

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

***BOMBAY METRICS SUPPLY CHAIN LIMITED**

- I The name of the Company is ***BOMBAY METRICS SUPPLY CHAIN LIMITED**
- II The Registered Office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai.
- III (a) ** The objects to be pursued by the Company on its incorporation are:
1. To carry on in India and anywhere outside India, the business of, more specifically of supply chain services and supply chain management along with the business of buying, selling, trading, distributing, importing, exporting, trading, stocking, acting as customs and forwarding agents, agents, shipper, commission agents, representatives, franchisers, consultants, collaborators, job workers, marketing, creating, producing, manufacturing, fabricating, moulding, incurring, supplying various goods, including but not limited to, metals, non metals, ferrous and non ferrous metals like copper, iron, steel, aluminium, silver, gold, zinc, chromium, titanium etc., Industrial products, items, accessories, machineries, spare parts, machinery parts and accessories, agricultural, commercial, industrial products, household, domestic, automobiles, farms and forest product, food product, leather & leather products, rubber and rubber product, petroleum products, engineering product goods, plant & machinery, equipment, apparatus and other gadgets, appliances, accessories, spare parts, computer hardware, software, all types of dyes & chemicals, minerals, pharmaceuticals, wool, silk, yarn, fibers, garments, textiles, cold storage, paper & all kind of boards, timber products, marble, granites, cement, fertilizers, iron & steel, copper, gold, silver, diamonds, precious stones and jewellery, electronic toys, games, batteries, button cells, telephones & sim cards, gas lighters, calculating machines, electronic organisers, computer floppy diskettes, audio, video tapes, compact discs, t.v. software, film and t.v serials, or any other merchandise and commodity, of goods, merchandise and services of all grades, specifications, descriptions,

applications, modalities, fashions, including by-products, spares or accessories and the Company shall undertake not to carry on any scheme, activity which is prohibited under the act of The Prize, Chits & Money Circulation Scheme (Banning) Act, 1978.

2. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management .

(*Altered vide Special Resolution passed at Extra Ordinary General Meeting held on 14th April, 2021)

(** Altered vide Special Resolution passed at Annual General Meeting held on 14th August, 2023)

- (b) Matters which are necessary for furtherance of the objects specified in clause III (a) are:-

1. To carry on the aforesaid business either in whole or in part, directly or indirectly by ownership of shares or stakes in companies with same or similar aim and creation of any new companies and the holding in any company with similar object to promote new companies to carry any one of more of the aforesaid objects, whether as subsidiaries or as joint ventures and to invest by way of share capital, debentures, loan or in other securities in such companies, whose objects will further the business of the Company.
2. To receive money in any form, borrow or raise money on such terms and conditions as the Company may consider expedient and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit and, in particular, by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, debentures or debenture-stock, perpetual or otherwise, or other securities or instruments of any description.
3. To enter into agreements, contract for, undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures,

materials, articles and things belonging to any company, corporation, firm, institution or person or persons, by means of delivery by hand or otherwise.

4. To enter into contracts, agreements and arrangements with any other company, firm or person on behalf of the Company for the objects for which the Company was formed.
5. To amalgamate with any other company, or to enter into partnership or into an arrangement with any person or company, whose objects or any of them are similar to the objects of the Company, or whose business is similar to or would facilitate the business of the Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of such company with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of such company or by partnership or in any other manner.
6. To take part in the technical management, supervision and control of the business or operations of any company or undertaking and to appoint or remunerate any directors, trustees, accountants or other experts or agents for such business operations.
7. To acquire and takeover the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which the Company is authorised to carry on, or any property or rights suitable for the purposes of the Company.
8. To sell or lease or dispose of the whole or any part of the undertaking or of the undertakings of the Company or any business, property, rights or assets of the Company or any shares or interest therein in such manner and for such consideration as the board of directors of the 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 the Company.
9. To carry on any business or branch of business which the Company is authorised to carry on by means of or through the agency of, any subsidiary company or companies, and to organize, promote and incorporate such subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for the financing of any such subsidiary company or guarantee its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, including power at any time and either temporarily or permanently to close any such branch or business.

10. To nominate directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
11. To establish, maintain and to discontinue offices, agencies or branches in India and/or abroad for the purposes of efficient and profitable working of the Company's business.
12. To carry on at such place or places in India and/or abroad as the board of directors of the Company may from time to time determine the business of the Company.
13. To procure the Company to be recognized in any foreign country or place, for the purposes of the business of the Company.
14. To obtain any order of the government or judiciary for enabling the Company to obtain all powers and authorities necessary or expedient and to oppose any proceeding or application which may seem calculated directly or indirectly to prejudice the Company's interest.
15. To acquire, use, deploy or have technology as may be required by the Company and to enter into license agreement or joint venture agreement or such other agreement for acquiring, using, deploying or having such technology.
16. To sell, improve, manage, develop, exchanges, lease, mortgage, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company for the time being.
17. To employ experts with or without payment, to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concern, undertaking, person or persons and generally of any assets, property or rights, or to further the interest of the Company.
18. To recruit and employ foreign nationals or otherwise acquire their services on contract/consultancy basis through collaboration with or under license from foreign companies for the attainment of the objects of the Company.
19. To pay for any property, rights, interest, or benefits acquired by the Company or services rendered to the Company, in cash or in fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital, or otherwise by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

For Bombay Metrics Supply Chain Limited

Nipai H. Kenigro.

20. To remunerate any person, firm, or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company in or about the organization, formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business.
21. To lend money not immediately required for the business of the Company either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
22. To invest the funds of the Company from time to time in fixed deposits, units, Government securities or in other securities including shares, bonds, mutual funds, debentures, obligations, bills of exchange, acceptance or any other capital market, money market, or other investments, assets, properties, securities obligations, commercial paper, notes, as may from time to time be determined by the Directors and from time to time to sell or vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
23. To acquire by purchase, lease, exchange or otherwise, lands, buildings and hereditaments of any nature or description and any estate or interest therein and any rights over or connected with land for the purpose of the Company's business.
24. To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same, and to grant licenses for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
25. To open accounts with any banks and to draw, make, accept, endorse, negotiate, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in respect of such accounts.
26. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and to protect and to indemnify any part or portion thereof.

27. To make donations or give subscriptions to charities, or public or other useful objects and to establish and support or aid in the establishment and support of associations, institutions, provident funds, pensions funds, or other funds for the benefit of the staff and employees or ex-employees of the Company and of their spouses, widows, widowers, children and dependents, and to contribute towards the premium payable on any insurance on the lives of any of such staff or employees and to grant pensions, gratuities, or other financial assistance, either temporary or permanent, to any of such staff or employees or ex-employees or their spouses, widows, widowers, children or dependents, upon such terms and conditions as may be deemed expedient and to charge the amount of any such donations, subscriptions, contributions or payment to the working expenses of the Company.
28. 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 monies received by way of premium on shares or debentures issued by the Company and any monies received in respect of forfeited shares and monies arising from the sale by the Company of forfeited shares or from any other reserves or from accumulated or current profits.
29. To create any Reserve Fund / Account, Sinking Fund, Insurance Fund / Account, Depreciation Fund, Dividend Equalization Fund or any other Special Fund / Account whether for depreciation, repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, and to vary or transpose the same.
30. To apply for, promote and obtain any order, directive, instructions, regulations, ordinance or other authorization or enactment of the Central or any State Government or any other authority for enabling the Company to put any of its objects into effect, or for effecting any modification or change in any of the Company's business or constitution; and to oppose any bills, proceedings or application which may seem to prejudice the Company's business or interests.
31. To enter into any arrangement with the Government of India, the Government of Maharashtra or any other Government or Authority, Central, State, Municipal, Local or otherwise, for the purpose of carrying out the objects of the Company or furthering its interest and to obtain from any such Government or Authority or person, all rights, concessions, privileges, loans, indemnities, contracts, powers or immunities which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

32. To apply for and acquire and hold any charters, Acts of Parliament, Acts of any State Legislature, privileges, monopolies, licenses, concessions, patents or other rights, powers or orders from the Indian Government or Parliament or from any State Government or any local or other authority in any part of the world and to exercise, carry on and work any powers, rights or privileges so obtained and to constitute or incorporate the Company as an anonymous or other society in a foreign country or State.
33. To enter into arrangements for rendering and obtaining of technical know-how, services and/or technical collaboration with individuals, firms, bodies corporate whether in or outside India.
34. To accept gifts of property, shares or assets.
35. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company, the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities, of the Company, or other pre-incorporation expenses.
36. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested including any such preliminary expenses or any part of the costs and expenses of the owners of any business or property acquired by the Company.
37. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or in which the Company and any member or members or his or their representatives is interested, or between the Company and third parties, to arbitration in India or in any place outside India, pursuant to Indian or any foreign system of law, and to observe and to do all acts, deeds, matters and things to carry out or enforce any award.
38. To engage in any trade or business, which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with or as ancillary to any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business.
39. To carry on the business, to promote and establish public or private companies, to acquire by original subscription, participating, tender, purchase, exchange or otherwise invest in shares,

stocks, debentures, bonds of public and private companies, government securities, units issued by the Unit Trust of India and / or shares of securities issued by government companies or statutory bodies like municipal corporations, housing development corporations, and state electricity boards.



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

***V (a). The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

(b) The Minimum Issued Share Capital of the Company is Rs. 1, 00,000/- (Rupees One Lacs only) divided into 10,000 (Ten Thousand) Equity shares of Rs. 10/- (Rupees Ten only) each

*** The Authorised Share Capital was increased vide ordinary resolution passed by the shareholders of the company at the Extra Ordinary General Meeting held on 4th November,2022.

6th 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 the capital of the Company set against to our respective names.

Name, address, description and occupation of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses and occupations of Witnesses
<p>Nipul Hirji Keniya. s/o Hirji Bhavaji Keniya. Add- 303, Gaurav Aakar, CHS, Bundas Parkade, Road, Dhanukowade, Kandivali (W) Mumbai 400067. Occ- Business</p>	<p>9999 (Nineteen thousand nine hundred and ninety nine)</p>	 <p>Nipul Hirji Keniya</p>	<p>Witness to all subscribers</p> <p>Hare Yash Chaudhary Add: 1511 Balaram Tower 211 Nariman Point Mumbai-400021 Occ: Company Secretary</p>
<p>Kalpa Jay Shah d/o Hemendra Jagmohan Das Virji Ganesh, 2nd Floor, 12 Kasubramanian Road, King's Circle, Mumbai 400019 Occupation: Business</p>	<p>1 (One only)</p>	 <p>Kalpa</p>	
Total:	10,000/- [Ten Thousand only]		

Place: Mumbai Dated at 18th day of March 2015

Nipul H. Keniya