

MEMORANDUM OF ASSOCIATION ¹
OF
LEAPFROG ENGINEERING SERVICES LIMITED
(Incorporated under the Companies Act, 1956)
A COMPANY LIMITED BY SHARES

1st ****The name of the Company is LEAPFROG ENGINEERING SERVICES LIMITED.**

2nd The Registered Office of the Company will be situated in the State of **KARNATAKA.**

3rd * **(a) The objects to be pursued by the company on its incorporation are: -**

1. To provide consultancy and application development services in Engineering Design, Architectural Design, GIS (Geographic Information System), ITES (IT Enabled Services).

2. To undertake the business of Engineering contracting, Electrical & Instrumentation including building management systems, contracting, procuring & supply of materials, erection & installation and such other activities incidental and ancillary to the contracting work.

"CERTIFIED TRUE COPY"

For Leapfrog Engineering Services Limited



PRABHAV NARASIMHA RAO

MANAGING DIRECTOR

DIN: 02277473

Date: 19th December, 2024

***Clause 3rd of the Memorandum of Association is amended by deleting Clause III (C) - Other Objects vide Extraordinary General Meeting dated 26th February, 2024 through Special resolution passed by the shareholders.**

**** Clause 1st of the Memorandum of Association is amended by deleting the word "Private" vide Extraordinary General Meeting dated 13th March, 2024 through Special Resolution passed by the Shareholders.**

¹ Memorandum of Association is altered in accordance with the Table - A of Schedule I of the Companies Act, 2013 vide special resolution passed at the Extraordinary General Meeting held on 19th December, 2024.

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

1. To buy, import and deal in plant, implements, conveniences, provisions and things capable of being used with the operations of the company or required by the workmen and others employed by the company.
2. The company may accept shares in lieu of debts owed to it by any persons or business entities for any services rendered or products supplied by the company to such persons or business entities.
3. To purchase or otherwise acquired and undertake the whole or any part of the business property, rights and liabilities of any person, firm or companies, carrying on any business which this Company is authorised to carry on, to purchase, acquire and sell property, shares, debentures of any such persons, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
4. To utilise and exploit the result of scientific research developed by the company and to apply for, purchase or otherwise acquire any patent, patent right, copyright, trade marks, formulae, lease, concessions, conferring any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem directly or indirectly to benefit the company; and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired.
5. To acquire and takeover business or undertaking carried on in connection with any land or building which the Company may desire to acquire or become interested in and the whole or any of the asset and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto or otherwise deal with the same as may seem expedient.

"CERTIFIED TRUE COPY"

For Leapfrog Engineering Services Limited



PRABHAV NARASIMHA RAO

MANAGING DIRECTOR

DIN: 02277473

Date : 19th December, 2024

6. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company of for any other purpose which may directly or indirectly benefit the company.

7. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation joint-venture, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or be engaged in business or transaction carried on or otherwise assist any such person or Company and to take or otherwise acquire shares and securities or any such company and to hold, sell or otherwise deal with the same.

8. To apply to the Government, public bodies, urban, local municipal, district and other bodies, co-operations, companies or other persons for and to accept grants of money, equipment, land buildings, donations, gifts, subscription and other assistance with the view to promote the objects of the Company and to confirm any proper conditions on which such grants and other payments may be received.

9. To enter into any contract or arrangement with any Government or authority, 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, privilege and concessions.

10. To invest and deal with money of the company, not immediately required in such manner as may from time to time, be thought fit subject to provisions of the Act.

11. To lend money either with or without security to any person or company on such terms as may seem expedient and in particulars to customers and others having dealings with the Company and to guarantee the performance of any contracts by any such person, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

12. To promote and form and to be interested in and take hold of and dispose of shares in other companies having similar objects for all or any of the objects mentioned in the Memorandum or otherwise assist any such company.

"CERTIFIED TRUE COPY"
For Leapfrog Engineering Services Limited

PRABHAV NARASIMHA RAO
MANAGING DIRECTOR

DIN: 02277473

Date : 19th December, 2024

13. To pay out of the funds of the Company all expenses of and incidental to the promotion, formation, organization, registration, advertisements and establishments of the Company and the issue and subscription of shares or loan capital including brokerage and/or commission in respect thereof and all expenses attending the issue or any circular or notice and printing, stamping, circulation of proxies and forms to be filled up by the members of the Company.

14. To insure any of the properties, undertakings, contracts, risks or obligations of the company in any manner whatsoever.

15. To establish and suggest or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees, or ex-employees of the company or its predecessors in business or dependents or connection of such persons to grant pensions or allowances and make payments towards insurance and to support, subscribe, contribute to or otherwise assist any charitable, benevolent, religious, scientific, national, or any other institutions, associations, organizations, object or purpose or for any exhibition and without prejudice to the generality of the foregoing provision and in furtherance thereof the directors may give such aid, support or assistance to such individuals and bodies (incorporate or unincorporated) including in particular :

- a) grants of loan without or at interest and without or with such security and repayable in installments, and
- b) grants or contribution towards maintenance of support to any individual or body.

16. To adopt such means of promotion of the business of the Company as may seem expedient and in particular by advertising to the press by circulars, posters, by purchase and exhibition of works of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations (including donations to any fund or charitable or public purposes).

"CERTIFIED TRUE COPY"

For Leapfrog Engineering Services Limited



PRABHAV NARASIMHA RAO
MANAGING DIRECTOR

DIN: 02277473

Date : 19th December, 2024

17. To arrange for the marketing in India and abroad and sale of the products of the company and purchase of goods and articles as are necessary for carrying on the business of the company and, for that purpose either to establish its own shops, agencies, or marketing organisations or to appoint selling or buying agents or distributors or both in any place in or outside India and to allot, specify, alter or modify their areas of operation of the terms and conditions of their appointment and to pay remuneration to such selling agents or buying agents or distributors or both by way of such commission or in such other manner as the company may deem fit.

18. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purposes of enabling the company to carry on the business more efficiently and to discontinue and reconstitute any such branches or agencies.

19. To collaborate with Indian or foreign firms for acquiring or offering the technical know-how, or to employ on a contract technicians or experts or advisors on a contract basis or otherwise and to loan on suitable terms in Company's technicians, experts, and to send out Company's men to foreign countries for further training.

20. To acquire, buy, purchase, lease, or otherwise, acquire, hold sell, exchange, grant and dispose of lands, buildings, offices, shops, warehouses, laboratories, garages, and premises of every description, mortgages, charges, grants, concessions, leases, contracts, policies, book-debts, and claims and any interest in any moveable or immovable property and any claim against such property.

21. To purchase, take on lease or in exchange or otherwise acquire, sell, rent out or lease or give on lease and license any lands of any tenure or description and buildings or parts of buildings interest in any rights over or connected with any such lands, buildings, structures.

22. To pay for any properties, rights or privileges acquired by this company either in shares of this company or party in shares and partly in cash or otherwise and to give shares of the company in exchanges for shares of any other company.

"CERTIFIED TRUE COPY"

For Leapfrog Engineering Services Limited



PRABHAV NARASIMHA RAO
MANAGING DIRECTOR

DIN: 02277473

Date : 19th December, 2024

23. To sell, issue mortgage, surrender, abandon and in any other, manner deal with or dispose of the undertaking or property of the company or any part thereof for such consideration or as the company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the company.

24. To sell, improve, manage exchange, lease, mortgage, enfranchise, dispose of, and turn to account or otherwise deal with all or any part of the property and rights of the Company.

25. To amalgamate with any other company having objects altogether or in part similar to those of this Company.

26. To enter into any partnership or into any arrangement.

27. To procure recognition of the company in any country or place outside India.

28. To open and operate any type of bank accounts with the Bank and obtain credit facilities with or without securities for its business.

29. To draw, make, issue, endorse, negotiate, execute, or discount, bills of exchange, cheques, promissory notes, drafts, clean bills, hundies, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments or documents of title and to buy or sell or deal in the same, subject to the Banking Regulation Act, 1949 but shall not carry on banking business as defined under the Banking regulation Act, 1949.

30. To purchase, take on lease or in exchange, hire or otherwise acquire any movable and immovable property, any rights or privileges which the Company may think necessary or convenient for the purpose of its business and particularly any lands, buildings and metalliferous lands and any interest therein, stock-in-trade, rolling stock wherever warehouses and offices are situated.

"CERTIFIED TRUE COPY"

For **Leapfrog Engineering Services Limited**



PRABHAV NARASIMHA RAO
MANAGING DIRECTOR

DIN: 02277473

Date : 19th December, 2024

31. To invest Company's surplus funds in shares, stocks, debentures, debenture stocks, bonds obligations or securities by original subscription, tender purchase exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

32. Subject to provisions of the Companies Act, 2013 to place to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at premium by the Company.

33. Subject to the provisions of the Companies Act, 2013, to distribute any of the property of the Company amongst the members in specie or in kind in case of winding up of the Company.

34. To make gifts or grant bonuses to the Directors or any other person who are or have been in the employment of the Company and to provide for the welfare of persons in the employment of the company or formerly in its employment of the widows and children of such persons and dependent upon them by granting money or pensions, making payment towards insurance or by instituting a pension scheme, pension schemes, providing schools residing rooms places of recreation, subscribing to sick or benefit clubs, hospitals and other institutions or societies or otherwise as the company shall think fit and to make donations, contributions, grants or subscriptions to such persons or objects for such purposes and in such cases as may seem expedient.

"CERTIFIED TRUE COPY"

For Leapfrog Engineering Services Limited



PRABHAV NARASIMHA RAO

MANAGING DIRECTOR

DIN: 02277473

Date : 19th December, 2024

4th The liability of the members is limited.

5th ***The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 17,00,00,000 Equity Shares of Re. 1 (Rupee One Only) each.

"CERTIFIED TRUE COPY"

For Leapfrog Engineering Services Limited



PRABHAV NARASIMHA RAO
MANAGING DIRECTOR

DIN: 02277473

Date : 19th December, 2024

**Clause 5th of the Memorandum of Association is amended vide Extraordinary General Meeting dated 26th February, 2024 through Ordinary resolution passed by the shareholders.*

*** Clause 5th of the Memorandum of Association is amended by sub-dividing the Face Value of the Equity Shares from face value Rs. 10/- each to Face value Re. 1/- each vide Extraordinary General Meeting dated 05th August, 2024 through Ordinary resolution passed by the shareholders.*

**** Clause 5th of the Memorandum of Association is amended by increasing Authorised Share Capital from Rs. 15,00,00,000/- to Rs. 17,00,00,000/- vide Extraordinary General Meeting dated 21st October, 2024 through Ordinary resolution passed by the shareholders.*

6th 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 numbers of shares in the capital of the company set against our respective names:

Names, addresses, descriptions and occupations of the subscribers.	No of Shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
<p>1) PRABHAV N RAO</p> <p>S/O LATE B NARASIMHA RAO NO. 11, FLAT # 101, SHANTI PARK APARTMENTS, JAYANAGAR 9TH BLOCK, BANGALORE - 560 069 BUSINESS</p>	5000	SD/-	
<p>2) PRIYASHAILA P RAO</p> <p>W/O PRABHAV N RAO NO. 11, FLAT # 101, SHANTI PARK APARTMENTS, JAYANAGAR 9TH BLOCK, BANGALORE - 560 069 BUSINESS</p>	5000	SD/-	<p>SD/-</p> <p>P VENKATESH BABU</p> <p>S/O P. PRASANNA GUPTA No 93/1, II FLOOR, 7TH CROSS, III MAIN, CHAMARAJPET, BANGALORE - 560 018 CHARTERED ACCOUNTANT</p>
<p>TOTAL</p>	<p>10000</p> <p>(TEN THOUSAND ONLY)</p>		

Date: 18.04.2005
Place: BANGALORE

"CERTIFIED TRUE COPY"
For Leapfrog Engineering Services Limited




PRABHAV NARASIMHA RAO
MANAGING DIRECTOR

DIN: 02277473
Date: 19th December, 2024