

MEMORANDUM OF ASSOCIATION

**THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF
COMMTEL NETWORKS LIMITED******

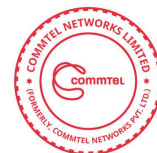
- I. The name of the company is **COMMTEL NETWORKS LIMITED******.
- II. The Registered office of the company will be situated in the State of Maharashtra.
- III. The objects for which the company is established are :

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

1. To engage in the business of manufacturing, *integrating*, dealing, importing, exporting, trading, licensing, and servicing of telecommunication systems, electronics systems, software systems, and IT products, including tools, consumables optical fibre and microwave radio-based transmission systems, wireless and wireline systems, networks, and associated accessories for use in various industries including oil and gas, railways, airports, highways, shipping, power utilities, defence, and the broader industrial telecommunication sectors and undertake development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, and assembly of these products and systems, whether on a turnkey basis or otherwise.
2. To design, develop, engineer, manufacture, *integrate* and maintain advanced digital communication systems—including voice, video, data, wired, and wireless networks—for industrial, energy, commercial, public utility, and government applications and conceptualize and implement integrated Telecom, Safety, and Security (iTSS) systems, such as CCTV, public address systems, access control, intrusion detection, emergency response, cybersecurity, disaster management, and other mission-critical solutions, delivered through end-to-end turnkey projects.

****** The name of the Company changed from Commtel Networks Private Limited to Commtel Networks Limited as approved vide special resolution passed at an extra ordinary general meeting held on 24th June 2025. The change of name consequent upon conversion into a public limited Company shall be effective w.e.f. approval of Registrar of Companies.**

**** The Clause III (A) & Clause III (B) amended upon Alternation of Object Clause vide Special Resolution passed in the Extraordinary General Meeting held on 18th June, 2025.**



3. To research, develop, offer, maintain artificial intelligence (AI), machine learning (ML), Industrial Internet of Things (IIoT), digital twins, automation, and data analytics to support operational efficiency, predictive maintenance, situational awareness, and decision-making in critical infrastructure sectors and provide software-as-a-service (SaaS), platform-as-a-service (PaaS), and managed services such as remote asset monitoring, cybersecurity operations, network operations centers (NOC), and security operations centers (SOC) and undertake the development and deployment of solutions related to smart cities, intelligent transport, smart grids, and other digitally enabled ecosystems as part of its Industry 4.0 initiatives.
4. To engage in the business of consulting, engineering, maintenance, project management, and digital transformation advisory services focused on telecom infrastructure, information technology (IT), operational technology (OT), convergence, security architecture, network modernization, and regulatory compliance for critical infrastructure as well as establish and maintain system integration centers, R&D labs, data centers, cloud infrastructure, and global customer support hubs.

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

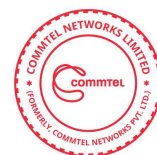
5. To acquire, invest, collaborate, partner with entities or technologies or ventures in complementary or strategic domains, including but not limited to cybersecurity, quantum communications, space communications, renewable energy infrastructure, emerging digital infrastructure platforms, and other advanced technology sectors for enhancing the Company's service delivery capabilities and market reach.
6. To undertake activities related to commercial training and workforce development programs, technology transfer services, patent acquisition and licensing, intellectual property commercialization, research and development initiatives, and participation in standardization bodies or regulatory organizations.

**** The Clause III (A) & Clause III (B) amended upon Alternation of Object Clause vide Special Resolution passed in the Extraordinary General Meeting held on 18th June, 2025.**

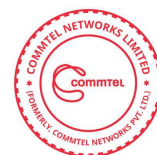
7. To carry on and undertake the business as manufacturer, dealer, importer, exporter or agent of optical fibre based transmission systems including optical line terminal equipments, multiplexers (including plesiosynchronous digital hierarchy and synchronous digital hierarchy type) and its associated channel units or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.



8. To carry on and undertake the business as manufacturer, dealer, importer, exporter or agent of digital radio transmission equipments including antennas, radio frequency cables, connectors and transmission towers or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.
9. To carry on and undertake business as manufacturer, dealer, importer, exporter or agent of equipment racks for housing transmission systems for dealt with by the company or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.
10. To carry on and undertake the business as manufacturer, dealer, importer, exporter or agent of AC and DC type power supply systems for transmission systems dealt with by the company or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.
11. To carry on and undertake the business as manufacturer, dealer, importer, exporter or agent of transmission equipments used in Local Area Network (LAN) and Wide Area Network (WAN) applications or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.
12. To carry on and undertake the business as manufacturer, dealer, importer, exporter or agent of cellular transmission systems of all kinds or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.
13. To carry on and undertake the business as manufacturer, dealer, importer, exporter or agent of optical fibre cables including underground and aerial cables with multiple fibre capacity, cross-linked polyethylene (XLPE) cables for high voltage transmission, data transmission cables and instrumentation cables or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.
14. To carry on and undertake the business as manufacturer, dealer, importer, exporter or agent of fax machines, EPAX systems, telephone instruments including four wire telephone of dual tone multifrequency (DTMF) type or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.

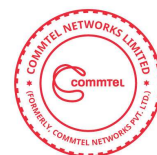


15. To carry on and undertake the business of development, supply, installation and commissioning of computer software for network management systems in optical fibre based and microwave radio based transmission systems.
16. To carry on and undertake the business as manufacture, dealer, importer, exporter or agent of testing and measuring equipments for optical fibre and microwave radio based transmission systems or to undertake the business of development, designing, installation, testing, commissioning, maintenance, repairing, fabrication, erection, calibration, assembly or servicing of the above products.
17. To carry on and undertake the business of servicing, repairing and maintenance of printed circuit boards, components and peripherals of all kind used in optical fibre and microwave radio based transmission systems.
18. For the purpose of the business of the company, to acquire from any persons, firm or body, whether incorporated or not, whether in India or abroad, any technical know-how, processes, engineering operating data, layouts or blueprints useful for the business of the company and their rights and benefits in the above mentioned matters and things.
19. To assist persons, firms and companies dealing with the products of the company in securing industrial licences, and if so required in obtaining land, electric power, communication facilities, finance, import licences, raw materials and in such other ways and by such means as may be considered by the company to be desirable.
20. To develop, acquire, implement and maintain such systems and procedures as are considered necessary to achieve recognition under ISO or similar quality assurance systems or programmes.
21. To sell, let, dispose of or grant rights over all or any property of the Company.
22. To draw, make, accept, endorse, discount, execute and issue, negotiate and assign, buy and sell and otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants, coupons and all other negotiable or transferable securities, instruments or documents.
23. To borrow or raise money or to receive money on deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture-stock, perpetual or otherwise including debenture-stock convertible into shares of this or any other company or perpetual annuities and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as



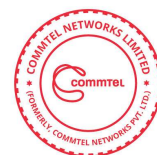
may seem expedient and to purchase, redeem or pay off any such securities. Nothing herein contained shall be deemed to empower the Company to carry on business of Banking as defined by the Banking Regulation Act, 1949.

24. To lend money to such persons, firms or companies and on such terms as may be deemed expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons, firm or companies, and/or to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such securities and real properties and in such manner as the Company may think fit and from time to time to vary or realise such investments.
25. To enter into partnership or into any arrangement for joint working, sharing or pooling profits, amalgamation, union of interest, 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 undertaking, dealing or transaction which the Company may seem capable of being carried on.
26. To sell and in any other manner deal with or dispose of the whole of the undertaking, property, assets, rights and effects of the Company or any part thereof, 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 part similar to those of the Company.
27. To invest and deal with the surplus moneys of the Company in any investments moveable or immovable in such manner as may from time to time seem expedient and be determined.
28. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any company, or of 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.
29. To create any reserve fund, sinking fund, insurance fund, dividend equalisation fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company.
30. Subject to the provisions of the Companies Act for the time being in force in India and to the extent permitted therein to place to reserve or to distribute as bonus shares amongst the members or otherwise to apply as the Company may from time to time think fit any moneys received by way of premium on shares or debenture issued at

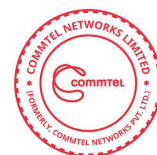


premium by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.

31. To remunerate any person, firm or company rendering services to this company, either by cash or by the allotment to him or them of shares or securities (including debentures) of the Company credited as paid up in full or in part or in any other manner as may be thought expedient.
32. To establish, maintain and conduct training courses and programmes in connection with the use, purchase sell, import, export, license, distribution, design, manufacture or rental of the aforesaid types of machines, apparatus, applications, systems and merchandise and of articles required in the use thereof or used in connection with business of the company.
33. To apply for, obtain, arrange for the issue or enactment of order or Act or Legislature or Act of Authority in India, England or in any other part of the World for enabling the Company to obtain powers, authorities, protection, financial and other help necessary or expedient to carry out or extend any of the objects of the Company for any other purpose which may seem expedient and to oppose any proceedings or applications or any other endeavors, steps or measures which seem calculated directly or indirectly to prejudice the Company's interest.
34. To enter into arrangements with Government of India or the Government of any other State, Country or Dominion or with any authorities, local or otherwise any Rulers, Chiefs, Landholders, or other persons in any part of the World that may seem conducive to the Company's object or any of them and to obtain from them any rights powers and privileges, licenses, grants and concessions which Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
35. To provide for the welfare of employees (including directors) or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profit sharing or other schemes 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 the Company shall think fit; to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes, or for any exhibition.

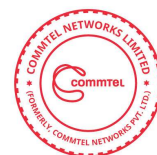


36. To establish branches or agencies whether by means of Local Boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.
37. To open an account or accounts with any Banks or Bankers or Shroffs and to pay into and to withdraw money from such account or accounts whether they be in credit or otherwise.
38. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.
39. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commission, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares or call or option of shares, debenture, debenture-stock or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise) any person or persons for services rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason which the Company may think proper.
40. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to, or be otherwise acquired by the Company and to purchase the reversion or reversions or otherwise acquire the freehold or all or any part of the leasehold lands and buildings for the time being the property or in the possession of the Company.
41. To receive money, securities and property on deposits or for safe custody.
42. To subscribe to, or otherwise and benevolent, charitable national, or other institutions, or objects of a public character, or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
43. To adopt such means of making known the activities of the Company as may seem expedient and in particular by arranging or participating in the trade fairs, conferences, exhibitions, advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations, either in India or abroad.
44. To dedicate, present or otherwise dispose off 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 trustees for on behalf of any of the same or of the public.

45. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on business which the Company is authorised to carry on.
46. To enter into collaborations agreements with foreign individuals, firms, companies and body corporate.
47. To take 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 business capable of being conducted.
48. To acquire any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects, held or used in connection therewith and upon any such purchase to undertake the liabilities of any company, association, partnership or person.
49. To amalgamate with any other company having objects altogether or in part similar to those of the Company.
50. To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this company.
51. To enter into working arrangements of all kinds including rendering and obtaining technical services or collaboration with other companies, corporations, firms or persons and also to make and carry into effect arrangements with respect to union of interest or amalgamation, either in whole or in part, or any other arrangements with any other companies, corporations, firms or persons whether in or outside India.
52. To distribute among the members of the Company in specie or in kind any property of the Company and in particular any shares, debentures or securities of other companies belonging to this company, or of which this company may have the power of disposing in the event of winding up.
53. To acquire and secure membership, seat or privilege either in the name of the Company or its nominee in and of any association, exchange, market or institution in India or any part of the world.
54. To refer any disputes, claim or demand by or against the Company to arbitration and observe and perform the awards.



55. To sub-let any contracts from time to time and upon such terms and conditions as may be thought expedient.

IV. The liability of the members is limited.

V. *** The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each with power to increase or reduce the Share Capital with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with the power to classify, reclassify and divide the shares in the capital of the 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.

***** The above Clause V amended upon Re-classification of the Authorised Share Capital vide Ordinary Resolution passed in the Extraordinary General Meeting held on 18th June, 2025.**

The above Clause V amended upon Sub-division of the Authorised Share Capital vide Ordinary resolution passed in the Extraordinary General Meeting held on 28th May, 2025.

The above Clause V amended upon Increase in the Authorised Share Capital vide Ordinary resolution passed in the Extraordinary General Meeting held on 28th May, 2025.

The above Clause V amended vide Ordinary resolution passed in the Extraordinary General Meeting held on 2nd January, 2012.

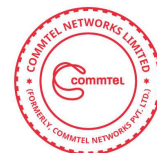
The above Clause V amended vide Ordinary resolution passed in the Extraordinary General Meeting held on 5th January, 2006.

The above Clause V amended vide Ordinary resolution passed in the Extraordinary General Meeting held on 14th June, 2004.

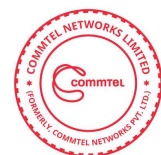
The above Clause V amended vide Ordinary resolution passed in the Extraordinary General Meeting held on 26th February, 2001.

The above Clause V amended vide Ordinary resolution passed in the Extraordinary General Meeting held on 28th December, 2000.

The above Clause V amended vide Ordinary resolution passed in the Extraordinary General Meeting held on 10th March, 2000.



The above Clause V amended vide Ordinary resolution passed in the Extraordinary General Meeting held on 10th November, 1998.



We, the several persons, whose names, address and occupations 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 our respective names.

Names, Address, Description and Occupation of the Subscribers.	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, Address, Description and Occupation of the witness.
Shriprakash R. Pandey S/o Ramshrinagar G. Pandey A/2, Munjal Nagar-2, Chembur, Mumbai-89. Occupation : Service.	500 Equity Shares (Five Hundred Equity Shares)	Sd/-	Witness to all: Sd/- Prasanna M. Tambe S/o Madhusudan G. Tambe D-7, Gurumilan, Tilak Nagar, Dombivli (E) - 421201. Chartered Accountant.
Saseendran Ramakrishnan K. S/o K.G. Ramakrishnan B-4, Shrikripa, Dattaguru C.H.S. Ltd., Deonar, Mumbai-400 088.	500 Equity Shares (Five Hundred Equity Shares)	Sd/-	
Business.	1000 Equity Shares (One Thousand Equity Shares)		
TOTAL			

