

**MEMORANDUM OF ASSOCIATION
OF
EXPLEO SOLUTIONS LIMITED ***
(A COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

- I. The name of the Company is **Expleo Solutions Limited**.
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- 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 CORPORATION: *****
 1. To manufacture, process, produce, test, certify, review, purchase, sell or otherwise transfer, lease, import, export, hire, license, use, dispose of, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or otherwise, generally deal in any or all types of data communications, productions or tele-communications including but not limited to computer software and programs in any form, documentations, installation programs, software prototypes and program products of any and all description.
 2. To establish and carry on all or any form of business relating to information technology, telecommunication, computer aided design (CAD), computer aided manufacture (CAM), computer aided engineering (CAE), product data management (PDM) work and other allied, ancillary and incidental development activities including software and middleware development without prejudice to the generality, application software and system software, research and development, advisory and consulting activities pertaining to computer graphics, designs and other related information and communication technologies and engineering services, to carry on the business of manufacture, purchase, sell, export, hire, lease out, fabricate, design, hardware and software for the Computer and Telecommunication and engineering and consulting services up to the execution of completely outsourced product development processes for embedded software (including but not limited to software with a focus on high integrity systems; the services include all relevant stages along with product development process chain, from product definition and specification up to integration testing and documentation and to carry on the business of Computer Software Development of all kinds, to promote, encourage, plan, develop, design, establish, maintain, organize, undertake, manage, operate, test and to run in India or abroad computer software, database administration, consultation, software testing, data processing, dissemination of knowledge and skills to the foregoing, computer educational and courseware development and to carry on the work of development of software and related services in all kinds and fields including export of computer software and services and to carry on business as developers, designers, engineers, manufacturers, buyers, sellers, indentors, hirers, lessors, importers, exporters, agents, consultants and dealers of all types of computer software and software maintenance

* The change of name of the Company from SQS India BFSI Limited to Expleo Solutions Limited was approved by the members of the Company through Postal Ballot on March 26, 2019.

*** The Change in main object of the Company was approved by the members of the Company at the 25th Annual General Meeting of the Company held on August 10, 2023.

for all types of computer applications and for all types of computer systems and system integration of hardware, software for all types of applications.

3. To undertake study, design and development, implementation, training and all other activities relating to computer aided designs and graphics and to engage in manufacturing of any or all products and to engage in the business of sale, import and export of packaged software and customized software including reversed engineering solutions and to carry on the business of data processing, consultancy services and preparation of project reports and other allied services for computer Industry and to carry on the business as developers, designers, engineers, manufacturers, buyers, sellers, indentors, hirers, lessors, importers, exporters, agents, consultants and dealers of all types of computer systems including hardware, firmware and peripherals and maintenance of all types of computer systems
4. To provide consultancy services related to the preparation, design, testing, certification and enhancement and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description including systems analysis and machine services for solving or aiding commercial, industrial, scientific and research problems and for all other related business.
5. To carry on all or any of the businesses of suppliers, distributors, converters, carriers, stores, processors and importers and exporters of any raw materials or any products or by-products derived from any such business under conditions of direct ownership or through its associates, franchisee, licensee or subsidiary companies.
6. To carry on the business of trading, dealing, importing, exporting, servicing, selling, developing repairing, exchanging, distributing' of software like computer software including data processing, scientific software including real-time numerical control and related software required in computer aided design, knowledge based systems, quality assurance and software testing' information technology software used in automation, plant and machinery' systems' techniques and to produce orders from Indian or overseas customers and render technical service as are necessary in processing and completion of such orders.
7. To carry on the business of engineering services and IT services and operations including software development and to carry on the business of process, procurement, and outsourcing consulting and to provide training and related services in the areas of engineering, research and IT services and other related fields and to render assistance in selection and supply of software and hardware including peripherals and documentation; recruitment, selection and training of software and hardware personnel for off shore and on site assignments of the Company or customers of the Company.
8. To undertake and carry on the business of purchasing, acquiring, selling, developing, manufacturing, trading, subcontracting and other allied, ancillary and incidental activities of all kinds of goods in the area of aerospace, automotive, energy, rail and program management of physical manufacturing of aerospace and automotive industry related tooling, automated test equipment and test benches.
9. To interact with universities, research centers, organizations and companies in the various fields of engineering, research and IT services and operations including testing, software development and to maintain engineers, researchers and employees and to publish technical literature, magazines, information regarding technical and non- technical topics in bulletins, books, periodicals. Journals, newsletters, newspapers, and to conduct, organize and to participate, seminars, conferences, exhibitions and workshops to popularize the activities and work results of the Company and marketing and selling the produced results of all the activities and work results

within and outside India and to provide consultancy, engineering, technical know-how and support, training and other services.

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

10. To provide and undertake all types of consultancy, contracting, erection, supervision, commissioning, maintaining, guidance and other works, services and activities including the making of surveys and reports thereon and preparing evaluations and economic studies and furnishing all other works, services and activities required to enable clients to consider the feasibility and execution of all types of works relating to or connected with data communications and telecommunications relevant technologies.
11. To acquire from whatsoever sources both in India and abroad technical know-how and expertise for the manufacture and maintenance of various electronic systems and equipment, computers and peripherals, process control instrumentation, telecom network systems, medical electronics, sound recording and processing apparatus, entertainment electronics and components for the electronic and allied industries.
12. To acquire and undertake all or any part of the business, property and liabilities of any person or persons or company or firm carrying on or proposing to carry on any business which this Company is authorized to carry on or possess property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
13. To enter into any arrangement of sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in any business or transactions which this Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
14. To take over any other company or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
15. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit of the Company.
16. Generally to purchase, take on lease or otherwise acquire, any real property with such advantages, easements, privileges, appurtenances thereto which the Company may think necessary or convenient for the purpose of its business and its activities.
17. To enter into agreements and contracts with Indian or foreign company for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
18. To enter into partnership or into any arrangements with any person, firm or company.
19. To lend money, guarantee the contracts of or otherwise assist any person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and sell, hold, re-issue with or without guarantee in or otherwise deal with such shares and securities.

20. To enter into any agreement or 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.
21. To buy or otherwise acquire movable or immovable, tangible or intangible properties required by the Company and to sell, lease, mortgage, hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may deem fit.
22. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company and to promote, participate in amalgamation with trusts of educational or welfare pursuits.
23. To pay the cost of promotion and formation, registration and establishment of the Company and issue of its capital including commission, broker's fee and charges in connection therewith including costs, charges and expenses for negotiations, contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
24. To purchase or otherwise acquire any estate or interest in any business, undertaking property, assets or rights of any patent, patent rights, inventions and concession and to develop and turn to account and deal with the same in the manner as may be thought expedient.
25. To remunerate or make donations except for political purposes (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option or shares, debentures or securities of this or any company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares or other securities of the Company or for any other reason which the Company may deem proper subject to the provisions of the Companies Act, 1956.
26. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.
27. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, ware housekeeper's certificates and other negotiable, commercial or mercantile instruments connected with the business of the Company, subject to the Banking Regulations Act, 1949.
28. To open accounts with any individual, firm or company or with any banks and to withdraw moneys from such accounts.
29. To lend or deposit moneys belonging to or at the disposal of the Company to such person or company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper and to guarantee the performance of contracts by such person or company, but not to do the business of banking as defined in the Banking Regulations Act, 1949.
30. To make advances upon for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
31. To borrow or raise money with or without security from financial institutions and others or to receive moneys on deposits at interest or otherwise, in such manner as the company may think fit and particularly by the issue of debentures, perpetual or otherwise, including debenture stocks convertible into shares of this or any other

pledge or charge the whole or any part of the property, assets or revenue of the Company, present or pay off any such securities. The acceptance of deposits by the Company shall be subject to the provisions of Section 58A of the Companies Act, 1956 and the Rules framed thereunder and the directions issued by the Reserve Bank of India as may be applicable.

32. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings of or property of the Company or any part thereof, whether movable, for such consideration as the Company may think fair 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.
33. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families, dependents or connections of such persons by building or contributing to the building of houses or grant money, pensions, gratuity, bonus, payments towards insurance or other payments or by creating from time to time subscribing or contributing to, adding or supporting provident funds, trusts or conveniences and by providing, subscribing towards places of instruction or recreation, hospitals, dispensaries, medical and other attendances and other assistance as the Company may deem fit.
34. Subject to the provisions of the Companies Act, 1956 and the Constitution of India, to subscribe for, contribute or otherwise to assist or guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects of any exhibition or for any public, general or useful objects.
35. To distribute the properties of the Company amongst the members in specie or in kind upon the winding up of the Company.
36. To buy, lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties of the Company as it may think fit.
37. To make experiments in connection with any business of the Company by letters, patents or otherwise.
38. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, showrooms, warehouses, factories, mills, plants, machinery, accessories and other things found necessary or convenient for the purposes of the Company and also to extend the business of the Company by adding to, altering, enlarging, pulling down, removing or replacing all or any of the buildings, mills, premises and machinery, for the time being the property or in possession of the Company and by expending from time to time such sums of money as may be necessary or expedient for the purposes of improving, adding to, altering, repairing and maintaining the buildings, machineries and properties for the time being of the Company.
39. Subject to the provisions of the Companies Act, 1956, to invest, apply for, acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares or without security 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.
40. With a view to promote and advance the business of the Company, to establish, provide, maintain, conduct or otherwise subsidize research laboratories and experimental workshop, for the technical research, experiments, the tests of all industries.

41. To train and pay for the training in India or abroad of any of the Company's employees or any of the candidates or to recruit and employ foreign experts in the interest or furtherance of the Company's objects.

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

1. To design, develop and manufacture, assemble or buy, distribute, sell and deal in Microprocessors based distributed monitoring and control systems, systems to interconnect sensors, microprocessors-based data acquisition and logging to systems and instrumentation for process control and industrial application.
2. To design, develop and manufacture, assemble or buy, distribute, sell and in Mini and Macro computer-based systems, computer peripheral equipment and sub-assemblies, data communication and terminal equipment, data processing equipment and other interface equipment in the field of data communication and processing, data logging and acquisition, cable harnessing systems and other controlsystems.
3. To carry on the business of manufactures, assemblers, fabricators of engineering, scientific, mechanical, hydraulic, pneumatic, electronic, thermal, sonic, ultrasonic, optical, surgical, medical, liquid crystal and surveying equipment, products and instruments of all kinds and descriptions including without limiting the generality of the foregoing, radar equipment, computers, electronic, accounting and business machines, electronic communication equipment, electronic control instrument and basic components such as valves, transistors, condensers, coils, magnetic materials and microwave components, radiographs, phonographs, dictaphones, amplifiers and all sorts of electrical and wireless sets, automobile parts such as micrometers, dial indicators, amp-meters, volt-meters, ohm-meters, wattmeter's, power factory meters, frequency meters, watt hour meters, insulation testers, geiger counters, scintillometers, pressure and vacuum gauges, gas meters, oscilloscopes, stroboscopes, thermometers, temperature controllers, pyrometers, mining dials and other instruments.
4. To manufacture, produce, service, maintain, repair and otherwise deal in computers of all kinds including hardware, software and accessories, components and related or peripherals equipment of analog, digital and hybrid types including radar and solar equipment and apparatus, desk calculators and tabulators, permanent magnets, ceramics and rubber magnets, ferrites and iron dust components and sputtered board products.
5. To carry on the business of acting as advisors and consultants on all matters relating to technical industries, civil, administration' finance and organization management, marketing and to be appointed as technical' financial consultants.
6. To carry on the business of manufacture of construction materials, sputtering, scaffolds and construction components and to act as contractors, builders. developers of property and construction engineers and to construct, execute, carry equip, improve, work repair and construct houses, chawls, flats, apartments, commercial centers/premises, theaters, dock, roads, bridges, reclamations, canals, water ways, reservoirs, sewages, drainage and other sanitary work and installations of water, gas, electric and supply houses.
7. To manufacture, assemble, market, fabricate, lease, supply distribute, buy, sell, import, export, design, manipulate, exchange, alter, improve, prepare, install, maintain, repair or otherwise deal in electronic equipment's including electronic typewriters, printers, word processors, mini and micro computers, computer peripherals, microprocessor-based equipment. floppy diskettes, Winchester hard disc drives, terminals, monitors, daisy wheel printers, black and white and color televisions, photocopy and photographic equipment, telephone and telecommunication

equipment, teleprinters, private automatic branch exchanges, electronic and electrical gadgets, video recorders, video games, electronic calculator, radar equipment, electronic accounting and business machines, electronic control instruments, electronic cash registers and cheque writing machines, intercom equipment, electronic sound and amplifier systems, projection electronic hobby kits, electronic hardware, electronic clocks equipment, TV signal boosters, electronic X-ray and other medical equipment, electronic synthesizers, electronic sirens, radio telephones, electronic navigational aids, electronic alarm systems, electronic traffic control systems, electronic laboratory equipment, electronic controlled washing machines, electronic weighing machines, video cassette recorders, video cassette players, deflection components, fly back transformers, video projection equipment, electronic toys and games, and screens, audio and video cassettes.

- IV. The liability of the members is limited.
- V. ** The Authorized Share Capital of the Company is Rs. 32,70,00,000/- (Rupees Thirty-Two Crore Seventy Lakh Only) divided into 3,27,00,000 (Three Crore Twenty-Seven Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

** Capital Clause changed pursuant to Order from National Company Law Tribunal, Chennai Bench passed on February 15, 2023, the copy of which was received on March 7, 2023.

****The Change in Other object clause of the Company was approved by the members of the Company 2023 at the 25th Annual General Meeting of the Company on August 10, 2023.

We, the several persons, whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Associations 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, Addresses, Description and Occupations of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	A.V. ASVINI KUMAR S/o. A. V. Venkatasubbu 472, I 'A' Cross 12 th Main, 4 th Block, Koramangala, Bangalore – 560 034. Business	100	Sd/-	
2.	A.K. LATHA W/o. A.V. Asvini Kumar 472, I 'A' Cross 12 th Main, 4 th Block, Koramangala, Bangalore – 560 034.	100	Sd/-	Sd/- PATIL UDAYA KUMAR S/o. P. Eswara Reddy, 103, Brigade Links, 1 Main, Seshadripuram, Bangalore – 560 020. CHARTERED ACCOUNTANT
	TOTAL	200 (Two Hundred only)		

Dated this the 29th day of May, 1998 at Bangalore.