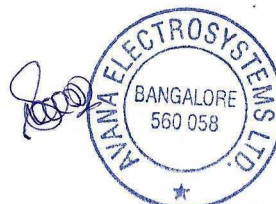


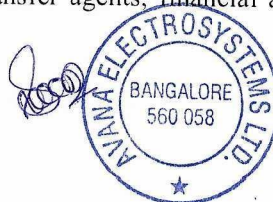
MEMORANDUM OF ASSOCIATION
OF
AVANA ELECTROSYSTEMS PRIVATE LIMITED
(Company Limited by Shares)
INCORPORATED UNDER THE COMPANIES ACT, 1956

- I. The name of the Company is AVANA ELECTROSYSTEMS PRIVATE LIMITED**
- 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) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 1. To carry on the business of manufacturers of and Dealers in various types of electronic products, switchgear products, circuit breakers, relay, control & protection panels, electric distribution boards, electronic meters, transformers, raw materials, assemblies, spares, accessories, consumables, disposables, tools, testing equipments, measuring instruments, telecommunication products, satellite products, information technology products, substation, automation products, SCADA, energy saving equipments, battery chargers, current transformers, power transformers and of every kind which will be required for the business of the company.
 2. To design, develop, manufacture, process, compile, render technical know-how, information and services concerning industrial, commercial, scientific knowledge and to compile, make available render, advice, assist in the field of Electronics, mechanical, engineering, marketing, economic and research and also to render services and know-how to system and management relating to electronics, electrical, mechanical, optical, data processing and computer science.
 3. To carry on the business of importers, exporters, distributors, consignors, traders, whole sellers, holders, stockiest, dealers, purchasers, inventors, buyers, sellers, retailers, suppliers, re-packers, indentors, preservers, manufacturers, assemblers, agents, sub-agents, brokers, concessionaires, packers, movers, designers, or otherwise deal in all kinds of electronic, hardware, electro-mechanical and electrical components, semi-conductors, capacitors, transformers, controllers, spares, parts, integrated circuits, chips, devices, gadgets, systems, equipments, accessories, peripherals, products, processors.



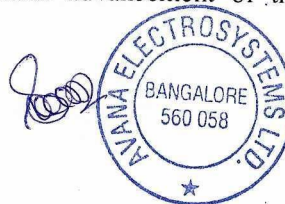
(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS SPECIFIED UNDER (A) ABOVE ARE:

- 1) Subject to the provision of the Companies Act, 1956 to take part in the Management supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any directors, accountants, or other experts of agents or officers.
- 2) To employ experts to investigate and examine into the conditions, prospects value characters and the circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- 3) To obtain the grant of purchase or otherwise acquire any concessions, contracts, rights, patents, inventions, privileges, exclusive or otherwise, authorities, monopolies, undertakings or business or any right of option in relation thereto and to perform and fulfill their terms and conditions thereof and to carry the same into effect, operate there under, develop and turn to account, maintain or sell dispose of and deal with the same.
- 4) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may see conducive to the Company 's objectives or any of them and to obtain from such government or authority any rights privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5) To act as agents for any government or other authority and for public and private bodies or persons.
- 6) To form, constitute, promote, subsidize, organize and assist or aid in forming promoting, subsidizing, organizing, or adding companies syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or advancing directly or indirectly the objects thereof, or for any other purpose which this Company may think expedient, and to acquire and hold shares, stocks or securities issued by or other obligations of any such Company, and to sell or otherwise deal with the same.
- 7) To be interested in, promote and to undertake the formation and establishment of such institutions, businesses, companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company, and to carry on any other industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection 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.
- 8) To amalgamate with any other Company whose objects are or include objects similar to those of the Company, whether by sale or purchase (fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other Company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- 9) To take part in the formulation, of any Company or undertaking and for that purpose to act as an issue house, registrars and share transfer agents, financial advisers, or in any



other capacity and to appoint and remunerate any directors, administrators or accountants or other experts or other agents.

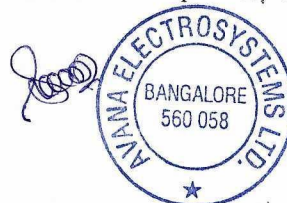
- 10) To guarantee or become liable for the payment of money, debentures, Debenture stocks, bonds or securities, or for the performance of any obligations.
- 11) To purchase, take on lease or in exchange or otherwise acquire, improve, Manage, cultivate, work, sell, exchange, surrender, lease, mortgage, change, convey, turn to account, dispose of and deal with movable and immovable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, debentures, produce, concessions, options, contracts, patents, licenses, machinery, plant, stock-in-trade, business concerns and undertakings and claims, privileges, concessions and choose in action of all kinds, to construct buildings on any land belonging to or in which the Company is interested.
- 12) To remunerate any person or Company for services rendered or to be rendered on or about the formation or promotion of the Company or the conduct of its business.
- 13) To create any depreciation fund, reserve fund, insurance fund or any other fund for depreciation, repairing, improving maintaining or extending any property of the Company or for any other purpose conducive to the interests of the Company.
- 14) To allot shares to directors and employees as sweat equity which may be either partly paid or fully paid, for cash or consideration other than cash or both, either fully treated and or accounted as paid or the calls of which may be deferred over a period of time.
- 15) To allot shares or stocks or give options to employees on the basis of any Employee Stock Option Scheme either for cash or in consideration other than cash, at a premium or discount subject to provisions of law if any applicable and to do all acts which are incidental for implementation of such schemes in accordance with the applicable provisions of the Companies Act, 1956.
- 16) To provide for the welfare of the Directors, employees, ex-Directors and ex-employees of the company, their spouses and their families or the dependents by building of or contributing to the building of houses, dwellings, construct and develop residential or industrial colonies, offer housing schemes, housing subsidies, housing loans, guarantee for the housing loans, educational loans, advance moneys for the said objectives, motivate and retain employees through offers such as performance based incentives, stock-options, management options, grant moneys by way of Persians, allowances, bonus or other payments or by creating and from to time subscribing or contributing to provident, superannuation, gratuity or other funds, or trusts and by providing or subscribing or contributing towards recreation, medical facilities, education, advancement of skills, and other assistance as the company shall think fit and to subscribe or contribute or otherwise to assist to guarantee money to charitable, benevolent, religious, scientific, national or other institutions and objects, which shall have any moral or other claim to support or aid by the company, otherwise by reasons of locality of operation or public and general utility or otherwise for general advancement of the employees of the company.



- 17) To place, to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the Company may think fit, moneys accrued in respect of dividends on forfeited shares or from unclaimed dividends and to distribute any of the property of the Company among the members in specie or kind on the Company being wound up.
- 18) To pay all expenses preliminary or incidental to the promotion, formation and Registration of the Company.

(C) OTHER OBJECTS: Not included under (A) or (B) above are:

1. To render technical assistance and services including maintenance in connection with the use, purchase, purchase, sale, import, export, lease or distribution, license, design, manufacture of any electronic, electromechanical & electrical products, machines, apparatus, appliances, systems, components and programme products.
2. To Manufacture, Develop, Export, Import, Deal, Buy, Sell, Distribute, Exchange, Commission, Install, Service, Commission, Train, Repair, Maintain, Lease, Hire all kinds of networking products, communication systems, memory media, processing systems, computers, computer peripherals, office automation machines, data processing systems, information systems, multi-media products, data transmission media products, assemblies, sub-assemblies of electronic products.
3. To act as Consulting Engineers, Technical Advisers, Mechanical Experts, Technicians, Specialists and Consultants in all branches of Engineering Improvements required in any industry, Trade of Commerce or Business and to organise, conduct or manage Engineering or workshops on the related fields.
4. To render technical assistance and services including maintenance in connection with the use, purchase, purchase, sale, import, export, lease or distribution, license, design, manufacture of any electronic, electromechanical & electrical products, machines, apparatus, appliances, systems, components and programme products.
5. To carry on the business Consultants and contractors for the electrical and lighting projects and products.
6. To carry on business of manufacturers of and dealers in all kinds of electrical machinery and electrical apparatus for any purpose and to manufacture, sell, supply and deal in accumulators, lamps, meters, engines, dynamos, batteries telephonic, telegraphic or telecommunication apparatus of any kind and manufacturers of and dealers in scientific instruments of any kind.
7. To carry on the business of fabricators and re-rollers of all types of ferrous and non-ferrous metals, manufacturers of steel strips, steel pressed sections tubes, pipes and bolts, hinges, tower bolts, roofing nails, pad bolts, door shutters, nuts, buckets, karais, gate channels, sanitary fittings, wires, wire-knittings, wire ropes, hardware fitting of all kinds, cutting and hand tools.
8. To carry on the business of manufacturers, merchants, importers, exporters, maintainers, hirers, processors, engineers, consultants, dealers and agents in all kinds of electrical, electronic, mechanical and optical appliances and apparatuses of every description including lighting, radio, television, telecommunication requisites, radars, computers,

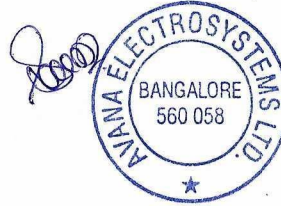


business machines and their components including valves, transistors, resistors, condensers, coils, motors, generators and their requisites, components and stores of all kinds and descriptions.

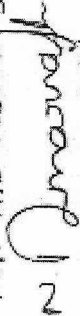
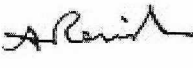
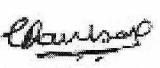
9. To carry on the business of transaction processing in India and abroad including, but not limited to, engineering support services, data conversion, remote online technical, managerial support and back office.

IV. The Liability of the members is limited.

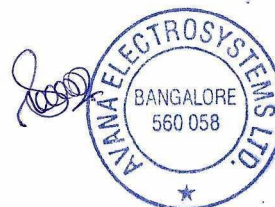
V. The Authorised Share Capital of the Company is Rs. 20,00,000/- (Rupees Twenty Lakhs Only) divided into 2,00,000 (Two Lakhs Only) Equity Shares of Rs. 10/- (Rupees Hundred Only) each.



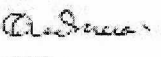
We the several persons, whose names and addresses are subscribed hereunder, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively, agree to take the number of shares in the Capital of the Company indicated against our respective names:

SL No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the Witness
01	KONDAHALLI NAGARAJ GREENATH S/O. NAGARAJ KONDAHALLI RANGANARASIMHIAH NO. 87, ANNAPDOORNESHWARI LAYOUT KENGGERI BANGALORE - 560 060 SIGNATURE:  OCCUPATION: BUSINESS	30,000	(WITNESS FOR THE ABOVE SUBSCRIBERS)  N. ANANTHARAMAIAH S/O. N. ANANTHARAMAIAH NO. 16, D FLOOR, CHURCH ROAD, BASAVANAGUDA, BANGALORE - 560 004 OCCUPATION: CHARTERED ACCOUNTANT
02	PANISH ANANTHARAM -IAIAH S/O. ANANTHARAMAIAH HASAN KOMARAIAH NO. 61, SMARAN JYOTHI APARTMENTS 10TH MAIN, SAMPIGOL LAYOUT BANGALORE - 560 079 SIGNATURE:  OCCUPATION: BUSINESS	30,000	
03	GURURAJ DAMBAL S/O. PRABHAKAR DAMBAL 2812, 14TH B MAIN ROAD RPC LAYOUT, BINNIPETE BANGALORE - 560 040 SIGNATURE:  OCCUPATION: BUSINESS	30,000	
		90,000	

Dated this 06TH JULY, 2010 at Bangalore



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 indicated against our respective names:

SL No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the Witness
4	SANJEEV KUMAR NALAWAR S/O. VISHNUKANT NALAWAR No. 30, 2ND FLOOR, 5TH CROSS, AZADNAGAR BANGALORE-560018 SIGNATURE:  OCCUPATION: BUSINESS	20,000	(WITNESS FOR THE ABOVE SUBSCRIBERS) N. ANANTH N. ANANTH S/O. N. ANANTH NO. 16, II FLOOR, CHURCH ROAD, BASAVANAGUDI, BANGALORE - 560 004 OCCUPATION: CHARTERED ACCOUNTANT
5	VINOD KUMAR SAMPATH KUMAR S/o. SAMPATH KUMAR KULASHEKARA NAIDU. 12, CHUDENAPUR MEENAKSHI LAYOUT HOUSES, KENGERI TOWN BANGALORE-560060 SIGNATURE:  OCCUPATION: BUSINESS	20,000	
6	SHANMUGARAT RAMARAT S/o. RAMRAT KRISHNARAT 126E, SIDDANA HOSAHALLI, MADAVARA POST, BANGALORE-562122 SIGNATURE:  OCCUPATION: BUSINESS	20,000	
7	CHANDRASENA KUDUR SRINIVASA RAO S/o. SRINIVASA RAO KUDUR - No. 488, 11TH CROSS, 8TH MAIN J-P NAGAR, 2ND PHASE BANGALORE - 560078 SIGNATURE:  OCCUPATION: BUSINESS.	30,000	
		90,000	
		1,80,000	

(ONE LAKH EIGHTY SHARES ONLY)

Dated this 06TH JULY, 2010 at Bangalore

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