

MEMORANDUM OF  
ASSOCIATION OF  
TAAL ENTERPRISES LIMITED

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

1<sup>st</sup> The name of the Company is **TAAL ENTERPRISES LIMITED**

# 2<sup>nd</sup> The Registered Office of the Company will be situated in the State of Karnataka.

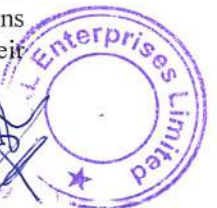
*# Clause 2<sup>nd</sup> [Situation Clause] of the Memorandum of Association has been amended vide special resolution passed by the members through Postal Ballot on December 1, 2022.*

\* 3<sup>rd</sup> (a) The objects to be pursued by the Company on its incorporation are: -

1. To assemble, manufacture, test, install, integrate, distribute, sell, deal, export, import, trade, maintain, convert, improve, repair, service, process, research, develop all types of computers, avionics, electronic systems, software, middleware, firmware and programs of all kinds and ancillary products including their components and accessories, assemblies, apparatus, spares and also including their raw materials.
2. To develop, design, improve, test, integrate, market, buy, sell, import, export, lease, loan and support and otherwise deal in software, firmware and computer programs of whatever description and systems incorporating and/ or utilizing all or any of such software, firmware and computer programs.
3. To provide e-commerce solutions, e-business, security solutions, virtual private network, network and network enabled services, internet service providers (ISP), intranet solutions, EDI solutions, leased lines and microwave solutions, hosting, warehousing, storing, forwarding and online information services and to develop, host, design, maintain, create program, service all types of website, portals and to provide facilities of advertising and publishing on the web and to provide the consultancy in the field of software, internet, e-commerce and management and provide services in the field of net banking, internet backbone services, content management, on line database management, supply chain management consultancy, consulting, web strategy development, systems integration, digital signature solutions, certification and to do all such other activities and business relating to software and web in India and abroad.
4. To manufacture, establish, provide, assemble, integrate, undertake, design, research, develop, improve, process, make, prepare, carry, plan, maintain, service, import, export all kinds of innovative technological and engineering solutions for engineering goods, machine components, machining activities, accessories and deal in all types of engineering goods, product, machinery, equipments, instruments, spare parts, gadgets, components, perform consultancy services and solutions of electronic or mechanical engineering, application lifecycle management and usage of this data for diagnostics, maintenance and tracking of assets and related connectivity solutions including data and analytics beyond embedded or mechanical engineering and their

**For TAAL ENTERPRISES LIMITED**

**Company Secretary**



connectivity and integration with backend IT systems and platforms, related technical and commercial consultancy services, import and export of know-how in the field of Engineering.

5. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and other technological social or other services.
6. To develop, implement, export, import, purchase, sell or lease and otherwise deal in software and otherwise as dealers and representatives for all types of software and firmware.
7. To establish, maintain, operate and manage air transport operations including air services, airlines and lines of aerial conveyances for the carriage of passengers, baggage, mail, freight or merchandise of every kind and description, on short-haul and long-haul flights on scheduled, non-scheduled and chartered domestic (including areas not otherwise accessible and difficult terrains) as well as international routes, as may be approved by the Government of India or such other competent authority, by any kinds of aircrafts, air planes and/or helicopters for commercial or other purposes, whether as principals, agents or otherwise, and to set up flying services, both as public and private carriers on national and international routes and for this purpose purchase, take on lease and/or hire or otherwise acquire, employ, maintain, work, manage and/or control and let on hire, charter, lease and/or demise every form of aerial conveyance.
8. To carry on all or any of the trades, business or transactions or aeronautical, aviation, communication, electrical, electronic, microelectronic electrical, electronic, micro processing, mechanical, metallurgical, chemical, petroleum, and other engineers in all branches in connection with aerial transport, aviation, air crafts maintenance and operation or facilities for any of the above and to deal in the supply and servicing on all apparatus, things, instructions, appliances, and articles capable of being used in connection therewith.

*\* Clause 3<sup>rd</sup> (a) [Main Objects Clause] of the Memorandum of Association has been amended vide special resolution passed by the members through Postal Ballot on December 1, 2022.*

(b) Matters which are necessary for furtherance of the objects specified in Clause 3(a) are: -

1. To design, develop, manufacture, construct, build, assemble, test, repair, overhaul, reconstruct or renovate or otherwise deal in aeroplanes, airships, aircrafts hovercrafts, seaplanes, helicopters, space vehicles, communication or other satellites navigational control or guidance system, aeroengines and all machines, instruments, apparatus, stores, spares, parts, aides, appliances, kits, tools and accessories capable of being used for or in connection with aerial transit, conveyance or communication.
2. To provide establish, keep, maintain, run, operate or make available facilities for or otherwise engage in designing development invention, testing, assembling, repairing, maintaining, overhauling, aeroplanes, airships, seaplanes, aircrafts, helicopters, hovercrafts, space vehicles. communication satellites, propellers and

**For TAAL ENTERPRISES LIMITED**

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all other machines or apparatus.

3. To establish provide for and maintain airports, airstrips, landing, taking off, facilities, approach roads and the like.
4. To establish provide and maintain facilities for instruction training and development in flying and gliding and to establish maintain and separate lines of aerial land and sea conveyance and craft.
5. To establish provide maintain develop infrastructural facilities including research and development laboratories, workshops, training fields, innovation and designing, manufacturing, manpower development in connection with the objects stated above.
6. To build, construct, lease, let on hire or otherwise make available airstrips, landing sites, control arrangements, communication systems, berthing sites, terminal buildings, operate service and engineering facilities, training and educational facilities, schools, colleges, institutions for design development.
7. To select, recruit, train, develop or otherwise provide for manpower in connection with the above.
8. To purchase, acquire, take on lease or otherwise procured all or any part of the business property, assets, or otherwise including machinery, offices, houses, buildings, workshops, laboratories and other property or liabilities or any person, corporation, government company, firm, individual, association of persons or otherwise engaged directly or indirectly in the manufacture, supply, distribution, servicing, repair, maintenance, overhauling or other related activities in connection with aircrafts, hovercrafts, airships, aeroplanes, helicopters or otherwise in India or elsewhere or any person, corporation, government or company engaged in any activity connected with the manufacture, operation, servicing, repair, overhauling or business or aircrafts or aviation, the business of which is capable of being conducted conveniently in relation to the objects of this company.
9. To acquire, construct, build, set up, provide, maintain service or otherwise keep factories, workshops, hangers, garages, sheds, aircrafts, aerodromes, yards, landing grounds and accommodations of all descriptions for any kind of aircrafts or in relation to aviation or serial conveyance.
10. To establish, maintain, provide, operate air services for carriage of passengers, mails, documents, parcels and freight by aeroplanes, aircrafts or other means of transport in India or elsewhere.
11. To establish, maintain, operate training colleges, technical institutions, workshops, training centres and other facilities for providing theoretical, practical on the job and other training for pilots, ground engineers, operators, mechanics and other staff for the purpose of providing training in all aspects of aerial transport aviation or elsewhere.
12. To engage, carry out, participate in or collaborate with any other person whatsoever, in the conduct or aerial survey including survey of air routes, aviation and other related aspects in India or elsewhere.



13. To conduct research and development in connection with the operations of aeronautical engineering and to establish and maintain research centres, laboratories, workshops, testing and proving grounds, facilities and all other establishment whatsoever.
14. To promote, publish or otherwise, bring out journals, books, research publications or other publications in connection with aerial transport aircraft, maintenance and operation or any other facilities required for any of the above.
15. To institute scholarships, freships, student-ships and other financial or other assistance and incentives to promote research and development in aircraft maintenance and operation, aerial transport, aviation generally and in connection with the facilities required for any of the above.
16. To establish information centres in connection with receipt, storage, classification, analysis or other centres for the receipt storage, dissemination, communication, exchange and dissemination of information which may be useful in connection with aerial transport, aircraft maintenance and operation and other facilities required in connection with the above.
17. To establish and provide for computers, electronic, data processors or other devices for the receipt analysis, storage, exchange, transfer and other matters connected with aerial transport, aircraft maintenance and operation and other facilities connected with the above.
18. To draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
19. To issue on commission, subscribe for, take, acquire and hold, sell, exchange and deal in shares, stock, bonds, obligations or securities of any Government, local authority or Company.
20. To form, promote subsidies and assist companies and firms of all kinds.
21. To form, incorporate or promote any Company or Companies, whether Indian or foreign having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company of any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management or its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscriptions of or the placing of any shares in the capital of the Company or any bonds, debentures obligations or securities of the Company or/and stock, shares, bonds, debentures obligations for securities of any other Company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the company for the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.



22. To give any guarantee for the payment of money or the performance of any obligation or undertaking.
23. To acquire, improve, manage, work, develop, exercise all rights in respect of lease and mortgages, and to sell, dispose off, turn to account, and otherwise deal with property of all kinds, and in particular land, buildings, constructions, patents, business concerns and undertakings.
24. To borrow or to take deposits of money at interest or otherwise from any person or persons, local authority or Government and advance, lend or deposit any such money or other moneys of the Company for the time being on such security or otherwise as the company may deem expedient. But the Company shall not do any business as defined in Banking Regulation Act, 1949.
25. 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 or debenture stock perpetual or otherwise, charged upon all or any of the company's property (both present and future including its uncalled capital and purchase, redeem and payoff any such securities.) subject to provisions of the Act and directions of RBI.
26. To draw, make, accept, discount, execute and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments of securities.
27. To acquire any movable or immovable property which the Company may think it desirable to acquire by way of investments or with a view to re-sale or otherwise may come into the possession of the Company may think it desirable to acquire by way of investment or with a view to resale or otherwise.
28. To manage, sell and realise any property which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims.
29. To acquire and hold and generally deal with any property or any rights, title or interest in any such property which may from the security or part of the security for any loan or advances or which may be connected with any such security.
30. To undertake and execute any trust, undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
31. To establish and support or aid in the establishment and support of association institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons to grant pensions and allowances and make payment towards insurance, to subscribe to or guarantee moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
32. To acquire, construct, maintain and later any building or works necessary or convenient for the purposes of the Company.
33. To sell, improve, manage and develop, exchange, lease mortgage dispose of or turn into account or otherwise deal with all or any part of the property and rights of the Company.



34. To acquire and undertake the whole or any part of the business of any person or Company, when such business is of a nature enumerated or described in this subsection.
35. To establish, create and maintain provident fund, depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalisation fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
36. To amalgamate with any other company having objects altogether or in part similar to those of this company.
37. To enter into treaties and working arrangements of all kinds with other Companies, Corporations, Associations, firms or persons and also to make or carry into effect arrangements with respect to union of interests or amalgamation either whole or in part with any other companies, corporations, firms or persons.
38. To insure the property of the Company either by insurance effected within the Company itself as insurers or otherwise.
39. To distribute any of the property of the Company in specie among the members Subject to provisions of the Companies Act, in the event of winding up.
40. To accumulate moneys for any of the Company's assets to specific purposes, either conditionally or unconditionally and to admit any class or section of those who insure or have any dealings with the Company to any share in the profits thereof or in the profits of any particular branch of the Company's business or to any other special rights, privileges, advantages or benefits.
41. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payment towards insurance, to make donations to such persons in such cases as may seem expedient and to subscribe for any purposes whether charitable or benevolent or for any public general or useful object.
42. To open Banking accounts and draw, make, accept, endorse, discount and execute cheques, promissory notes, bills of exchange, charter parties, bills of lading, hundies, warrants, debentures and other negotiable or transferable instruments.
43. To enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concession amalgamation or co-operation with any person or persons, corporation or company on or about to carry on or engaged in any business of transaction capable of being conducted so as directly or indirectly to benefit the company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidiaries or otherwise assist any such Company, and to sell, hold, re-issue with or without guarantee or otherwise deal with such cash or securities and to form, constitute or promote 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 purpose which may seem directly calculated to benefit the company.

44. To remunerate any person or company in cash or otherwise howsoever for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures or other securities of the company, and to adopt, become bound by and carry into effect, any agreement or arrangement which may have been entered into for or on behalf of the Company.
  45. To appoint Agents and Manager and constitute branches or agencies of the Company in any part of the world and conduct business through such agencies or branches.
  46. To pay all or any of the costs charges and expenses preliminary and incidental to the formation, establishment and registration of the Company.
  47. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whomsoever whether incorporated or not incorporated.
  48. To buy, sell, import, export, prepare for market and deal in merchandise of all kinds and generally to carry on business as merchants, importers and exporters.
  49. To develop the resources of and turn to account any lands and any rights over or connected with land and buildings belonging to or in which the Company is interested and in particular by clearing, draining, fencing, planting, cultivating, building, improving, reclaiming, farming, irrigating and establishing towns, villages and settlements.
- 4<sup>th</sup> The liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5<sup>th</sup> The Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each.



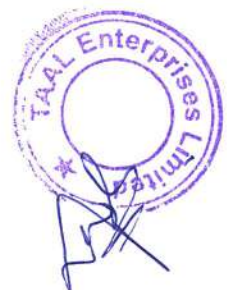


6<sup>th</sup> We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names –

Sr. No.	Names, Address, Description and occupation of Subscribers	Number of Equity Shares Subscribed	Signature of Subscribers	Names, Address, Description and Signature of Witnesses
1.	<p>Taneja Aerospace and Aviation Limited  <b>CIN:</b> L62200TZ1988PLC014460  <b>Reg. Office:</b>                      Belagondapalli Village, Thally Road,                      Denkanikottai Taluk, Krishnagiri District,                      Belagondapalli - 635114, Tamil Nadu  <b>Represented and subscribed through</b>  <b>Name :</b> Salil Taneja                      S/o Baldev Raj Taneja  <b>Address :</b> 3, Kasturba Samadhi Road                      Off Nagar Road, Near Aga Khan Palace,                      Pune - 411006  <b>Occupation:</b> Service in Private Sector  <b>DIN:</b> 00328668                      [ON THE STRENGTH OF BOARD                      RESOLUTION DATED MAY 28, 2014]                      COPY ENCLOSED</p>	<p>49,994                      (Forty-                      Nine                      Thousand                      Nine                      Hundred                      Ninety                      Four)</p>	Sd/-	<p>Sd/-                      Nilesh N Jain                      S/o Nirmal Kumar Jain                      Address : Tower 31, Flat No. 805, Amanora Park Town, Hadapsar-Kharadi Bypass,                      Pune - 411 028                      Occupation : Service (Company Secretary), Membership No.- FCS - 5113</p>
2.	<p>Ramesh Kumar Rathi                      (Nominee of Taneja Aerospace and                      Aviation Limited)                      Son of Laxmi Kumar Rathi  <b>Address:</b>                      D – 1/601, Lunkad Gold Coast, Viman                      Nagar, Pune - 411 014  <b>Occupation:</b> Service in Private Sector  <b>PAN :</b> AANPR5327A</p>	<p>1                      (One)</p>	Sd/-	



Sr. No	Names, Address, Description and occupation of Subscribers	Number of Equity Shares Subscribed	Signature of Subscribers	Names, Address, Description and Signature of Witnesses
3.	<p>Rajashree Mahajan (Nominee of Taneja Aerospace and Aviation Limited) Wife of Chandra Shekhar V Mahajan</p> <p><b>Address:</b> S 1, Bilvapuri Society, 1294 (B), Sadashiv Peth, Pune - 411 030</p> <p><b>Occupation:</b> Service in Private Sector</p> <p><b>PAN :</b> AIYPM1527C</p>	1 (One)	Sd/-	<p>Sd/- Nilesh N Jain S/o Nirmal Kumar Jain Address : Tower 31, Flat No. 805, Amanora Park Town, Hadapsar-Kharadi Bypass, Pune - 411 028 Occupation : Service (Company Secretary), Membership No.- FCS - 5113</p>
4.	<p>Pandurang D Ubhe (Nominee of Taneja Aerospace and Aviation Limited) Son of Dhondiba Krishna Ubhe</p> <p><b>Address:</b> A - 210, Akashdeep, Opp. Muktai Garden, Dhayari, Sinhagad Road Pune - 411 041</p> <p><b>Occupation:</b> Service in Private Sector</p> <p><b>PAN :</b> AABPU7567K</p>	1 (One)	Sd/-	



Sr. No.	Names, Address, Description and occupation of Subscribers	Number of Equity Shares Subscribed	Signature of Subscribers	Names, Address, Description and Signature of Witnesses
5.	<p>Dilip Bhansali (Nominee of Taneja Aerospace and Aviation Limited) Son of Ambarchand Bhansali <b>Address:</b> 6B, Satyabodh Co-operative Housing Society, Sunderbag Colony, Pune - 411 012 <b>Occupation:</b> Service in Private Sector  <b>PAN :</b> AAQPB4056R</p>	1 (One)	Sd/-	<p>Sd/- Nilesh N Jain S/o Nirmal Kumar Jain Address : Tower 31, Flat No. 805, Amanora Park Town, Hadapsar-Kharadi Bypass, Pune - 411 028 Occupation : Service (Company Secretary), Membership No.- FCS - 5113</p>
6.	<p>Priya Nair (Nominee of Taneja Aerospace and Aviation Limited) Daughter of K.P.Srikumar Nair <b>Address:</b> C - 4, Mantri Niketan, Dapodi, Pune - 411 012 <b>Occupation:</b> Service in Private Sector  <b>PAN :</b> ADAPN6146K</p>	1 (One)	Sd/-	



Sr. No.	Names, Address, Description and occupation of Subscribers	Number of Equity Shares Subscribed	Signature of Subscribers	Names, Address, Description and Signature of Witnesses
7.	<p>Shrihari Rana (Nominee of Taneja Aerospace and Aviation Limited) Son of Pratap Rana</p> <p><b>Address:</b> B – 18/1, Rajmudra Co-op Housing Society, Dhankawadi, Pune - 411 043</p> <p><b>Occupation:</b> Service in Private Sector</p> <p><b>PAN :</b> AMDPR2412C</p>	<p>1 (One)</p>	Sd/-	<p>Sd/- Nilesh N Jain S/o Nirmal Kumar Jain Address : Tower 31, Flat No. 805, Amanora Park Town, Hadapsar-Kharadi Bypass, Pune – 411 028 Occupation : Service (Company Secretary), Membership No.- FCS - 5113</p>
	<b>Total</b>	50,000 (Fifty Thousand)		

Place: Pune

Dated this 3<sup>rd</sup> day of June 2014

I witness to the subscribers who have subscribed and signed in my presence on June 3, 2014 at Pune. Further I have verified their identity details viz Passport, ID Card, Aadhar Card, Driving License, PAN Card for their identification and satisfied myself of their identification particulars as filed in.

