

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION OF
INTELLIUS RECODE LIMITED**

1. The name of the Company is INTELLIUS RECODE LIMITED ⁴
 2. The Registered Office of the Company will be situated in the State of TAMILNADU.
 3. **A. The objects to be pursued by the company on its incorporation are:**
 1. (a) To provide software- first approach in solving business problems
(b) To facilitate modernisation and transformation of business.
(c) AI/ML- led automation of business and technology.
(d) Strategic IT staffing.
 2. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, legal, management, educational, engineering, data processing, communication and other technological or other services.
 3. To carry on the business as importer, exporter, buyers, lessors and sellers of and dealers in all types of electronic components and equipment necessary for attaining the above objects.
- B. ¹ Matters which are necessary for furtherance of the objects specified in clause 3(a) are:**
1. To carry on all kinds of promotion business and in particular to form, constitute, float, lend money to assist, and control any companies, associations, or undertakings whatsoever.
 2. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops and libraries for scientific, industrial, commercial and technical research and experiments; to undertake and carry on scientific, industrial, commercial, economic, statistical and technical research, surveys and investigations; to promote studies, research investigation and invention, both scientific and technical by proving, subsidising, endowing, or assisting laboratories, colleges, universities, workshops, libraries, lectures, meeting, exhibitions and conferences
 3. To provide for the welfare of the employees or ex-employees of the company and the wives, widows, families or dependents of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, gratuities, bonuses or other payments or by creating and from time to time subscribing or contributing to provident and other funds, institutions and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and assistance as the company shall think fit.

¹ The clauses are renumbered as per e-MOA by passing a special resolution in the Extra Ordinary General Meeting held on June 9, 2025

⁴ The word 'Private' deleted on the conversion of the company to a public company vide special resolution passed by the members at their extra-ordinary general meeting held on 25th September 2025.

4. 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 exhibitions.
5. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or employments to any person who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and wives, widows, families, and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and wellbeing of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
6. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise.
7. To act as agents, registrars or brokers and as trustees for any person or company and to undertake and perform sub-contracts.
8. To buy, sell, manufacture, repair, alter and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purpose for any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
9. To adopt such means of making known the business of the company and/or associate companies or others as may seem expedient and in particular by advertising in the press, public places and theatres, by radio, by television, by circulars, by purchase and exhibition of work of art or interest, by publication of books, pamphlets, bulletins or periodicals, by organising or participating in exhibitions and by granting prizes, rewards and donations.
10. To apply for and acquire any statutory or other powers, rights or concessions.
11. To act as selling agents, purchasing agents, factors, facilitators, assistance, carriers, landing and forwarding agents, brokers, guaranteed brokers, in respect of goods, materials and merchandise and produce and articles of all kinds and descriptions.
12. To construct and develop residential or industrial colonies for the general advancements of members, employees or others.
13. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights, and liabilities of any person, firm or company carrying on any business which this company is authorised to carry on or possessed of property or rights suitable for any of the purposes of the company and to purchase, acquire, sell and deal in property, shares, stocks, debentures or debenture stocks of any such person, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such persons, firm or company.

14. To enter into partnership or into any arrangements for sharing of profit, union of interest, reciprocal concession or co-operation with any person, partnership or company and to promote, constitute, form and organise, and aid in promoting, constituting, forming and organising companies, syndicates or partnerships of all kinds for all the purposes of acquiring and undertaking any property and liabilities of the company or of advancing, directly or indirectly, the objects thereof or for any other purposes which this company may think expedient. As also to pay for any properties, rights or privileges required by this company either in shares of the company or partly in cash or otherwise and to give shares or stock of this company in exchange for shares or stock of any other company.
15. To apply for, purchase or otherwise acquire patents, brevet inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or benefit the company and to use, exercise, or develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
16. To receive money, valuable and goods and materials of all kinds of depositor for sale custody.
17. To lend money and other property, to guarantee the performance of contracts and obligations of all kinds, to act as agents in the management, sale and purchase of property, and generally to transact business as capitalists and financiers.
18. To lend, invest or otherwise or employ or deal with monies belonging to or entrusted to the company upon making arrangements to secure repayment or payment of principal and interest there on.
19. To borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose 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, perpetual or otherwise including debentures or debenture stock, convertible into shares of this or any other company or perpetual annuities and in security for any such money so borrowed, raised or received or any such debentures or debenture stocks so issued, to mortgage, to pledge or change the whole or any part of the property, assets or revenue and profits of the company, present or future, including its un-called capital by special assignments 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 of any such securities provided the company shall not carry on banking business as defined in The Banking Regulations Act, 1949.
20. To draws, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
21. To amalgamate with any other company or companies.
22. To distribute any of the property of the company amongst the members in species or kind subject to the provisions of the Companies Act in the event of winding up.
23. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carryout, dispose off otherwise turn to account the same.

24. To do all or any of them in any part of the world either as principals, agents, contractors, trustees or otherwise and either by or through agents, trustees or sub-contractors or otherwise, either alone or in conjunction with others and to allow any property to remain outstanding in such agents or trustees.
25. To do all such other things as are incidental or conducive to the attainment of the above objectives or any of them.
26. To carry on the business of an investment company and to buy, underwrite and to invest in the acquisition and holding of shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, state, dominion, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise or firm or person whether in India or elsewhere and to deal and in turn account the same.
27. To carry on business related to the electronic industry, textiles, chemicals, hotels, constructions and engineering items.
28. To transact and carry on all kinds of agency business and in particular to collect rents and debts, and to negotiate loans, to find investments, and to issue and place shares, stocks, debentures, debenture-stocks or securities for the above business of the company.
29. To carry on business of every kinds and to act as merchants, traders, commissioners or other agents or in any other capacity what-so-ever in India or in any part of the world, to carry on the business of providing services of every kind and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, article, merchandise, services, conveniences and amenities of every kind which will be required for the business of the company.
30. To carry on business as capitalists, financiers, concessions and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.
31. To sell or purchase or otherwise deal in any goods, products, articles or things and to carry on business as merchants, traders and dealers in any goods, commodities, articles and things what-so-ever in or outside India and generally to carry on business as exporters, importers and dealers.
32. To carry on business of advertising contractors and agents and any other business which may be usefully carried on in connection with such business and to undertake and acquire the whole or any part of the business property and liabilities of any person or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.
33. To manufacture, maintain, export, import, buy, sell, rent, hire, or lease or otherwise acquire, dispose off, or deal in all kinds of digital systems, numerical controller, flexible manufacturing systems, robots, communication systems, computers, computer peripherals, computer software, computer hardware, computer technology, machines, computer aided teaching aids, energy saving devices, alternative sources of energy, electrical and electronic components, devices, instruments, equipment and controls for any engineering applications and all other related components, parts and products used in communication and computers.

34. ²To acquire, take over and undertake the whole or part of any business as a going concern along with all assets, liabilities, licenses, quotas, rights, entitlements. from any person, firm or company; to enter into partnership or into any arrangement for sharing profits, union of interest, co-operations, joint ventures, reciprocal concessions or otherwise with any person or company carrying on or engaged in or about to carry on or engage in, any business or transactions which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company, and to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such Company.
 35. To promote, form, incorporate, register and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise within India or abroad.
 36. To promote and undertake the formation and establishment of companies, institutions or businesses which may seem to the company capable of being carried on in connection with any of these objects or otherwise directly or indirectly, to render any of the company's property or rights for the time being profitable and also to invest, acquire, promote, aid, foster, or acquire interest in any industrial or other undertaking in India or in any part of the world.
 37. To purchase or otherwise acquire, undertake and carry i.e. any part of the business, goodwill, property, assets and liabilities of any persons or person, firm or company carrying on any business of any nature altogether or in part similar to any business which the Company is authorised to carry on or possession of property suitable for the purposes of the company and to pay for the same and all other properties or rights, of whatsoever kind acquired by the company in cash or in shares, debentures, debenture stocks of the company and to carry on, pending a sale or realization, any business which the company may as mortgage have taken possession of or acquired by foreclosure.
 38. To invest, acquire and hold shares in any other company and pay for properties, rights, or privileges, acquired by this company, either in shares of this company or partly in cash or otherwise and to give shares or stock of this company in exchange for shares or stock of any other Company
4. (a) The liability of the members of the company is limited to the extent unpaid if any on the shares held by them.
- (b) If at any time the number of members is reduced below two, and the company carries on business for more than six months while the number of members is so reduced, every person who is a member of the company during the time that it so carries on business after those six months and is cognisant of the fact that it is carrying on business with less than two members, shall be severally liable for the payment of the whole debts of the company contracted during that time, and may be severally sued thereof.

5. **AUTHORISED CAPITAL**

² The clauses 34-38 are inserted by passing a special resolution in the Extra Ordinary General Meeting held on June 9, 2025

³The Authorised Share Capital of the Company is Rs.16,00,00,000/- (Rupees Sixteen Crores only) divided into Rs.1,50,00,000/- (One Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each and 10,00,000/- (Ten Lakh only) preference shares of Rs. 10/- (Rupees Ten Only) each.

The Company shall have the power to increase and reduce the capital of the company and to divide the shares into capital, for the time being, into several classes and to attach thereby respectively such preferential, qualified or special rights privileges or conditions as may be determined subject to the provisions of the Act and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and subject to the provisions of the Act.



Name: Achuthan Raman
Designation: Company Secretary

³ The clause 5 has been amended by passing a special resolution in the Extra Ordinary General Meeting held on July 24, 2025