(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF
JAGSONPAL SERIVCES LIMITED

I. The Name of the Company is **JAGSONPAL SERVICES LIMITED**. ***

II. The Registered Office of the Company will be situated in the **State of Maharashtra**. **

III. The objects for which the Company is established are: -

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

1. To carry on the business as designers, developers, buyers, sellers, importers, exporters and dealers in all kinds of computer software, computer technology and information technology products and computer application products, systems, peripherals and materials, and to undertake the business of system integration and development, product application and development, computer maintenance and technical support services, networking and electronic media, telecommunication and web commerce application services.

2. To carry on the business of consultancy and advise in designing, developing, installing, implementing and operating all kinds of software/information technology projects and rendering technical services, business transformation projects and assistance for start-up, commencement and expansion programme and to act as technical and software development consultants in India and abroad.

3. To establish, maintain, manage, conduct, provide, procure or make available computer software/hardware services of every kind including commercial, statistical, financial, accountancy, management, educational and other technological/social services, technical support centres, business and information technology centres, computer audit, quality assurance services and recruitment and placement of software personnel in India or abroad.

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* ***Clause III (A) was replaced vide Special resolution passed by the members of the Company through postal ballot on 15th February 2025.***

Thereafter, erstwhile clause no – 1 and 2 are deleted and the remaining object clauses are re-numbered in Clause III (A) vide Special resolution passed by the members of the Company at Annual General Meeting on 22nd September, 2025.

** ***Clause II was replaced vide Special resolution passed by the members of the Company through postal ballot on 07th May, 2025.***

*** ***Clause I was replaced vide Special resolution passed by the members of the Company at Annual General Meeting held on 22nd September, 2025.***

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For Jagsonpal Finance & Leasing Ltd.

Director

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE :-

1 To purchase, otherwise acquire, own, import all materials, substances, appliances,machines,containers and such other articles and apparatus and things-capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conducive to the effective working of the main business of the company.

2. To acquire build, alter, maintain, remove or replace and to work, manage and control any building, offices, shops, machinery and conveniences which may seem necessary to achieve the main object of the company.

3. To buy, repair, alter, improve, exchange, import all machinery tools, utensils, appliances. Apparatus products, materials, substances, articles and things capable of being used in the main business of this company.

4. To purchase take on lease or tenancy or in exchange, hire take options over or otherwise acquire any estae or interest whatsoever and to hold develops work, concessions, grants, decrees licenses privileges claims options leases property, right, or powers of any kind which may appear to be necessary for the main business of the Company.

5. To pay for preliminary and pre-incorporation e penses of tile Company.

6. To exchange, mortgage royalty or tribute, grants licenses easements, options and other rights over and dispose of the whole or any part of the undertaking property, assets rights and effects of the company for consideration as may be thought fit and n p rticular for stocks, shares debentures whether fully or partly paid up or secu ities of any other compan having main objects of the whole or in part similar to the company.

7. To pay for any rights or property acquired by the Company and or remunerate any person firm or body corporate rendering services to the Company either by cash pay mentor b allotment to him or them of shares or securities of the Com ny as paid up in full.

8. To advance money, in connection with the main business either with or without security and give credit. to such persons (including Government) and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations, Act, 1949.

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9 To undertake financial and commercial obligations. transactions and operations of all kinds in connection with the main business of the Company.

10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.

11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, stocks, contracts,mortgages, or charges,obligations,instruments, securities of any company or of any authority, supreme, municipal, local or of any person whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.

12. To subscribe for acquire, hold shares and dispose off share stocks,debentures,debenturestock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatsoever nature and howsoever constituted or carrying on the business and to subscribe for,acquire,hold shares, debentures anddebenture-stock, and debenture-bonds,mortgages,obligations and other securities issued or guaranteed by any Government sovereign ruler, commissioners, trust, Municipal local or other Authority or body of whatsoever nature, whether in India or elsewhere as may be conducive to the main business of the company.

13. To invest other than investment in Company's own shares any money of the Company not immediately required, in any investments, movable or immovable as may be deemed proper and to hold, or invest in shares or stock in the company as may be necessary for the main business of the company.

14 Subject to Section 58A and 292/293 of the Companies Act, 1956 and the Rules made there under and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow or money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien. upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, or any obligation undertaken by the Company.

15 To draw, make, accept, endorse, negotiate, execute and issue bills of exchange., promissory notes, bills of lading, debentures and such other negotiable or transferable instruments or securities of all types.

16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, and patent rights, brevets dinventions trade marks, designs, licenses, protections and concessions conferring any exclusive or non-exclusive or limited right to their use or other information as to any invention, process or privileges which may seem capable of being used for the main objects of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the company and to use,exercise,develop or grant licenses or privileges in respect of the property rights and information so acquired.

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17. To spend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

8 To do all or any of the main business activities either as principals, agents, trustees contractor or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise .

19. To ac uire and takeover all or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to car y o the main business which his Company is authorisedto carry on or possess property suitable for the main business of the Company.

20. To procure the registration or recognition of the company in or under the laws of any place outside India.

21 To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls management or development of the Company or any other objects which in the opinion of the company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous of the Company and to pay all or any 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 in or about the formation or promotion of the Company or the conduct of its main business or in or about the promotion of any other such company in which the Company may have an interest.

22. Subject to the provisions of Section 391 to 394 of the Companies Act, 1956, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company.

23 To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carryon any negotiations or operations for the purpose of directly or indirectly carrying out the main objects of the Company or effecting any modification in the constitution of the Company or for furthering the interests of the members and to oppose any such steps taken by any other company, any firm or person which may be considered likely, directly or indirectly to prejudice the interest of the company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from such Government authority and company any charters contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think fit desirable to obtain and carry out,exerciseand comply with any such arrangments,charters,decrees,rights,privileges or concessions.

24 To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.

25 (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in

JAGSONPAL FINANCE & LEASING LTD. New Delhi any person or Company on behalf of or for the benefit of the company and with or without any declared trust in favor of the Company.

(b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gift and donations to create trusts for the welfare of employees,members,directors and/or their dependants, heirs and children for deserving objects for and such other persons; to act as trustees.

26 To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association ,institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association institution or fund for the interest of masters, owners and employers against loss by bad debt, strike,combustion,fire,accident or otherwise or for the benefit of any employee, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other person or classes of persons and in particular of friendly, co-operative and other society, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, schools and hospital and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.

27 To aid peculiarly or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.

28 To subscribe or guarantee money for any national, charitable,benevolent, public general or useful object or for any exhibition subject to the provisions of sections 293A1293B of the Act.

29 Subject to the provisions of the Gift Tax Act, 1956 and the statutory amendment, there of the Company has power to make and receive gifts either in cash or other such movable or immovable properties.

30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities ,pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or are 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 as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subscribe any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

31. To distribute among the members in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding-up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by the Companies Act, 1956.

32 To do all such other things as may be deemed incidental or conducive for the attainment of the main objects.

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33. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the objects mentioned above or any of them in any part of the world and as principals, agents, contractors, trustees, or otherwise and by or through trustee, agents or otherwise and either alone or in conjunction with others.

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

**V. The Authorized Share Capital of the Company is Rs. 18,50,00,000/- (Rupees Eighteen Crores Fifty Lakhs only) divided in to 1,85,00,000 (One Crore Eighty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.

** ***The entire Clause V was replaced vide Special resolution passed by the members of the Company through postal ballot on 15th February, 2025.***

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:-

Sl. No.	Name, Address, Occupation and Description of the Subsribers	Number and type equity Shares	Signatures of Subscribers	Name, Addresses, Description and Signature of Witness
1.	Jagmohan Singh Kochhar S/o Late S. Jaswant Singh A-5, Kalindi Colony, New Delhi. Industrialist	10 (Ten) equity shares	Sd/-	I hereby witness the signatures of Subscribers. Sd/- R.K. Kapoor ACA. ACS S/oMr.D.R.Kapoor M.No. 85699 Chartered Accountant G-336, Preet Vihar Delhi – 110092
2.	Kanwarpal Singh Kochhar S/o Mr. J. S. Kochhar A-5, Kalindi Colony, New Delhi. Industrialist	10 (Ten) equity shares	Sd/-	

Place : New Delhi.

Dated : 24th Jan. 1991

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