

Memorandum of Association has been adopted as per the companies act 2013 by the board of directors and shareholders on 14/08/2024 and 20/09/2024 respectively.

The Name of the company is changed from KAVVERI TELECOM PRODUCTS LIMITED to KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED vide special resolution passed at the AGM held on the 20th day of SEPTEMBER 2024 and accordingly

UNDER THE COMPANIES ACT, 2013

(18 OF 2013)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED

Clause 1 of the Memorandum of Association of the Company is substituted by the following:

1. The Name of the company is KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED

- 1st. The name of the Company is **KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED**
- 2nd. The Registered office of the Company will be situated in the State of Karnataka.
- 3rd. The objects for which the Company is established are: -
 - a) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To acquire and take over the existing Proprietrix Company known as “KAVERI MICROWAVE COMPONENTS” as an going concern dealing in manufacture of professional grade Micro wave components for usage in telecommunication, defenses and space industry with all its Assets and Liabilities of the said business used in connection therewith or belonging thereto together with all pending contracts/agreements, services personnel and the like.
 2. To carry on the business as manufacturers, producers, designers, traders, dealers, importers, exporters, services, re-conditioners, consultants, distributors and value added resellers for professional grade microwave components like duplex filters, Low pass, High pass, Band Pass, Band Reject, Harmonic Reject Filters, Isolators/circulators, power splitters/combiners, Low noise amplifiers, 50Ohm Terminations, Fixed Attenuators, Directional couplers, Transmitter Combiners, RX Multi Couplers, Handheld Radios, Battery Packs, Connectors and Antennae in RF and Microwave frequency ranges.

3. To carry on the business of research, development, manufacture, installation, testing assembly and sale of various telecommunication products in switching, transmission terminal equipments, products and components that are required for communication either fixed or mobile on any medium, such as radio, fibre and cable.
4. To carry on the business of manufacture, installation operation and maintenance of public and private telecommunications networks, local exchange networks and works connected therewith, transmission system, switching systems for telecommunications, providers of various services as cable T V, Cable telecommunication, audio and video tests, telecommunication switching equipments, components, such assembles and spares thereof, all kinds of transmission equipments, components and spare thereof.
5. To carry on in any part of the world the business of consultants, planners, designers, advisers in advertising and in all or any activities relating to telecommunication, information technology, space, defense and Aeronautics electronics industry and enter in to any contracts in relation thereto.

b) **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a) ARE: -**

1. To acquire, take over and undertake the whole or any part of business as a going concern along with all assets, liabilities, licenses, quotas, rights, entitlements from any person, firm and company ; to enter into partnership or into any arrangements for sharing profits, union of interests, 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 transaction which this company is authorized 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 take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such

incidental acts, deeds and things as may be necessary to give effect to the amalgamation, absorption or merger.

4. To establish, settle, promote, form, undertake or to execute any public charitable or welfare trust for the benefit of employees, ex-employees, directors, their dependants and general public or for the development and advancement of any activity in the field of education, healthcare, public welfare, science for their benefit.
5. To incorporate, float, form, constitute and promote any company or companies for the purpose of acquiring all or any of the properties, rights, and liabilities of this company, or for carrying on any business which this company is authorized to carry on or for any other purpose which may seem directly or indirectly calculated to benefit this company.
6. For the purpose of investment, to acquire by purchase, lease, exchange, rent, auction or otherwise, lands and buildings of any size, tenure or description and any estate or interest therein and any rights connected with the lands so situated and to turn the same to account as may be deemed expedient and preparing land by constructing, decorating, furnishing and maintaining offices, flats, service flats, houses, hotels, restaurants, guest houses, bungalows, chawls, factories, warehouses, shops, cinema houses, buildings, works and convenience and by consolidating or connecting or subdividing properties for leasing, letting or renting, selling outright or by instalments on ownership, hire purchase basis or otherwise and/or disposing of the same on any other terms and conditions.
7. To adopt such means for making known the business and/or products of this company or any other company in which the company is interested as its principal agents, representatives or in any other way, by advertisements and publicity in press, periodicals, magazines; through corner-slides and films; by issue of circulars, posters, calendars, show cards, playing cards, gifts,, hoardings; by radio programmes and T.V. programmes; by exhibitions, sponsorship of games, sports activities, cultural or other programmes; by publications of books and periodicals; by purchase and exhibition of

works of art or interest; by granting prizes, rewards and donations or in any other manner as the Board of Directors may think fit.

8. To apply for, promote, obtain, represent and get implemented from government, state government, foreign government or other similar authorities any orders, regulations, enactments, authorizations, charters, rights, immunities, privileges, guarantees, counter guarantees, indemnities, grants, gifts, concessions, licenses and decrees for enabling the company to carry on its business or any of its objects into effect or for extending the powers of the company, or for effecting any modification of the constitution which is directly or indirectly beneficial to it or for other purposes that may seem expedient and to defend and oppose any proceedings, acts, rules and regulations which may seem directly or indirectly prejudicial to the interests of the company and for this purpose to take help of any expert, lawyer, advocate, solicitor, trade association, Chamber of Commerce and to incur necessary expenses.
9. To apply for, approach, obtain, hold, renew, protect, defend, prolong, procure and manage any recognition in India or abroad in any establishments, authorities, Chamber of Commerce, institutions, organizations, trusts, associations, councils, chapters, clubs or other entities whether belonging to government, semi-government, local authorities, public bodies, private persons or otherwise, for the purpose of standardization of quality, know-how, formula, exports, imports, quotas, rights, entitlements and other benefits as are conducive for the attainment of the objects of the company.
10. To pay for any properties, rights, services, or benefits acquired by the company either in cash or by the allotment of fully or partly paid-up shares of the company with or without preferential rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another on such terms and conditions as the company may determine from time to time.
11. To create any type of mortgage or charge on the whole or any part of the undertaking, properties, stocks/investments/rights, titles of the company, both

present and future and on any uncalled share capital of the company, and to create, issue, make and give debentures, debenture-stocks, bonds or other securities and obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of the items aforesaid.

12. To borrow or raise money or secure the payment of money, whether secured or unsecured, from the banks, financial institutions or from any other person, in accordance with the provisions of the Act, in such manner as the Company shall think fit.
13. To insure the company fully or partly against losses, damages, risks, accidents and liabilities of all kinds which may affect it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, articles, guarantees and obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurances from time to time.
14. To make donations, charities and contributions to individuals, firms, companies, trusts, institutions, welfare funds, national relief funds, hospitals, recognized political parties either in cash or in kind, of such sums as may be allowed by law and, in particular, to remunerate any person, company, firm body, association or corporation introducing business to this company and also to subscribe and contribute to religious, political, benevolent, national, public, cultural, educational or other institutions, funds or trusts established for the benefit of the employees, ex-employees (including directors), business associates or their dependents and relatives, or for the general public.
15. To secure, promote, organize, manage or enter into collaboration agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or abroad to acquire technical know-how, buy back agreement, procurement of capital goods, financial assistance, training and development or for any other purpose whatsoever and subject to the law in force pay such commission, fees, royalty or other charges as may be agreed from time to time.

16. To open bank accounts in India or abroad with any scheduled, co-operative, nationalized, private or foreign banks of all descriptions, applications and uses and to operate, draw, accept, make, endorse, execute, issue, discount, negotiate and transfer promissory notes, hundis, bills of exchange, bills of lading, obligations, acceptances, commitments and other negotiable or transferable instruments in connection with the business of the company.
17. To arrange, manage, promote, motivate, subsidize and organize training programmes for the employees, trainees and apprentices at all levels as may be conducive to the interest of the company and for the purpose to establish training centres, to organize and hold seminars, conferences, workshops, study meetings, group discussions, written tests, lectures, practical training, demonstrations and other devices in India or elsewhere in the world and for the purpose to incur recurring and non-recurring as may be necessary from time to time.
18. To undertake, carry out, promote, sponsor, assist, manage, organize, co-operate, encourage publications of any books, literature, newspapers, magazines, newsletters and bulletins in any language on any subject, and to organize conferences, lectures, seminars, workshops, training programmes to give merit awards, scholarships, grants, prizes and loans or any other assistance to deserving students of academic pursuits for researches; to establish competitions in respect of contributions or information suitable for insertion in any publications of the company or otherwise for any of the purposes of the company and to do all incidental acts and things necessary for the attainment of the objects of the company.
19. To receive grants, subsidies, contributions, donations, loans, advances or other moneys or deposits of whatsoever nature from state government, central government, foreign government and bodies, banks, companies trusts or individuals with or without conditions for the purpose of fulfilment of objects of the company or for such other purposes as may be directed by the donor and do all such acts and things as may be necessary for the said purpose.

20. To establish branches, franchises, depots, offices, and other networks in India or abroad for the purpose of the business of the company and to run, maintain or discontinue such establishments as may be necessary from time to time.
21. To incorporate, float, promote, constitute or form any subsidiary company or companies or to make any existing company as the subsidiary of the company for the purpose of carrying on any business or branch of a business which the company is authorized to carry on or not, and to enter into any arrangement with any such subsidiary company for sharing profits and losses of any business or branch of business as carried on, or to make any other arrangement which may seem conducive with reference to any business so carried on, including power at any time to close any such branch or business.
22. To issue new equity shares, debentures, premium notes, bonds, stocks, or any other securities in lieu of services rendered by brokers, commission agents, underwriters, merchant bankers, advisors and to pay for any business rights and property rights and privileges acquired or agreed to be acquired by the company and to satisfy any such obligation of the company in the aforesaid manner.
23. To issue fully paid-up bonus shares to the members and shareholders of the company by way of capitalization out of the balances standing to the credit of securities premium account, general reserve, revaluation reserve or such other reserves subject to such consents and approvals as may be necessary as per the laws, rules and regulations prevailing in the country from time to time.
24. To design, develop, promote, launch, or establish websites or portals to provide own information to general public for the promotion of business and commerce under one or more domain names.
25. To let out on rent, on hire, lease, license or otherwise dispose of any property, rights, ways, works, privileges, titles, licenses, hereditaments, plants, machineries, trademarks of the company absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis, in India or elsewhere and to receive rent,

charges, royalties, fees, discounted value, lump sum deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the company from time to time.

26. To do other things ancillary to main business that may seem to the company capable of being conveniently carried on connection with the main objects of calculated directly or indirectly to enhance to enhance the value of and to render profitable any of the company's property.
27. To open accounts with any individual firms, companies or with any banks and to pay into and to withdraw money from such accounts.
28. Subject to the provisions of the companies act of 2013, to invest, apply for and acquire or otherwise employ money belonging to, entrusted to or at the disposal of the company upon securities and shares with or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the company feels fit.
29. To create, establish, merge, acquire, sell, transfer, and collaborate with entities and people around the world for research, marketing, business and other objectives to further the objectives and growth of the company.
30. To set up joint ventures and Special Purpose Vehicles in support of the activities of the Companies.
- 4th. The Liability of the members is limited
- 5th. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty five Crores only) divided into 2,50,00,000 (Two Crore fifty lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each.*"
*Amended with effect from 4th July 2011 *vide* ordinary resolution passed at EGM held on 4th July 2011

We the several persons, whose names and addresses 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 as set opposite to our respective names:

Sl. No.	Name and Address, Description and occupation of Subscribers with their Signatures	No. of Equity shares taken by each subscriber	Signature, Name and Address , Description and Occupation of the Witness
1	Sd/- KASTURI R.H W/o C.Shivakumar Reddy 607, 13 th Cross, II phase, J P Nagar, Bangalore-560 078 Business	100 (One Hundred)	Sd/- M.S.RAJAGOPAL S/O late Sri M.R. Srinivasa Iyengar No. 172/14, 1 st Floor, 1 st Cross, Vasanthanagar West, Bangalore-560 052 Chartered Accountant
2	Sd/- C.SHIVAKUMAR REDDY S/o C.Veera Reddy 607, 13 th Cross, II phase, J P Nagar, Bangalore-560 078 Business	100 (One Hundred)	
3	Sd/- S.Narayana Reddy S/o S Raji Reddy 126, 10 th Cross, J P Nagar, I Phase, Bangalore-560078 Business	100 (One Hundred)	
4	Sd/- C.UMA REDDY S/o C.Veera Reddy 607, 13 th Cross, II phase, J P Nagar, Bangalore-560 078 Business	100 (One Hundred)	

We the several persons, whose names and addresses 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 as set opposite to our respective names:

	<p style="text-align: center;">Sd/-</p> <p>S.Subba Reddy S/o. C. Veera Reddy 167, 4th Main, K.S.R.T.C. Layout, J P Nagar, 2nd Phase, Bangalore-560 078 Business</p>	<p style="text-align: center;">100 (One Hundred)</p>	<p style="text-align: center;">Sd/-</p> <p style="text-align: center;">M.S.RAJAGOPAL S/O late Sri M.R. Srinivasa Iyengar No. 172/14, 1st Floor, 1st Cross, Vasanthanagar West, Bangalore-560 052 Chartered Accountant</p>
	<p style="text-align: center;">Sd/-</p> <p>R.H JAYARAM REDDY S/o R.J.Hanumantha Reddy 607, 13th Cross, II phase, J P Nagar, Bangalore-560 078 Business</p>	<p style="text-align: center;">100 (One Hundred)</p>	
	<p style="text-align: center;">Sd/-</p> <p>C.ANITHA W/o R H jayaram Reddy 607, 13th Cross, II phase, J P Nagar, Bangalore-560 078 Business</p>	<p style="text-align: center;">100 (One Hundred)</p>	
	<p style="text-align: center;">Sd/-</p> <p>S.RAMANAMMA W/o C.Veera Reddy 607, 13th Cross, II phase, J P Nagar, Bangalore-560 078 Business</p>	<p style="text-align: center;">100 (One Hundred)</p>	
		<p style="text-align: center;">800 (Eight Hundred Only)</p>	

Dated this 15th day of January, 1996 at Bangalore