

TABLE A
THE COMPANIES ACT, 2013 ²
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
ALPS DIGITAL DEVICES LIMITED ^{5,7}

1. The name of the Company is **ALPS DIGITAL DEVICES LIMITED**,^{5,7}

2. The registered office of the company will be situated in the State of Kerala.

3.

(a) The objects to be pursued by the company on its incorporation are; ⁶

1. To carry on the business of buyers, sellers, traders, distributors, wholesalers, retailers, assemblers, importers and exporters of all kinds of consumer electronics, electronic goods, information technology (IT) products, telecommunication equipment and electronic communication systems, including but not limited to mobile phones, smartphones, laptops, desktop computers, tablets, wearable devices, gaming consoles, televisions, home appliances, audio and video equipment, smart devices, and all other consumer electronic products and allied or related goods.
2. To act as authorized distributors, channel partners, stockists, franchisees and agents for domestic and international manufacturers and suppliers, and to establish, operate and manage comprehensive supply chain operations, including procuring, sourcing, storing, warehousing, assembling, packaging, logistics and distribution of advanced technological goods, consumer electronic products, electronic hardware and allied products, subject to applicable laws in force.
3. To provide consultancy, advisory, technical support and related services in the fields of consumer electronics, information technology, telecommunication, supply chain management, distribution networks, business operations, market development and related areas, including assisting clients in procurement, system integration, implementation, maintenance and optimization of technological solutions, subject to applicable laws in force.



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

1. To negotiate loans and to give guarantee or indemnity for the payment of money or the performance of any obligation or undertaking.
2. To borrow or raise money and secure and discharge any debt or obligation binding on the company in such manner as may be thought fit, and in particular by mortgages of the undertaking.
3. To purchase, take on lease or in exchange, hire and otherwise howsoever acquire any immovable or movable property, patents, licenses, rights and privileges which the company may think necessary or convenient for the purpose of its business.
4. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices and other things found necessary or convenient for the purposes of the company.
5. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.
6. To enter into any arrangement for sharing profits, union of interests co-operation, joint venture or reciprocal concession, or for limiting competition, with any individual, person, firm or company carrying on or engaged in or about to carry on or engage in or which can be carried on in conjunction therewith.
7. To enter into any arrangements with any governments or authorities that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such government or authority, any rights, privileges, licenses and concessions, which the company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concession.
8. To invest and deal with the moneys and any assets of the company not immediately required, in such manner as may from time to time be determined by the Board of Directors.
9. To obtain registration, incorporation or recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.
10. To pay all costs and expenses incurred or sustained in or about the promotion, incorporation and establishment of the company or which the company shall consider being preliminary out of the funds of the company.
11. To refer to or agree to refer any claim, demand, dispute or any other question by or against the company or in which the company is interested or concerned and whether between members or their representatives, or between the company and third parties, to arbitration, to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
- 12 To sell, dispose of, or transfer the business, property and undertaking of the company or any part thereof, for any consideration which the company may deem fit to accept.
13. To acquire by purchase, lease, assignment or otherwise lands, tenements, buildings, easements, rights and advantages of any kind whatsoever and the same to resell, mortgage, let, lease or otherwise deal with.



14. To purchase or acquire the goodwill or any interest in the business of a similar nature, kind or character to or with those of this company and to amalgamate in whole or in part or effect any other arrangements with other companies, partnerships or persons.
15. To manage and maintain the whole or any part of the business, property and liabilities of any person, firm or company having similar objects.
16. To undertake, transact and execute all and every kind of agency business for the purpose of the business of the company.
17. To enter into partnerships or into any arrangement for sharing profits or carrying on any activity of the company which the company is authorized to carry on.
18. To contribute money for charitable, benevolent, religious, scientific, national or social purposes.
19. To purchase, take on lease or otherwise acquire, erect, construct, work, maintain and improve land building and any other appliances or equipment required for the purpose of the company.
20. To apply for, tender, purchase or otherwise acquire any contracts sub-contracts licenses and concession for or in relation to the objects or business of the company and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
21. To apply for and utilise financial assistance from Government, State or Central financial Institutions, Bankers, companies, firms or individuals for the purpose of carrying on and developing all or any of the business of the company.
22. To insure with any person, company or corporation, godowns, goods therein, vehicles, equipment, buildings and other properties of the company against the risk of any loss or damage and also against third party risk.
23. To acquire and undertake the whole or any part of the business, property and liabilities of any person or firm carrying on any business, which this company is authorized to carry on or possessed of property suitable for the purpose of the company for such consideration as the company may think fit.
24. To sell, let, exchange, mortgage, dispose of or otherwise deal with the movable and immovable assets of the company or any part thereof upon such terms and conditions and for such considerations as the company may think fit.
25. To undertake all work and service contracts out side India, in connection with the main object of the company.
26. To provide all technical assistance and service including the supply of raw materials required for the business of the company.
27. To establish branches and agencies in India and elsewhere and to procure their registration or recognition and to regulate their working and discontinuance thereof.
28. To create reserve fund, sinking fund, insurance 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.
29. To provide for the welfare of the employees or ex-employees of the company and the wives, widows and families of such persons by building or by contributing to the building of houses.



chawls, by grant of money , pensions, allowances, bonus, gratuities, compensation or other payments and from time to time by creating and subscribing or contributing to Provident Fund and other funds and providing or subscribing or contributing towards schools, places of instruction and recreation, educational, medical and other reliefs and other assistance, as the company shall deem fit, and to form, subscribe and contribute to or otherwise- aid benevolent, charitable, educational, medical, social, scientific, national, humanitarian and other institutions or objects.

30. To make donations to such persons or institutions and in such cases either of cash or any other assets as may be conducive to any of the company's objects and in particular to remunerate any person or corporation introducing business to the company and to subscribe or guarantee money for charitable, benevolent or useful object and to establish and support or aid in the establishment and support of association, institutions, funds, trusts, and conveniences for the benefit of the employees of ex-employees or of persons having dealings with the company or the dependents, relatives of such persons and in having dealings with the company or the dependents, relatives of such persons and in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities, bonuses, either by way of annual payment or a lump sum and to make payments

4. 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. The share capital of the company is Rs. 20,00,00,000/- divided into 2,00,00,000 Equity Shares of Rupees 10/- each. ^{1,3,4}

-
1. *The Authorised Share Capital of the Company was increased from ₹1,00,000/- (Rupees One Lakh Only) divided into 1,000 (One Thousand) Equity Shares of ₹100/- (Rupees One Hundred Only) each to ₹1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000 (One Lakh) Equity Shares of ₹100/- (Rupees One Hundred Only) each, pursuant to a Special Resolution passed at the Extraordinary General Meeting held on 10/05/2024. Accordingly, Clause V of the Memorandum of Association was altered to give effect to the said increase.*
 2. *Clause I to Clause V of the Memorandum of Association of the Company were deleted and substituted with new Clause I to Clause V in conformity with the provisions of the Companies Act, 2013 applicable to a Private Limited Company, pursuant to a Special Resolution passed at the Extraordinary General Meeting of shareholders held on 10/05/2024.*
 3. *The Equity Shares of ₹100/- (Rupees One Hundred Only) each, fully paid-up, were sub-divided into Equity Shares of ₹10/- (Rupees Ten Only) each, fully paid-up, without any change in the aggregate paid-up share capital, pursuant to an Ordinary Resolution passed at the Extraordinary General Meeting held on 07/01/2026. Accordingly, Clause V of the Memorandum of Association was altered to give effect to the said sub-division.*
 4. *The Authorised Share Capital of the Company was increased from ₹1,00,00,000/- (Rupees One Crore Only) to ₹20,00,00,000/- (Rupees Twenty Crores Only), pursuant to an Ordinary Resolution passed at the Extraordinary General Meeting of shareholders held on 07/01/2026. Accordingly, Clause V of the Memorandum of Association was altered and substituted to reflect the aforesaid increase.*



5. *The name clause of the Memorandum of Association of the Company was substituted with the new clause – “The name of the Company is ‘ALPS DIGITAL DEVICES PRIVATE LIMITED’”, pursuant to a Special Resolution passed at the Extraordinary General Meeting of shareholders held on 09/04/2026. Accordingly, Clause I of the Memorandum of Association was altered to give effect to the said change.*
6. *The Object Clause of the Memorandum of Association of the Company was substituted with a new object clause, pursuant to a Special Resolution passed at the Extraordinary General Meeting of shareholders held on 09/04/2026. Accordingly, Clause III of the Memorandum of Association was altered to give effect to the said change.*
7. *The Memorandum of Association (MOA) of the Company was altered pursuant to the approval of the shareholders at the Extraordinary General Meeting (EGM) held on May 4, 2026. The existing MOA was amended to reflect the conversion of the Company from a private limited company to a public limited company. Consequent to such conversion, the name of the Company was changed from Alps Digital Devices Private Limited to Alps Digital Devices Limited.*



We, the several persons whose names and addresses are subscribed, are desirous of being formed in to 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	Names, addresses, description and Occupation of subscribers	No. of equity Shares taken.	Signature of Subscriber
1.	George Plackal Thomas C/o Plackal Varghese Thomas 27/2580-A, Yuvajana Sangam Road Kadavanthra Kochi Kerala India - 682020 (Business)	500 (Five Hundred)	
	Geela George C/o. Thoundassery Kunjavarad George Addoos Glare, Yuvajana Sangam Rd. Kadavanthra D.O Ernakulam Kerala India 682020 (Business)	500 (Five hundred) <u>1,000</u> (one thousand only)	
Total shares taken:		1000 (one thousand only)	

Dated this the 29th day of January, 2014.

Witness to the above two signatures.

J.P. Gopi MOHAN
(S/o Late E. Viswanathan Nair)
39/6781, Thombeg Complex
2nd Floor, Raminipuram
M.G. Road, Cochin - 682016
Company Secretary
(CP No 2912)

