

The word "Private" deleted under the
Provisions of Section 43-A (2) of
of the Companies Act, 1956 and the
company has become a Public Company
with effect from 22.6.1992



Asst. Registrar of Companies, Form I. R.
Karnataka, Bangalore. निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का से०.....

No. 08./12096.....of 1991 - 92.....

में एतद्द्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 [1956 का 1] के अधीन निगमित की गई है और यह कम्पनी
परिसीमित है।

private

I hereby certify that **CANARYS AUTOMATIONS**

LIMITED

XX

Registrar

REGISTRAR

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the company is limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया।

Given under my hand at **BANGALORE** this **FIRST**

day of **JULY**.....one thousand nine hundred and **NINETEEN**.



(S.P. DIXIT)

कम्पनियों का रजिस्टार
कर्नाटक बंगलूर

Registrar of Companies
KARNATAKA, BANGALORE

V C
Davey

Handwritten signature and date 24/7/91

Co.No.12096.



नाम में तब्दीली के परिणामस्वरूप निगमन के लिए नया प्रमाण-पत्र
**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

कम्पनियों के रजिस्ट्रार के कार्यालय में
[कम्पनी अधिनियम 1956 (1956 का 1) के अधीन]

In the Office of the Registrar of Companies, **Karnataka, Bangalore.**
(Under the Companies Act, 1956 (1 of 1956))

.....के विषय में
IN THE MATTER OF **CANARYS AUTOMATIONS LIMITED.**

मैं एतद्वारा प्रमाणित करता हूँ कि परिसीमित जिसका निगमन मूलतः 19 के
.....दिन इस अधिनियम के अधीन और परिसीमित नाम
द्वारा किया गया कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क) / 22 (1) (ख) के निर्वन्धनों के अनुसार आवश्यक संकल्प पारित
कर चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that **Canarys Automations Limited** ~~Limited~~, which was originally
incorporated on **1st** day of **July** 19 **91** under the **Companies** Act, and under the name **Canarys**
Automations Private **43A(4)** Limited) having duly Passed the necessary
resolution in terms of section **21/22(1)(a)/22(1)(b)** of Companies Act, 1956, and the approval of the Central Government
signified in writing having been accorded thereto in the **Department of Company Affairs.**

क्षेत्रीय निदेशक के तारीख 19 के पत्र सं. द्वारा प्राप्त ही
जाने पर उक्त कम्पनी का नाम इस दिन परिसीमित में तब्दील कर दिया गया है और यह प्रमाण-
पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार में जारी किया जाता है।

Registrar of Companies, **Karnataka, B'lore** letter No. **STA.II(NKR)/12096/S.43A(4)/2000**
dated **20.06.2000**, **19** the name of the said company is this day changed to **CANARYS**
AUTOMATIONS PRIVATE Limited and this certificate is issued pursuant to section 23 (1) of the said Act.

मेरे हस्ताक्षर से यह तारीख
को दिया गया।

Given under my hand at Bangalore this **Twentieth** day of **June** 19 **2000** (One thousand /
nine hundred Ninety / Two Thousand)



(**B.M. ANAND**)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Karnataka, Bangalore.

यहाँ पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था।

Here give the name of the Company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रीकरण और निगमन किया गया था।

Here give the name of the Act (s) under which the Company was originally registered and incorporated.

GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

Karnataka

E' Wing, 2nd Floor, Kendriya Sadana, Koramangala, Bangalore - 560034, Karnataka, INDIA

Corporate Identity Number : **U31101KA1991PLC012096**

Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to Public Limited Company

IN THE MATTER OF M/s CANARYS AUTOMATIONS PRIVATE LIMITED

I hereby certify that CANARYS AUTOMATIONS PRIVATE LIMITED which was originally incorporated on FIRST day of JULY NINETEEN NINETY ONE under the Companies Act, 1956 (No. 1 of 1956) as CANARYS AUTOMATIONS PRIVATE LIMITED having duly passed the necessary resolution on 01/08/2006 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to CANARYS AUTOMATIONS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Bangalore this TWENTY FIRST day of SEPTEMBER TWO THOUSAND SIX.

(SAJEEVAN C V)

Registrar of Companies

Karnataka

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, करनाटका

प्राइवेट लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन
का नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U31101KA1991PTC012096

मैसर्स CANARYS AUTOMATIONS LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

CANARYS AUTOMATIONS LIMITED

जो मूल रूप में दिनांक एक जुलाई उन्नीस सौ इकानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

CANARYS AUTOMATIONS PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, 1956 की धारा 31(1) के अधीन प्राइवेट कम्पनी के रूप में परिवर्तित करने के लिए प्रार्थना-पत्र देने तथा भारत सरकार द्वारा उसका अनुमोदन कम्पनी रजिस्ट्रार कार्यालय आर.ओ.सी. - बेंगलूर के एस.आर.एन. A26558841 दिनांक 27/11/2007 द्वारा प्राप्त होने की लिखित सूचना प्राप्त होने पर उक्त कम्पनी का नाम आज से परिवर्तित रूप में मैसर्स CANARYS AUTOMATIONS Private LIMITED

हो गया है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर से आज दिनांक सत्ताईस नवम्बर दो हजार सात को बेंगलूर में जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Karnataka

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Private Limited Company

Corporate Identity Number : U31101KA1991PTC012096

In the matter of M/s CANARYS AUTOMATIONS LIMITED

I hereby certify that CANARYS AUTOMATIONS LIMITED which was originally incorporated on First day of July Nineteen Hundred Ninety One under the Companies Act, 1956 (No. 1 of 1956) as CANARYS AUTOMATIONS PRIVATE LIMITED and upon an application made for conversion into a Private Company under Section 31(1) of the Companies Act, 1956; and approval of Central Government signified in writing having been accorded thereto by the RoC-Bangalore vide SRN A26558841 dated 27/11/2007 the name of the said company is this day changed to CANARYS AUTOMATIONS Private LIMITED.

Given under my hand at Bangalore this Twenty Seventh day of November Two Thousand Seven.

(V C DAVEY)

कम्पनी रजिस्ट्रार / Registrar of Companies
करनाटका
Karnataka

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

CANARYS AUTOMATIONS Private LIMITED
#135, 7TH MAIN, 4TH BLOCK JAYANAGAR, BANGALORE,
BANGALORE - 560011,
Karnataka, INDIA

**MEMORANDUM OF ASSOCIATION
OF
CANARYS AUTOMATIONS LIMITED¹**

A Company Limited by shares
(Incorporated under the Companies, Act 1956)

- I. The name of the company is **CANARYS AUTOMATIONS LIMITED¹**.
- II. The Registered Office of the Company will be situated in the state of Karnataka.
- III. The objects for which the Company is established are :
- (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
- 1) To carry on the business of Manufacturing, Assembling, Importing, Exporting, Trading, Developing and to undertake Repairs, servicing contracts of Electronics Test and measuring Equipments, including Microprocessor and PC based products for Computer Aided Testing & Automatic testing of equipments.
 - 2) To carry on the business of Software and Hardware development and maintenance and Consultancy Services and the training of personnel in Software & Hardware and operation of the Electronic Equipments.
 - 3) To carry on the business of Manufacturing, Assembling, Importing, Exporting, Trading, Development and to undertake repairs, servicing contracts of all kinds of industrial Electronics Equipments.
 - 4) ²To carry on the business of manufacturing, dealing, trading, buying, selling, importing, exporting, extracting, installation, commissioning, handing over, maintaining, servicing, repairing of telemetry based products/items like hydrological, hydrometer, meteorology instruments and industrial automation instruments, pollution measurement instruments, equipments, canal & dam automations, acoustic flow meters, electronic data transmitter & receiver, data logger, telemetric equipments and to enter in to works contract, job contract, service contract, sub-contract including undertaking complete turnkey projects, establishing all types of communication net work including servicing of all such products as detailed herein above including surveying of installation sites, designing, installation, calibration and commissioning of instruments including civil structure or steel fabrication work in connection with installation of above products including undertaking AMC contract in respect of these products with government, semi government

¹Amendment of Memorandum of Association consequent to change of name adopted at the EGM held on 19/05/2023

²Amendment of MoA adopted at the EGM held on 30/06/2017.

For Canarys Automations (P) Ltd.,


Managing Director

authorities, other local authorities and private parties for the attainment of the above objects.

- 5) ³To carry on the distribution & service of cloud hosting for websites on virtual servers which pull their computing resource from extensive underlying networks of physical web servers including infrastructure as a Service (IaaS) and Platform as a Service (PaaS) classifications, and further provide services in respect of sharing computer processing resources and data to computers and other devices on demand and services to provide/place the required technical man power to customers including web hosting.

³ (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

- 1) To acquire and takeover as a going concern any business engaged in or carrying out any of the activities and objects stated under the main objects and to take over any assets or part of the assets manufacturing units which may seem to the company capable of being conveniently carried or calculate directly or indirectly enhance the value of or render profitable any of the company's property rights or objectives.
- 2) To takeover, approve, adopt or ratify all steps taken and commitments made by the promoters for the proposed business of the company prior to its incorporation.
- 3) To sell, exchange, mortgage, let on lease, royalty or tribute grant licenses easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property assets, rights and effects of the company for such consideration as may be thought fit and in particular for, stocks, shares whether fully or partly paid up/or securities of any other company.
- 4) To enter into any arrangements with any Government or authorities supreme, Municipal, Local or otherwise that may seem conducive to the company's objects, or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privilege and concessions.
- 5) To enter in to partnership or any arrangements.
- 6) To remunerate any person or company for service rendered in the formation or promotion of the company or the conduct of its business.
- 7) To pay all costs charges and expenses incurred or sustained in or about the promotion and establishment of the company of which the company shall consider to be preliminary and all expenses upon the formation of agencies, branches and local boards.
- 8) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities and by way of security of

³Amended at the Extra-ordinary General Meeting held on 30/06/2017.

any such money so borrowed, raised, or received, to mortgage, pledge or charge the whole or any part of the properties, assets, or revenue of the company present or future including its uncalled capital for the time being. The acceptance of fixed deposits shall be within the provisions of section 58A of the companies Act 1956 and the rules framed there under.

- 9) To advance, deposit or lend monies of the company, not immediately required, either with or without security and give credit to such persons, or body of individuals, firms, institutions or body corporate (including Government) and upon such terms and conditions as may be expedient, but not to do banking business as defined in Banking Regulation Act 1949.
- 10) To pay for any rights or property acquired by the company and to remunerate any person, firm or body, corporate for rendering service to the company either by cash payment or by allotment to him or them of shares/securities of the company as paid up in full or part or otherwise.
- 11) To undertake, and carry on and execute all kinds of financial, commercial and other operations of the company which may be capable of being conveniently carried on or in connection there with, or indirectly, to enhance the value of, facilitate realization of, any of the objects of the company or calculated directly or render profitable any of the company's property or rights.
- 12) To open any kind of account in any Bank and draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, hundies, bill of lading, coupons, warrants, debentures and other negotiable or transferable documents, instruments or securities subject to the provisions of the Banking Regulations Act, 1949.
- 13) To expend money in experimenting on the testing and in improve in forsaking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or promise to acquire.
- 14) To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or Promotion of industry or trade.
- 15) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law upon winding up of the company.
- 16) To train and pay for the training in India or abroad any of company's employees, officers, directors, technicians, or any candidate or recruit and employ Indian or Foreign experts for the interests or for the furtherance of the Company's objects.
- 17) To engage, employ, suspend and dismiss, executives, engineers, agents, managers, superintendents, assistants, clerks, coolies, and other servants and laborers and to remunerate any such person at such rate as shall be thought fit and to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.

- 18) To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements or reference to arbitration and to enforce and where need be to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
- 19) To adopt such means of making known or promoting the use of all or any other manufacturers, product or goods of the Company or any articles or goods traded or dealt in by the Company in any way that may be thought advisable and in particular by advertising in the press, by circulars, by purchase and exhibitions of art or interest, by publication of books, pamphlets, price lists and periodicals and the conducting of competitions, exhibitions and by granting prizes, rewards and donations.
- 20) To become members of any bodies of persons, associations, institutions, clubs, societies, and bodies corporate including Companies limited by guarantee.
- IV. ³The 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. ⁴The Authorized Share Capital of the Company is Rs. 17,60,00,000/- (Rupees Seventeen Crores Sixty Lakhs Only) divided into 6,20,00,000 (Six Crores Twenty Lakhs) equity shares of Rs. 2/- each and 52,00,000 (Fifty Two Lakhs) Preference shares of Rs. 10/- (Rupees Ten Only) each.

*Clause III (C) containing other objects not included in (A) or (B) be deleted at the EGM held on 30th June 2017.

³Amended at the Extra-ordinary General Meeting held on 30/06/2017.

⁴[Amendment Note on Clause V;

The authorized share capital is from Rs. 2,25,00,000/- to Rs. 8,25,00,000/- at the EGM held on 13th November, 2020.

The Authorized share Capital sub-divided from Rs. 10/-(Rupees Ten) each to Rs.2/-(Rupees Two) each at the EGM held on 21st March, 2022.

The Authorised Share Capital is increased from Rs. 8,25,00,000/- (Rupees Eight Crores Twenty Five Lakhs only) to Rs. 11,00,00,000/- consisting of 2,50,00,000 equity shares of Rs. 2/- each and 60,00,000 Preference shares of Rs. 10/- each at the EGM held on 21st March, 2022.

The Authorised Share Capital is reclassified as Rs. 11,00,00,000/- consisting of 2,90,00,000 equity shares of Rs. 2/- each and 52,00,000 Preference Shares of Rs. 10/- each at the EGM held on 19th May, 2023.

The Authorised Share Capital is increased from Rs. 11,00,00,000/- consisting of 2,90,00,000 equity shares of Rs. 2/- each and 52,00,000 Preference Shares of Rs. 10/- each to Rs. 17,60,00,000/- divided into 6,20,00,000 equity shares of Rs. 2/- each and 52,00,000 Preference shares of Rs. 10/- each at the EGM held on 19th May, 2023.

VI. We, the several persons, whose names and addresses are subscribed below and 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	Name, Addresses, Description occupation of the Subscribers	Number of Equity share taken by each subscriber	Signature of the subscribers	Name, address, occupation, description and signature of witness
1.	M.R.RAMAN SUBBARAO S/o. M. H. Rama Swamy No.1778A, 'Prakriti' 22nd Cross, M.C.Layout, Bangalore – 560 040. Technocrat	100	Sd/-	
2.	B.N.RAVI S/o. Mr. R. Nagaraja No.717, 10 th 'A' Main, 4 th Block, Jayanagar, Bangalore – 560 011. Technocrat	100	Sd/-	Sd/- S. RAJASEKHR S/o.Mr.K.N.Subramanya 145, Diagonal Road, Visveswarapuram Bangalore – 560 004. Chartered Accountant
	TOTAL	200		

Dated this the Twentieth day of June 1991, at Bangalore.