 Lacs vide special resolution passed in the EOGM (Extra Ordinary General Meeting) held on 19th April, 2007.*

* *The Authorized Share Capital of the Company has been increased from Rs. 5,00,000 Lac to Rs. 20,00,000 Lacs vide special resolution passed in the EOGM (Extra Ordinary General Meeting) held on 28th May, 2008.*

- * The Authorized Share Capital of the Company has been increased from Rs. 20,00,000 Lac to Rs. 2,00,00,000 Crores vide special resolution passed in the EOGM (Extra Ordinary General Meeting) held on 22nd December, 2008.*
- * The Authorized Share Capital of the Company has been increased from Rs. 2,00,00,000 Crores to Rs. 3,00,00,000 Crores vide special resolution passed in the EOGM (Extra Ordinary General Meeting) held on 10th March, 2011.*
- * The Authorized Share Capital of the Company has been increased from Rs. 3,00,00,000 to Rs. 5,00,00,000 and the same has been reclassified into Equity Shares and Preference shares vide special resolution passed in the EOGM (Extra Ordinary General Meeting) held on 5th March, 2012.*
- * The Authorized Share Capital of the Company has been increased from Rs. 5,00,00,000 to Rs. 12,00,00,000 vide special resolution passed in the EOGM (Extra Ordinary General Meeting) held on 08th October, 2012.*
- * Further, the 5,00,000 12% Non-Cumulative Convertible redeemable preference shares has been entirely converted into Equity Shares vide special resolution passed in the EOGM (Extra Ordinary General Meeting) held on 08th October, 2012, thus the Authorized Share Capital would be comprising of 1,20,00,000 equity shares of Rs. 10/- each.*
- ** Substitution of Clause No. IV of Liability Clause approved by the Shareholders vide Special Resolutions passed at the Extra - ordinary General Meeting held on 23rd March 2015.**

We, the several persons whose names, address and descriptions are subscribed are desirous of being formed into a company in pursuance of these Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our names.

Sr. No.	Names, addresses, description and occupation of each subscribers	Number of Equity Shares taken by each subscriber	Signature of Subscriber	Signature Name, Description & occupation of Witness
1)	Mr. Vishwamani Tiwari S/O : Mr. Matamani D. Tiwari ADD: Village Malai District Jampur, Occupation : Business	5000 (Five Thousand)	SD/-	Sd/- Witness to all Mrs. Priti Rane W/o. Prashant Rane C/o. Hasmukh Mehta & Co., Room no. 2, Ground Floor, 607, J.S. Sheth Road, Chira Bazar, Mumbai – 400 020. Occupation : Service
2)	Mr. Vishal Wadkar S/O : Mr. Jagannath Wadkar ADD: At Post Borgaon, Tal. Wai, Dist. Satara, Pin Code – 412 803. Occupation : Service	5000 (Five Thousand)	SD/-	
	Total	10000 (Ten Thousand)		

Place: Mumbai

Date: 24/03/2007