

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
AUSTERE SYSTEMS LIMITED**

- I. The Name of the Company **AUSTERE SYSTEMS LIMITED**.
- II. The Registered Office of the Company is situated in the state of Maharashtra.
- III. The objects for which the Company is established are :-
- (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of software development, software as a service (SAAS), mobile application development, Information Technology database, IT enabled service, training and development, web development, web and portal operations, ecommerce platform, ERP and MIS solutions, data and document storage and to act as resellers in software and products and to engage in business process outsourcing, knowledge management solution, IT consulting advisory services.
2. To Manufacture, purchase, import, export, trade, supply of chemicals, fertilizers, pesticides laboratory apparatus and testing equipment either independently or jointly in partnership or on agency or sub contract basis with or on behalf of any individual, firm body corporate, association or society Central or State Government or any local authority and to provide all sorts of consultancy services related to above mentioned item works within and outside India.
3. To carry on the business of fabricators. architects. civil engineers, soil tester, water tester and undertake any commercial, college, industrial project either independently or jointly in partnership or an agency or sub contract basis with or on behalf of any individual, firm body corporate, association or society, Central or State Government or any local authority and to provide all or of consultancy services related to architecture or soil testing or water testing works within and outside India.
4. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on wholesale as well as on retail basis in India or elsewhere.
5. To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.
6. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
7. *To deliver customized solutions that leverage the latest advancements in Artificial Intelligence and Machine Learning based Software & hardware solutions to engage in application development ,knowledge management solution. IT consulting advisory services in Service based or product based industry.

**Part A of Clause III containing the "Main objects" be and is hereby altered by adding Clause no. 7 after the existing Clause Nos. 1 to 6, consequent to shareholders' approval in their meeting held on 24th August 2024.*

For Austere Systems Limited


Director

For Austere Systems Limited


Director

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

1. To acquire property or rights, which the company may think necessary or convenient for its business.
2. To buy, sell and deal in article and things of all kinds which may be required for the purpose of or commonly dealt in by persons engaged in any such business or required by workmen and others employed by the company.
3. To sell, exchange, lease grant license and other rights over or otherwise deal in or dispose of all or any part of the property of the company for such consideration as may be thought fit.
4. To distribute any property of the company amongst members of the company in specie.
5. To construct, maintain or alter any buildings or works necessary and convenient for the purpose of the company.
6. To acquire and carry on the business or manage the affairs of the company or firm which has defaulted in discharging its financial commitments/ obligations to the company.
7. To indemnify, where required, while carrying on the business of the company.
8. To pay for all costs, charges, expenses of and incidental to the promotion and formation, registration and establishment of the company.
9. To adopt all or any pre-incorporation contracts, agreements or arrangements entered into or made by the promoter(s) prior to the incorporation of the company.
10. To provide for the welfare of the directors, officers, employees, ex-directors, ex-officers and ex-employees of the company and the spouses, widows, widowers and families or dependents of such persons by building or contribution to the building of houses by grants of money, pensions, allowances, Bonuses or other payments like free medical facilities, contribution to family group insurance schemes and or by any other means as the company shall think fit.
11. To make advances upon or for the purposes of purchasing materials, goods, rights, technology, Information software, stores, and other articles required by the company.
12. To lend, advance or guarantee to anyone with or without security on such terms and conditions as may be deemed proper, but not to do banking business as defined by the Banking Regulation Act, 1949.
13. To invest in, hold, dispose or bonds or securities floated by any company, state or Central Government. Further to invest and deal with the money of the company not immediately required in such manner as may from time to time be determined and to vary such investments including granting of share capital, debentures, bonds, stock options, guarantees, movable or immovable properties and equipment machinery, patents, other rights and to advance, lend money, securities, and properties and provide guarantees, to any undertaking, body corporate, firm, person or association with or without securities, whether having dealings with the company or not, on such terms and conditions, as may seem expedient.
14. To make draw accept, endorse, discount, buy, sell, and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
15. To guaranty where required for the purposes of pursuing the company's objects, directly or indirectly on such terms and conditions as may be mutually agreed upon, or deemed to be fair and reasonable.
16. To borrow or raise loans or overdraft or advances, cash credit, term loans, clean overdraft, financial assistance for the purpose of meeting working capital requirements, with or without security, from Banks or financial institutions or others.
17. To create, modify or satisfy charge on the uncalled capitals or the calls made and due.'

For Austere Systems Limited



Director

For Austere Systems Limited



Director

18. To mortgage, hypothecate, pledge or create charge on any of the assets or properties of the company whether movable or immovable present or future including uncalled capital.
 19. To issue bonds and debentures, redeemable or convertible, secured or unsecured and to create a trust for the purpose of securing such issue.
 20. To enter into any arrangement for joint ventures or collaboration with any individual, firm, agency or company in India or abroad.
 21. To open account with any bank or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable of all types and to buy and sell the same.
 22. To train or apply for training in India or abroad of any member or any of the company's employees, directors or any other candidates in the interest of or for the furtherance of the company's business.
 23. To apply for, tender, purchase, acquire any contracts, decrees or any concessions.
 24. To enter into any arrangements with the Government or Authority Supreme, municipal, local or otherwise or any person or company that may seem conducive to the Objects of the Company or any of them and to obtain from any such Government Authority, persons or company any rights, privileges, Charters, concessions, which the Company may seem fit and desirable to obtain to carry out, exercise and comply therewith.
- IV. 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.
- V. ****The Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One crore and twenty five lakh) equity shares of ₹ 10/- each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.**

***Alteration in Clause V, consequent to shareholders' approval upon increase in Authorised Share Capital of company, in their meeting held on 24th August 2024.*

For Austere Systems Limited



Director


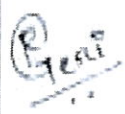

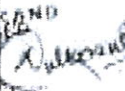


For Austere Systems Limited




Director


VIth

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.

S. No	NAME AND ADDRESS, DESCRIPTION, OCCUPATION AND ADDRESS OF EACH SUBSCRIBER	NO. AND TYPE OF SHARE TO BE HELD	SIGNATURE OF THE SUBSCRIBER	NAME AND ADDRESS, DESCRIPTION, OCCUPATION AND ADDRESS OF WITNESS
1	 1/10 Rahul Gajanan Teni, Flat No. 4, Pratham, 205, Plot no. 411, Sector-27, Pradhikaran, Pune - 411011, Occupation, Business	EQUITY 3333 (THREE THOUSAND THREE HUNDRED THIRTY THREE)		I witness to subscribers who have subscribed & signed in my presence or in the presence of others at Pune. Further I have verified their identity details for their identification & satisfied myself of their identification particulars as filed in Name - Pooja P. Nakar DO - Popatlal M. Nakar Add - C-8 Oxford Road, Wankhedi Pune-41 Occupation: Business Pooja
2	 Mr. Prasad Kulkarni Flat No. 3, Pratham, Plot No. 411, Sector-27, Pradhikaran, Pune-44, Occupation: Business	EQUITY 3333 (THREE THOUSAND THREE HUNDRED THIRTY THREE)		
3	 Renuka Prakash Flat no. 102, Pratham, plot no 411, Sector 27 Pradhikaran, Nigdi Pune 44 occ business	EQUITY 3334 (THREE THOUSAND THREE HUNDRED THIRTY FOUR)		

FOURTY 100.00 ONLY
 (100 thousand only)

For Austere Systems Limited
 PLACE - PUNE

 Director

For Austere Systems Limited

 Director