

**THE COMPANIES ACT, 2013\***  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**DIGILOGIC SYSTEMS LIMITED**

# I. The name of the Company is **DIGILOGIC SYSTEMS LIMITED**

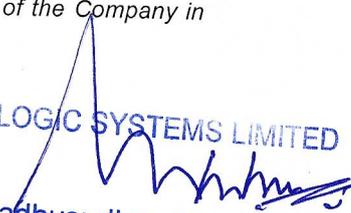
II. The Registered office of the Company will be situated in the State of **Telangana**.

\*\*III (A). The Main objects to be pursued by the company on its incorporation are:

1. To engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of defense and aerospace systems, platforms, sub-systems, and components including but not limited to weapons systems, surveillance systems, communication systems, radar systems, navigation and avionics, unmanned aerial and ground vehicles, electronic warfare systems, and cybersecurity solutions.
2. To engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of systems, platforms, sub-systems, and components including but not limited to Automated Test Equipment (ATE), Checkout Systems, RF Simulators, System Evaluators, System Engineering & Deployments, Data Acquisition Systems, Static Test Beds, Maintenance, Repair & Overhaul Services (MRO).
3. To act as an Original Equipment Manufacturer (OEM), contract manufacturer, system integrator, distributor, licensee, or subcontractor for the indigenous or licensed production of defense, aerospace, or dual-use platforms, equipment, modules, or components, whether under the Company's own brand or on behalf of Indian or foreign partners/OEMs, and to supply such systems to armed forces, public sector undertakings, private enterprises, or government agencies in India or abroad.
4. To provide Electronics Manufacturing Services (EMS), including but not limited to printed circuit board assembly (PCBA), surface mount technology (SMT), through-hole assembly, box build, cable and wire harnessing, electromechanical assembly, systems integration, and testing of products and components for use in defense, aerospace, space, automotive, healthcare, industrial, and other dual-use applications.

*# Name Clause be altered consequent to conversion of the Company into a Public Limited Company and the change in the name of the Company from 'Digilogic Systems Private Limited' to 'Digilogic Systems Limited' vide special resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting held on 18<sup>th</sup> June, 2025.*

For DIGILOGIC SYSTEMS LIMITED

  
**Madhusudhan Varma Jetty**  
**Managing Director**  
**DIN: 02247769**

5. To research, develop, produce, and commercialize advanced technologies and systems that are applicable for both defense and civilian sectors, including but not limited to embedded systems, semiconductors, microelectronics, artificial intelligence (AI), machine learning, autonomous systems, internet of things (IoT), sensors, robotics, satellite communications, and smart surveillance systems.
6. To promote the indigenization and self-reliance in the manufacture and supply of dual-use and strategic electronics and defense technologies in alignment with national initiatives such as 'Make in India' and 'Atmanirbhar Bharat' and allied national programs.
7. To establish partnerships, technical collaborations, joint ventures, technology transfer agreements, and licensing arrangements with Indian or foreign OEMs, MSMEs, startups, government agencies, research institutions, or private entities, for co-development, co-production, supply chain participation, or export of defense and dual-use products and technologies, subject to applicable laws and regulations.
8. To undertake turnkey projects, provide consultancy, technical support, training, software development, and project management services in the fields of defense, aerospace, electronics, embedded systems, and allied technologies, either independently or in collaboration with third parties.
9. To acquire, develop, lease, license, use, assign, or commercialize intellectual property, including patents, trademarks, copyrights, designs, technical know-how, and proprietary technologies, in India or abroad for business purposes.

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

1. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
2. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or conversion of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise.
3. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.

4. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
5. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
6. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
7. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.
8. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.
9. To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.
10. To adopt such means of making known the articles, goods, products, appliances manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.
11. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.

12. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.
13. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
14. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.
15. To carry on research and development activities on all aspects related to the business and objects of the Company.
16. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.
17. To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, preinvestment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.
18. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or installments or fees or royalties.
19. To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or installments or fees or royalties or through any other arrangement.

20. To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights and the like, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.
21. To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.
22. To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.
23. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
24. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependents of any such person.
25. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependents of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
26. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
27. To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.
28. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere.

29. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
30. To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
31. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.
32. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.
33. To obtain loans, credit facilities of all kinds, short term loans, overdrafts etc., for the purpose of attaining main objects of the Company and to create charges, hypothecation and to create any kind of security in favour of Banks, Financial Institutions and other persons for securing the loans, credit facilities, short term loans, overdrafts etc.
34. Subject to the Provisions of the Companies Act, 2013, to borrow or raise with or without interest or secure the payment of money for any of the purposes/business activities/main objects of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debentures, or debenture stocks convertible into shares of any other Company or perpetual annuity and as security for any such monies so borrowed, raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profit of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give to lender powers 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 any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation act, 1949.

**IV. 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.**

**# V. The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 2/- (Rupees Two only) each.**

*# Altered Capital clause by sub-division of the existing authorized share capital of the Company from 1,00,00,000 equity shares of face value of ₹ 10 each in the share capital of the Company into 5,00,00,000 equity shares of face value of ₹ 2each ("Sub-Division") by passing Special Resolution in Extra Ordinary General Meeting held on 25<sup>th</sup> July, 2025.*

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*\*Inserted revised Clause III(A) and III(B) vide special resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting held on 18<sup>th</sup> June, 2025.*

*\*\*Existing Memorandum of Association is replaced and new set of Memorandum of Association is adopted in pursuance of Companies Act, 2013 and omitted the Clause III(C) vide Special resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting held on 18<sup>th</sup> June, 2025.*

*\*\*\* Altered the Capital Clause for increase in Authorized Share Capital of the Company from Rs.6,00,00,000/- (Rupees Six Crores) to Rs.10,00,00,000/- (Rupees Ten Crores) by passing Ordinary Resolution in Extra Ordinary General Meeting held on 18<sup>th</sup> June, 2025.*

VI. 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.

S.No	Name address and Occupation Of Each Subscriber and signatures	No. Of Equity Shares taken each Subscriber	Name, Address Designation and Occupation of Witness
01	<p>J. MADHUSUDHAN VARMA            NO.404, LEGEND HOMES            MOTILAL NEHRUNAGAR            BEGUMPET            HYDERABAD -16            DOB: 01-01-1960            OCC: BUSINESS</p> <p><i>J. Madhusudhan Varma</i></p>	<p>95,000            (Ninty five            thousand            shares only)</p>	<p>CH. ANAND, Sr. Panchabhatam Rao            Chartered Accountant, No: 22732            Plot No: 103, Anand Ekattis,            S.P. Nagar, Hyderabad - 500 038.</p> <p><i>[Signature]</i></p>
02	<p>J.M. RADHIKA VARMA,            W/o J. MADHUSUDHAN VARMA,            NO.404, LEGEND HOMES,            MOTILAL NEHRU NAGAR,            BEGUMPET, HYDERABAD-500016.            D.O.B: 29.06.1967.            OCC: BUSINESS.</p> <p><i>J.M. Radhika Varma</i></p>	<p>4,500            (FOUR THOUSAND            FIVE HUNDRED            SHARES ONLY)</p>	<p>CH. ANAND, Sr. Panchabhatam Rao            Chartered Accountant, No: 22732            Plot No: 103, Anand Ekattis,            S.P. Nagar, Hyderabad - 500 038.</p> <p><i>[Signature]</i></p>

Place: Hyderabad.

Date: 30-12-2011

S.No	Name address and Occupation Of Each Subscriber and signatures	No. Of Equity Shares taken each Subscriber	Name, Address Designation and Occupation of Witness
03	<p><i>M. Sundar Ganesh</i></p> <p>SUNDAR GANESH MATHURBOOTHAM S/O MATHURBOOTHAM SUNDARESAN DOB: 27/01/1985 OCC: BUSINESS FLAT NO. DI-13, SHANTI SILKANA APTS, RAT BHAVAN ROAD, SOMATIGUDA, HYDERABAD-500082.</p>	<p>100 (HUNDRED SHARES ONLY)</p>	<p>CH. ANAND, Sp. Registrar Chartered Accountant, M.No: 222732 Flat No: 108, Ameer Estates, S.R. Nagar, Hyderabad -38 </p>
04	<p><i>M.S. Naidu</i></p> <p>M. S. NAIDU S/O. M.C. MADANNA DOB: 01/06/1969 OCC: BUSINESS MIG-10/6, V - PHASE KRHB COLONY, HYDERABAD 500072.</p>	<p>100 (One hundred Shares only)</p>	

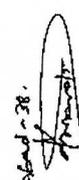
Place: Hyderabad.

Date: 30-12-2011

S.No	Name address and Occupation Of Each Subscriber and signatures	No. Of Equity Shares taken each Subscriber	Name, Address Designation and Occupation of Witness
03	<p><i>M. Sundar Ganesh</i></p> <p>SUNDAR GANESH MATHURBOOTHAM  S/O MATHURBOOTHAM SUNDARESAN  DOB: 27/01/1985  OCC: BUSINESS  FLAT NO. DI-13, SHANTI SHIKHANA APTS,  RAJ BHAVAN ROAD,  SOMAJIGUDA,  HYDERABAD-500082.</p>	<p>100  (HUNDRED  SHARES ONLY)</p>	<p><i>Ch. Anand, Sp. Penetration Reg  Chartered Accountant, M.No: 222732  Flat No: 108, Ameer Estates,  Srinagar, Hyderabad - 50</i></p> 
04	<p><i>M.S. Naidu</i></p> <p>M. S. NAIDU  S/O. M.C. MADANNA  DOB: 01/06/1969  OCC: BUSINESS  MIG-10/6, V - PHASE  KPHB COLONY, HYDERABAD  500072.</p>	<p>100  (One  hundred  Shares only)</p>	

Place: Hyderabad.

Date: 30-12-2011

S.No	Name address and Occupation Of Each Subscriber and signatures	No. Of Equity Shares taken each Subscriber	Name, Address Designation and Occupation of Witness
05	<i>Arunbal</i> AJIT PANDAB S/O Dr. KRUSHNA CHANDRA PANDAB DOB: 03/03/1968 OCC: BUSINESS FLAT-NO: 303, 4TH FLOOR, EMERALD RESIDENCY, BLOCK-B, NCE NORTH, KOMPALLY, HYDERABAD, ANDHRA PRADESH INDIA, 500016	100 (One Hundred Shares only)	CHIRANJIVU, S/O. Purushotham Rao Chartered Accountant, MCA: 212732 Flat no: 103, Anvesh Estates, SR Nagar Hyderabad-38. 
06	<i>T. Ranjith</i> T. RANJITH S/O CHAKRAPANI DOB: 17/08/1984 OCC: BUSINESS PLOT NO: 47/A, H.No: 10-11-292/1, ROAD NO: 2, VIJAYAPURI COLONY KOTHAPETA, HYDERABAD- 500035.	100 (One hundred Shares only)	
07	<i>J. Tejeswar</i> J. TEJESWAR S/O. J. H. S. PRASAD RAO DOB: 09/03/1985 OCC: BUSINESS H.No.: 6-4-323/A, FLAT NO.: -202, VIVEK VAMSI RESIDENCY, BOWLINGDA, HYDERABAD, ANDHRA PRADESH, INDIA. PIN: 500080	100 (One hundred Shares only)	
TOTAL NUMBER OF EQUITY SHARES TAKEN		1,00,000. (One Lakh Shares only)	

Place: Hyderabad.  
Date: 30-12-2011

For DIGILOGIC SYSTEMS LIMITED

  
Madhusudhan Varma Jetty  
Managing Director  
DIN: 02247769