

THE COMPANIES ACT, 1956
[COMPANY LIMITED BY SHARES]
MEMORANDUM OF ASSOCIATION
OF
Triomya Technologies Private Limited

- I.** The Name of the Company is Triomya Technologies Private Limited.
- II.** The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III.** The Objects for which the Company is established are:
- A. THE MAIN OBJECTS TO BE PURSUED BY IT ON ITS INCORPORATION ARE:**
1. To carry on business of providing software enabled solutions, services and products with automation and intelligence for a digital environment whether in India or elsewhere in the world.
- B. THE OBJECTS THAT ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**
1. To purchase, take on lease, or in exchange, hire or otherwise acquire any estates, land or lands, buildings or other properties in India or elsewhere, and to improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any of the properties, rights and concessions of the Company.
 2. To undertake and carry on any transaction or operation commonly undertaken or carried on which may seem to the company capable of being conveniently carried on in connection with any of the objects of the company, or which may be thought calculated directly or indirectly to enhance the value of or render profitable, any of the company's property or rights.
 3. To enter into any arrangement or agreement with any Government, state or authority, municipal, local or otherwise, or any Corporation, Companies or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State authority, Corporation, Company or persons any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
 4. To establish and regulate agencies in any country, States or place for the purpose of the Company's business.
 5. To invest the surplus moneys and assets of the Company, upon such securities or otherwise in such manner, as may from time to time, be determined by the Directors.
 6. To establish and carry on and to promote the establishment of and carrying on, any property in which the company is interested, of any business which may be

conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the company's interest in such property, or to facilitate the disposal thereof.

7. To draw, make, accept, endorse, execute, issue and negotiate Bills of Exchange, Promissory Notes, Cheques, Drafts and other instruments of every description.
8. To enter into arrangements in India or elsewhere, for Technical collaboration and/or other forms of assistance including capital participation with foreign or Indian manufacturers, person or persons, corporation or company carrying on or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in, if such arrangement are deemed directly or indirectly benefit this company, to pay or receive payments as in the case may be for such technical assistance or collaboration, royalties or other fees in cash or by allotment of shares to other capital of the company credited as paid up or issue or debentures/stock.
9. To acquire, take over and undertake the whole or any 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 and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
10. Subject to the provisions of the Companies Act, 1956 to receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However the Company shall not do the business of Banking as defined in the Banking Regulations Act, 1949.
11. To give donations or subscriptions to any religious charitable or social institutions or to give any charity incidental to or conducive to the objects of the company.
12. To appoint attorneys for and on behalf of the company and to execute the necessary powers to the said attorneys to act for and on behalf of the company, and to revoke all or any such powers and appointments as may be deemed expedient.
13. To insure the whole or any part of the property of the company either fully or partly paid up to protect and indemnify the company from liability or loss in any respect and to establish insurance coverage to the directors/employees of the company by way of insurance arrangements with insurance companies in or out side the country against all possible indemnity to their health and life including professional and other liabilities which may arise during the normal course business.
14. To undertake financial and commercial obligations, transactions and operations of all kinds in relation to the company.

15. To undertake research, develop and apply for, purchase or otherwise acquire patents, trademarks, copy rights, secret processes, formulae, methods, designs, blueprints, drawings and other technical and commercial data with respect to the products with in the scope of the company, and to license, sell and otherwise deal in patents, trademarks and commercial and technical data acquired by the company and to enter any agreements with any person, firm or company whether domestic or foreign, to obtain any rights, privileges, and licenses and concessions regarding the patents, trademarks and other intimation as aforesaid.
16. Subject to the provisions of the Companies Act, 1956 and the amendments thereto from time to time, to take part in the management, supervision or control of business or operation of any company or undertaking and for the purpose to appoint and remunerate any directors, accountants, or other experts or agents and to depute to foreign countries, employees or any other person for investigating possibilities of any trade connections or for promoting the interest of the company and to pay all expenses incurred in this connection.
17. To give guarantee and to provide security to the payment of money unsecured or secured by or payable under, or in respect of promissory notes, debentures, stocks, contracts, mortgages, charges, obligations, instruments, securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whosoever, whether incorporated or not and to discharge any debt or other obligation of or binding upon this or any other company or person by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or by the creation or issue of debentures, debenture stock or other securities or by any other means.
18. To sell, exchange, mortgage (with or without power of sale) assign, lease, subject and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the company, as a going concern, to any person or persons association or associations or otherwise for such consideration as the company may think fit, either for cash or for shares, debentures, or securities for any other company having objects altogether or in part, similar to the objects of this company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.
19. To provide for the welfare of employees (including Directors and ex-Directors) of the Company and wives/families or the dependents by building or contributing to the building of dwelling houses or quarters, grant money, pensions, gratuities, allowances, bonuses or benefits or any other payments by providing or subscribing or contributing to provident Fund, institutions funds, profit sharing or other schemes or trusts and by providing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance as the company shall think fit.
20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends 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 and generally on such terms as the Company may determine.

21. To enter into all contracts with persons in India or outside for the purchase or sale of all goods, stores and provisions and to make advances to persons in India or outside in respect of such contracts for the development of the business of the Company.
22. To promote and undertake the formation and establishment of such institutions businesses or companies which may seem to the company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly, to render any of the company's property or rights for the time being profitable and also to acquire, promote, aid, foster, or acquire interest in any industrial or other undertaking in India or in any part of the world.
23. To enter into partnership or any arrangement whether terminable or otherwise which the Company is authorised to carry on for sharing profits, union of interest, joint venture, reciprocal concessions, co-operation, or otherwise, with any person or persons, firm, association, company or corporation and to employ experts to investigate and examine into conditions, prospects, values, characters and circumstances of any business concerns and undertakings and generally of any assets, properties or rights.
24. 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.
25. To lend money to and to guarantee the contracts or otherwise assist any such person, persons, firm, association, corporation or company to subscribe for and to take and otherwise acquire and to hold shares or other interests or stock or securities of any such person, persons, firms, association, Corporation or company and to sell, hold, re-issue with or without guarantee or otherwise deal same and accept other shares in exchange for the same, and to form, constitute or permit any other company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this company or for any other purposes which may seem directly or indirectly beneficial to this company's.
26. To train and pay for the training in India or abroad of any of the company's employees or the persons to be employed by the company, all in the furtherance of the company's objects.
27. To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the company or to contract with any person, firm or company.
28. To promote, form and Register and aid in the promotion, formation and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property rights and liabilities of the company and to transfer to any such company any property of the company and take or otherwise acquire, hold, sell or otherwise dispose off shares, stocks, debentures and other securities in or of such

company or any other company for all or any of the objects mentioned in this Memorandum.

29. Subject to the provisions of the Companies Act, 1956 to amalgamate with any company or companies having objects altogether or part similar to this of this company.
30. To 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.
31. To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other special funds, whether for depreciation or repairs, replacements, improving, extending or maintaining any of the properties of the company, or for any other purposes conducive to the interests of the company.
32. To place, to reserve or to distribute as bonus shares by way of Capitalisation of resources among the members or otherwise to apply as the company from time to time may think fit any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on forfeited shares and money arising from the sale of forfeited shares by the Company.
33. To adopt such means of making known the products of the company as may seem expedient and in particular by 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 not falling under the provisions of Lotteries Act, rewards and conditions.
34. Subject to Section 58-A read with Section 3 (1) (iii) (d) and 292 of the Companies Act, 1956 and the regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan at interest for any of the purposes of the Company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundis, bills of lading, warrants or other negotiable instruments or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means as the Company may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or entrust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.
35. To establish representative office/branch office in any country outside India, subject to compliance of laws prevailing time to time in the respective countries, in association with individuals/association inside or outside India.

36. To remunerate or make donations (by cash or in kind or by the allotment of fully or partly paid up shares or by calls or option on shares, debentures, debenture stock securities of this company or any other company or in any other manner) whether out of Company's capital, profits or otherwise to person or persons for services rendered or to be rendered in introducing any property or business to the company or for any other reason which the Company may think proper but not to political part or for political purpose.
37. To refer to arbitration any disputes, present or future between the company or any other company, firm, association of persons, individuals or body of individuals or any other person by an arbitrator in India and/or abroad and either in accordance with the laws time being in force in India or laws of any other country or the international agreements for enforcement of arbitral awards.
38. To distribute amongst the members of the company in specie or kind any property of the company any proceeds of sale or disposal of any property of the company in the event of winding up of the company.

C. OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ARE:

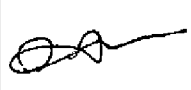

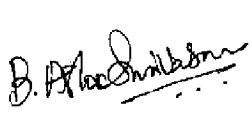
1. To carry on business of provide solutions, services and products in the fields of automation, technology, energy, software, instrumentation, electronics, embedded systems, communication technologies, transportation systems, agriculture and irrigation technologies, food processing technologies, building technologies, biomedical technologies and technology aided education powered with intelligence, connectivity and freedom whether in India or elsewhere in the world.
2. To carry on business of design, develop, deploy, research, test, install, embed, drive, communicate, modify, improve, update, upgrade, repair, produce, sell, buy, import, export, transfer, memory, store, restore, regulate, rank, upload, download, classify, credit, engineer and power software concepts, software designs, digital animations, programmable intelligent concepts, programmable intelligent designs, intelligent software, programmable intelligent standards and other programmable intelligent supported activities whether in India or elsewhere in the world.
3. To carry on business of undertake, initiate, carry on, engage in, provide, promote, assist, support, service, educate, encourage, finance and conduct all activities through design, develop, product, solution, research, test, install, embed, drive, communicate, modify, improve, update, upgrade, repair, produce, sell, buy, import, export, transfer, memory, store, restore, regulate, rank, classify, credit, engineer and power intelligence relating to scientific and technical research, business, developments, experiments, investigations, inquiries, studies, projects, analysis, synthesis, examinations, surveys, test of all kinds, summits, exhibitions, demos including but not limited to fields such as information technology, software, hardware, automation, home automation, energy technology, agriculture, irrigation, tourism, data processing, mobile communication, wearable technologies, mobile technologies, robotics, bionics, instrumentation, audio/visual communication, signal processing, medical instrumentation, avionics, satellite communication, electromagnetic technology, wireless technologies, data communication networks, remote sensing and scientific management whether in India or elsewhere in the world.

4. To carry on business of undertake, initiate, carry on, engage in, promote, assist, support, educate, encourage, finance and conduct all activities of automation solutions, environmental solutions, services and products through intelligence, human and environmental friendliness and freedom relating to scientific and technical research, business, developments, experiments, investigations, inquiries, studies, projects, analysis, synthesis, examinations, surveys, test of all kinds, summits, exhibitions, demos, training and other processes whether in India or elsewhere in the world.
5. To carry on business of Company and do things in any part of the world and either as principal, agent, contractor or trustee or otherwise & rid by or through trustees or agents or otherwise, and either alone or in conjunction with other in India or elsewhere in the world.
6. carry on the business of manufacturers and fabricators of and dealers in machinery, machine tools, implements, engineering products, machinery spares and components of all types and in particular to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire import, export let out on hire, trade and deal in machine tools and implements other machinery, plant, equipment, article, apparatus appliances, component parts, accessories, fittings, and things in any stage or degree of manufacture, process or refinement in India or elsewhere in the world.
7. To carry on the business of undertaking or arranging for the writing and publication of books, magazines, journals, or pamphlets on subjects relating to trade, commerce, industry, agriculture, medicine, banking, insurance, investment, taxation, finance, economics, law and other subjects in India or elsewhere in the world.

IV. The Liability of the Members is Limited.

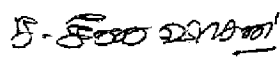
V. The Authorised Share Capital of the Company is Rs. 100000 /- (Rupees One Lakh Only) divided into 10000 (Ten Thousand Only) equity shares of Rs.10 /- (Rupees Ten Only) each.


VI. We, the several persons, whose names and addresses are subscribed below, 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.

Sl. No	Name, address description and occupation of subscribers	No. of equity Shares taken by each Subscribers.	Signatures
1	2	3	4
1	Name: JAYAPRAKASH Father's Name: JAYAPAL Address: NO. 189, KADAI STREET, CHIDAMBARAM, TK, CUDDALORE - 608 001. TAMIL NADU. Occupation: BUSINESS	2500 (TWO THOUSAND FIVE HUNDRED ONLY) EQUITY SHARES OF RS. 10 (TEN ONLY) /- EACH	
2	Name: KRISHNAKUMAR Father's Name: LOGAIAAN Address: 21-1, SIVASUBRAMANIAN NAGAR, C. THANDESWARANALLUR, CHIDAMBARAM - 608001. TAMILNADU Occupation: BUSINESS	2500 (TWO THOUSAND FIVE HUNDRED ONLY) EQUITY SHARES OF RS. 10 (TEN ONLY) EACH	
3	Name: ASHOK SRINIVASAN Father's Name: SRINIVASAN BABURAMAN Address: NO. 7TH, 1ST MAIN ROAD, JEGANATHAPURAM VELACHERY, CHENNAI - 600042 TAMILNADU Occupation: BUSINESS	2500 (TWO THOUSAND FIVE HUNDRED ONLY) EQUITY SHARES OF RS. 10 (TEN ONLY) EACH	

Witness to the above Signatures:

Name: S. SRINIVASAN



4	Name: ANAND KUMAR ANNAMALAI Father's Name: KADIRVEL Address: A.K. PALACE KADAMPULIYUR PANRUTI CUDDALORE-607103 TAMIL NADU Occupation: BUSINESS	2500 (TWO THOUSAND FIVE HUNDRED ONLY) EQUITY SHARES OF RS. 10 (TEN ONLY) EACH	
	Total	10,000 (Ten Thousand only)	

Witness to the above Signatures:

Name: S. SRINIVASAN

Father's Name: M. SHANMUGAM

Address: 237 SIVAJI NAGAR C- THANDESWARANALORE
CUDDALORE 608001

Occupation: VOCATIONAL TEACHER

Date: 17/11/2012

Place: Chidambaram

All the above subscriber has signed before me at CHIDAMBARAM

S. Srinivasan