MEMORANDUM OF ASSOCIATION

OF

THE UP ELECTRONICS CORPORATION LIMITED

Seal

CERTIFICATE OF INCORPORATION

No 3880 of 1974

I hereby certify that THE U.P. ELECTRONICS CORPORATION LIMITED is this day incorporated under the Companies Act, 1956 (No 1 of 1956) and that the company is Limited.

Given under my hand at Kanpur this 3oth day of March, One thousand nine hundred and Seventy Four, (9 Chaitra 1895 S.E.)

(Sd.) S.C. Basu
Registrar of Companies U.P
Kanpur

Seal
of
Registrar of Companies

MEMORANDUM OF ASSOCIATION

OF

THE U.P. ELECTRONICS CORPORATION LIMITED

(*A Government Company under Section 617 of the Companies Act, 1956*)

I. The name of the company is THE U.P. ELECTRONICS CORPORATION LIMITED.

II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.

III. (A) The '***Main Objects***' for which the Company is established are:

1 To carry on business, works and activities in the field of Electronics, Information Systems and Technology, Computers, Softwares, Networking and its enabled services, like:

a) Value added IT services:

1. Business Process Re-engineering (BPR) of Legacy Systems and others
2. E- Commerce/Extended Enterprise Application and others
3. Standards- based Application integration
4. Knowledge Management and Consultancy
5. Convergence Applications
6. Next Generation Consultation & solutions
7. Skilled Development

b) Software products

1. Emerging Silvers
2. Productizataion and Marketing
3. Embedded Software, Mobile Applications, Androids Applications and others

c) IT Enabled Services:

1. HR and related services
2. Remote Customer interaction
3. Data Search, Integration and Analysis
4. Engineering and Design Services

d) E- Business

1. Domestic to Domestic Business
2. Global oriented Business to Consumer,

and to undertake the turnkey project for the same on BOOM (Build, Own-Operate and maintain) basis and to promote and develop industries and activities necessary for the growth of electronics & Information Technology including supply of raw material, other inputs, infrastructure, service centres, common facilities, testing and standardization units in respect of various products for the development of such industry.

2. To carry on the business of developing, maintaining and operating of Special Economic Zones(SEZ) or other Export Promotion Parks, Software technology Parks, Electronic Hardware Parks, Bio-Technology Parks and other related Parks and to aid the State Government for meeting its objects for becoming Smart State in areas of Governance, e-Commerce and distance learning.

3. To establish Special Purpose Vehicle (SPVs) Companies, associations for starting and taking over related industries or enterprises of any description and to take over their management with a view of improving their working and to operate as agents of State Government in schemes designed to develop Electronic & Information Technology industry and to act as consultants and management advisers in the area of privatization and education in IT enabled form and similar fields with the approval of Government

4. To carry on all kinds of business relating to research, development, pilot production, manufacture, assembly, fitting up. Repairing, converting, overhauling, maintaining, rendering services of all and every kind and description, buying, selling, importing, exporting, exchanging, altering, hiring, letting on hire, improving, repairing and dealing in apparatus, equipment, instruments, components and materials relating to the field of Electronics and Information Technology industry

5. To undertake the setting up of a new electronic industrial units or expansion or diversification of existing industries in part or in full including ancillaries to larger units public or private, on its own or on behalf of or as agents of entrepreneurs, firms, concerns and companies or jointly with them.

6. To carry out or have carried out through suitable agencies market surveys of different areas, regions, products, etc, with a view to developing

electronic industries, to undertake preparation of, or have prepared by suitable agencies project profiles, feasibility studies and other pre-investment investigations or detailed project reports and project engineering reports in respect of electronics industry in general or for specific product or projects and to help the prospective entrepreneurs in preparing such reports for setting up of electronic units.

7. To act generally as an industrial, management and financial consultants and in particular to advice prospective entrepreneurs, concerns and corporate bodies assistance and service to them for the development of electronics and IT industry in the areas particularly :

i) Selection of production for manufacture, their market potentialities, preparation of feasibility and project reports, layout of factories and manufacturing units.

ii) Selection of plant and machinery .

iii) Construction and erection of factories and manufacturing units, procurement and raw materials, costing, pricing, marketing accounting and labour relations and similar problems.

iv) Diversification and expansion programme and fuller utilization of capacities,

v) Establishment of ancillary units for large public sector or private sector units.

vi) Procurement of financial assistance from Banks, terms lending institution and Government and other sources.

vii) Securing letters of financial assistance from Banks, terms lending institution and Governmental and other sources.

8. To arrange for education and training of skilled personnel and to provide entrepreneurs, managerial training and help other institutions in organizing entrepreneurial development, training, to organize for this purpose, courses on different aspects of management, industrial production, cost control, marketing etc, and to provide technical and other staff to small and medium industries for making arrangements for training of skilled labour including establishment of training workshops.

9. To establish, provide, maintain and contact or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds to promote studies and researches both scientific and technical, investigations and inventions

by providing, subsidizing, endowing, or assisting laboratories, workshop, etc, and to maintain close liaison with leading research institutions in respect of matters relating to electronic industry and to act as agency transmission of new techniques, knowledge to industry and for feeding back the field problems of the research institutes.

10. To carry on the business to develop, support, produce, buy, sell, exchange, export, import, install, maintain, improve, research, discover, hire, let on hire, service or be act as dealers, distributors, franchisers, owners, sellers, job works, consultants or otherwise deal in computer software, computer hardware, systems, telecommunications, networking, internet, extranet, e-commerce, multimedia, computer education training, and all other related activities in the sphere of information technology.

11 To undertake activities for Computer Education and proliferating knowledge, know-how, and information about the Information Technology.

III **(B)** ***<u>The Company shall also be entitled to carry on all or any of the following objects, as being 'incidental or ancillary', to the attainment of the main objects specified in Clause 'A' here of:</u>***

(i) To manufacture, buy sell, exchange, install, work-after, improve, manipulate, prepare for market, import or export, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials , and thing necessary or convenient for carrying on any of the business which the Company is authorized to carry on or usually dealt in by persons engaged in such business.

(ii) To search for and to purchase or otherwise acquire from any government, State or authority, licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and to workshop, carry out , exercise, and turn to account the same.

(iii) To apply for tender, purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution, carrying out equipment, improvement, management, administration or control of works and conveniences, and to undertake, execute, carry out dispose of otherwise turn to account the same.

(iv) To enter into any contract or arrangement, for the more efficient conduct of the business of the Company or any part thereof and to sub-let any contracts from time to time.

(v) To take or otherwise acquire and hold shares in any other company having objects, altogether or in part, similar to those of this Company, and to underwrite solely or jointly with another or others, shares in any such Company. To take or otherwise acquire shares in any other company if the acquisition of such share seems likely to promote further, or benefit the business or interests of this Company.

(vi) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or Company carrying on only business, which the Company is authorized of carry on, or possessed of property suitable for the purposes of this Company.

(vii) To sell, let out on hire or otherwise deal with, all or any of the property of the company whether immovable or movable including all and ever description of apparatus or appliances on such terms and conditions as the Company may think fit.

(viii) To guarantee the payment of money unsecured or secured to guarantee or become sureties for the performance of any contracts or obligations in connection with the business of the company.

(ix) To sell, let, exchange or otherwise deal with the undertaking of the Company of any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this company and if thought fit to distribute the same among the share holders of this Company.

(x) To pay for any properties, rights or privileges acquired by the Company, either in shares and partly in cash, or otherwise.

(xi) To promote and undertake the formation of any institution or Company for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company or form subsidiary company or companies. To carry on any business which may seem capable of being carried on conveniently with business or object of the Company and to acquire any interest in any industry or undertaking.

(xii) To lend money or mortgage of immovable property or on hypothecation or pledge of moveable property or without security to such persons and on such terms as may seem expedient and in particular to customers of any persons having dealing with the Company.

(xiii) To purchase or by any other means acquire, and protect, prolong and renew whether in India or else where, any patents, patent rights, brevets d'invention, licenses protections and concession which may appear likely to be advantageous, or useful to the Company, and to use and turn to account and manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve and patents, inventions or rights which the Company may acquire or propose to acquire.

(xiv) To obtain order, or Act of Legislature in India or other places, or order, Act or authority from the authorities of any country, State or Dominion for enabling the Company to obtain all powers and authorities necessary, or expedient to carry out or extend any of the objects of the company, or for any other purpose which may seem expedient and to oppose any proceeding on applications, which may seem calculated directly or indirectly to prejudice the Company's interests.

(xv) To enter into any arrangement with the Government of India or any Local or State Government in India or with the Government of any other State, Country or Dominion or with any authorities, local or otherwise, or with any Rulers, Chiefs Landlords or other persons that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers and privileges, licenses, grants and concessions which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concession.

(xvi) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building of contributing to the building of houses and dwellings or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to Provident Fund and 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 attendance and other assistance as Company shall think fit, and to subscribe or otherwise to assist or grant money to charitable, benevolent, religious, scientific, national public or other institutions or objects or purposes.

(xvii) To make, draw, accept, endorse, execute and issue Cheques, Promissory Notes, Bills of Exchange, bill of Lading, Debentures and in other negotiable or transferable instruments.

(xviii) To invest and deal with the moneys of the Company in any securities, shares, Investments properties, movable or immovable and in such manner as may from time to time be determined and to sell, transfer or deal with the same.

(xix) To borrow or raise money or to receive money on deposit at interest or otherwise for purposes of financing the business of the Company in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, including debenture stock convertible into shares of this Company, or perpetual annuities, and in security of any such money so borrowed, raised or received, to mortgage, pledge, or change the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to purchase, redeem, or pay off any such securities. To receive grants, loans, advances or other moneys on deposit or otherwise from State or Central Government, Banks, Companies, Trust or individuals with or without allowance of interest thereon.

(xx) To pay all the cost, charges and expenses, if any, incidental to the promotion, formation, registration and establishment of the company and the issue of its capital and to remunerate or make donations to any person or persons, or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing and placing of any of the shares in the Company's capital or any debenture, debenture stock or other securities of the Company or in the conduct of its business or in introducing stock or other securities of the company or in the conduct of its business or in introducing any property or business to the Company or for any other reason which the company may think proper.

(xxi) To employ or pay to experts, foreign consultants, etc in connection with the planning and developments of all business connected with the company's operations.

(xxii) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares or for special dividends or equalizing dividends or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds herein mentioned.

(xxiii) To establish branches and agencies in India and elsewhere and to regulate and discontinue the same. To adopt such means of making known the business of the Company or of any company in which this Company is interested as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of the work of arts by publication of books and periodicals and by establishing competitions and granting prizes, rewards, premia and donations.

(xxiv) To establish, purchase, take on loan or otherwise acquire and run consultancy office, laboratories, workshops, show-rooms, guidance bureau and information centers in any place in the State of Uttar Pradesh outside for the development of electronics industry.

(xxv) To sponsor, engage in set up and organize laboratories , design centers, machine shops and workshops, standardization units and to carry on the business of designing and testing in any field relating to electronics industry.

(xxvi) To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, Co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.

(xxvii) To sell mortgage, exchange, lease , grant licenses, easements and other rights over, improve, manage develop and turn to account and in any other manner deal with or dispose of the undertaking, investments property, assets, rights and effects of the Company or any part thereof for such consideration as may be though fit, including any stocks, shares or securities of any other Company whether partly or fully paid up.

(xxviii) To carry on any other trade or business whatsoever which can, in the opinion of the company, be advantageously or conveniently carried on by the company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly to develop any branch of the company's business or the increase the value of or turn to account any of the company's assets, property or rights.

(xxix) To erect, construct, enlarge, alter or maintain building and structures, factories, plant and machineries or every kind necessary or convenient for the company' business.

(xxx) To sell, improve, work develop, lease, mortgage, abandon or in any other manner deal with or dispose of the undertaking of the company or any part thereof or any part of the property rights and concessions for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in any part similar to those of the company.

(xxxi) To see for and secure openings for the employment of capital of the company and with the view thereto to prospect, inquire, examine, explore and test to dispatch and employ expenditions, commissions and other agents.

(xxxii) To distribute any of the property or assets of the Company to its Members in specie or kind in the event of its winding up.

(xxxiii) To do all or any of the above things and all such other things as are incidental or as may be thought conductive to the attainment of the above objects or any of them in India and elsewhere either as principals, agents, trustees, contractors or otherwise either by or through agents, contractors, trustees or otherwise, and either alone or in conjunction with others.

III (C) Other objects for which the Company is established or:

(i) To carry on in the State of Uttar Pradesh and elsewhere the business of contractors, merchants, importers, exporters, and farmers in all their respective branches.

(ii) To purchase, take on lease or in exchange, obtain assignments of or otherwise acquire lands and /or buildings of any tenure or description and any estate or interest in any right connected with any land and/or building.

(iii) To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets concessions and properties or rights.

(iv) To employ experts to investigate and examine into the commercial and other laws to affecting trade, commerce or manufacture and to promote legislation and other measures affecting such trade, commerce or manufacture.

(v) To do all or any of the above things and all such other things as are incidental or may be thought conducive the attainment of the above objects or any of them in Uttar Pradesh or any other part of the world either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either by or through agents, contractors, trustees or otherwise.

And it is hereby declared that:-

(i) The word 'Company' save used in reference to this Company in this clause shall be deemed to include any partnership or orher body of persons whether incorporated, or not incorporated, whether domiciled in India or elsewhere; and

(ii) The several sub-clauses of this clause and all the power thereof are to cumulative and in no case in the generality of any one sub-clause to be narrowed or restricted by any particularity of any other sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction either by trustees or otherwise: and

(iii) The term' Uttar Pradesh' used in this clause unless repugnant to the context shall include all territories from time to time comprised in the state of Uttar Pradesh.

(iv) The liability of the members is limited.

(v) The share capital of the Company is Rs. 90,00,00,000/-(Rupees Ninety Crores) divided into 90,00,000 equity share of Rs. 100 each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with powers to increase and reduce the capital for time being into several classes and to attach thereto respectively, such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956, or provided by the Articles of Association of the Company for the time being.

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 association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Sl.No.	Signature, Name, Address, Description and Occupation of Subscribes	Number of Shares taken by each subscriber	Signature, Name, Address and description and occupation of the witness to the signature
1	2	3	4
1	Sri Prem Kumar S/o Sri Som Prakash, For and on behalf of the Pradeshiya industrial and investment corporation of Uttar Pradesh Limited, 16, Gautam Palli, Lucknow Government Service Sd/-Prem Kumar	Ten	1.Sd/V.Ramaratnam S/o Late Sri S. Vaidhyanathan, B-143, Sector C, Mahanagar, Lucknow Service.
2	Sri Satish Chandra S/o Sri Chandra Kishore, 4, Secretariat Bunglow, Mall Avenue, Lucknow Government Service Sd/- Satish Chandra	One	2. Sd/- B.N.Sinha S/o Sri S.N.Sinha ‘Sri Krishna Ashram’ 268/124, Aishbagh, Lucknow, Service
3	Sri P.K.Kaul, S/o Shri K K Kaul No. 1, Deputy Minister’s Bunglow, Vikramaditya Marg, Lucknow Government Service Sd/- P.K.Kaul	One	

4	Sri S.V.S.Juneja, S/o Sri J.N.Juneja 8, Gautam Palli, Lucknow Government Service Sd/- S.V.S.Juneja	One	
5	Sri S. Ramesh S/o Sri K. Srinivasan, 7/186, Swaroopnagar, Kanpur Government Service Sd/- S.Ramesh	One	
6	Sri Ashok Chandra Son of Sri Romesh Chandra 7/43A, Tilak Nagar, Kanpur Government Service Sd/- Ashok Chandra	One	
7	Sri G N Mehra, S/o Late Sri B.C.Mehra Pilikothi, Kanpur Government Service Sd/- G.N.Mehra	One	
		16 Sixteen	

Dated: 20th day of March 1974

Your Corporation has been nominated to implement the Uttar Pradesh Electronics Manufacturing Policy 2014, introduced by the State Government for manufacturing of electronics products and to attract the electronic companies for investment in electronic industries in the State. Under this policy, Electronic Manufacturing Clusters (EMC) have to be developed at Yamuna Express Way and Greater Noida in the State.