



सत्यमेव जयते

Form 1

Certificate of Incorporation

Corporate Identity Number : U51500KA2006PTC040879

2006 - 2007

I hereby certify that **ADVANCED AUDIO SOLUTIONS (BANGALORE) PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Bangalore this **EIGHTY** day of **NOVEMBER** **TWO THOUSAND SIX**.

B. A. M. P. Rathnasami

(B A M P RATHNASAMI)

Deputy Registrar of Companies
Karnataka



PRO FX Tech Private Limited

[Signature]
Director



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Bangalore

E' Wing , 2nd Floor , Kendriya Sadana , Koramangala Bangalore - 560034, Karnataka, INDIA

**Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]**

Corporate Identification Number (CIN): : U51500KA2006PTC040879

I hereby certify that the name of the company has been changed from ADVANCED AUDIO SOLUTIONS (BANGALORE) PRIVATE LIMITED to PRO FX Tech Private Limited with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name ADVANCED AUDIO SOLUTIONS (BANGALORE) PRIVATE LIMITED

Given under my hand at Bangalore this Seventeenth day of June Two Thousand Fourteen.

Signature valid

Digitally signed by
Geeff...
Date: 2014.06.17
11:39:20 GMT+05:30

Sushil Kumar

Assistant Registrar of Companies
Registrar of Companies
Bangalore

Mailing Address as per record available in Registrar of Companies office:

PRO FX Tech Private Limited
PROFX GLOBAL THEATRE, GROUND FLOOR, 84, BARTON CENTRE, M G ROAD,
BANGALORE - 560001,
Karnataka, INDIA

PRO FX Tech Private Limited

Director

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

PRO FX TECH LIMITED*

I. The name of the Company is PRO FX TECH LIMITED.¹

II. The Registered Office of the Company will be situated in the State of 'Karnataka'.

III. ²(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business as dealers, traders, consignment agents, distribution and retail sales, manufacturers, producers, developers, assemblers, importers, exporters, for all kinds of electrical and electronic apparatus and consumer durable goods like Audios, Amplifiers, Home Theatres, Speakers, Public Address Systems, Sound Bars, Subwoofers, Head Phones, Connectors, CD Players, DVD Players, Blu-ray Players, USB Players, Network Players, Media Players, Radios, Receivers, Internet Radio receivers, Televisions including LED, LCD and Plasma displays, Video walls, LED digital signage, Interactive displays, Projectors, Screens, Telephones, Teleconference devices, Video conference devices, Cameras, CCTV Cameras, Video conference Cameras, Digital Door Locks, Biometric Door Locks, Access Control Devices, Wi-Fi devices, Wi-Fi Routers, Light Switches, Sockets, Keypads, Lighting Controllers, Lighting dimmers, Home Automation instruments and devices, Servers, Processors, Thermostats, Touch Panels, Interactive Touch Panels, Video Door Phones, Acoustic Interiors, Racks, Motorized Hoists, Motorized Screens and Curtains Sensors, Network switches, POE devices, BMS controllers, Computers, Computer Peripherals, Software, Firmware, CDs, DVD, Blu-ray discs, Home Theatre seating, AV cabinets, Brackets, Accessories, Cables including fiber optic cables, Speaker Cables, HDMI cables, Coaxial cables, CAT cables, LAN cables, Power Cables etc., Set Top Boxes, Car Audio, Bluetooth devices, Hard discs, Power Supply devices, UPS, Inventors, Power Sequencers, Stabilizers, Security Products, etc.
2. To open or establish workshops, service centres, laboratories and research centres, for the purpose of providing repairs, maintenance and after-sales service facilities for electric/electronic equipment, machineries, appliances, computer components, parts and spares used thereon including installation of audio and video products for Home Theatres, Hi-Fi systems, Automation, CCTC systems, WiFi systems, Security Systems, Commercial and Professional Audio and Video Systems imaging and to act as audio, video, automation, security, interior design and acoustic consultancy, project and consulting engineers, advisors and / or experts, design and supervision on matters relating to the manufacture and application, installation, marketing of electrical and electronic instruments, audios, radios, television and audio visual devices, input devices, video systems, televisions panels, motors, components, parts, machinery and all other allied equipment.

¹ Amended Name Clause due to conversion of company into public vide Extra ordinary General Meeting dt 26.03.2024.

² Amended Object clause for new clause & re-order of main objects vide Extra ordinary general meeting dt 04.03.2016.

*Amended name clause for change in name of Company vide Extra ordinary general meeting dt 09.06.2014.

PRO FX Tech Private Limited

Director

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

3. To purchase or otherwise acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or Company carrying on any business which this Company is authorised to carry on or possessed of property or rights suitable for any of the purposes of the Company.
4. To negotiate and enter into agreement of joint venture with foreign Companies for the purpose of manufacturing products on the basis of technical know- how and/or financial participation or to act as dealers, traders, consignment agents, distribution and retail sales, producers, developers, assemblers, importers, exporters.
5. To apply for tenders, purchase or otherwise acquire, execute and dispose any contracts, subcontracts, licences and concessions and to sublet all or any contract in relation to the objects of business.
6. To establish and maintain offices at any place or places in the world for the conduct of the business of the Company and for the purpose of sale either for ready or future delivery of any merchandise, commodities, goods, wares, materials, produce, products, articles and things required for, dealt in or manufactured by or at the disposal of the Company.
7. To advertise, exhibit, broadcast and adopt other means of making known or promoting the use of all or any of the manufactured products or goods of the Company or any articles or goods traded or dealt in or with by the Company in any way as may be expedient including the posting of bills, in relation thereto and the issue of circulars, books, pamphlets and price lists and the conduction of competitions exhibitions and giving of prizes rewards and donations.
8. To apply for purchase or by any other means acquire and protect, prolong, and renew patents, patent-rights, brevets CY inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
9. To establish and maintain any agencies including sole selling agents in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
10. To enter into agreements or arrangements with any Government or other 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 such rights, privileges and concessions, which may seem conducive to the Company's objects or any of them.
11. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operations, joint venture, reciprocal concession or otherwise with any other persons, firm or Company carrying on or engaged in or about to carry on or engage in any

business or undertaking or transaction which this Company is authorised to carry on or which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to guarantee the contracts of or otherwise assist any persons, firm or Company and to take or otherwise acquire and hold shares or securities of any such persons, firm or Company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

12. To enter into agreements and contracts with foreign individuals, non residents of Indian origin, Companies or other persons for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
13. To purchase, or otherwise acquire, or to amalgamate with, subscribe for stock or shares in, or otherwise finance, assist or co-operate with any other Company, corporation, association, firm or persons, doing or desirous of doing business with objects in whole or in part similar to those of the Company and to make arrangements for union of interests or for sharing expenses or profits with any such concern or person.
14. To invest or lend or otherwise deal with any of the moneys of the Company not Company, and in such manner as the Directors may think fit, and from time to time realise or vary such investment.
15. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, in particular, by the issue of mortgage or bonds or debentures or debenture stock perpetual or redeemable, charged upon all or any of the Company's assets (both present and future)including its uncalled capital.
16. To acquire or issue, and use, deal in and pledge, mortgage, transfer, assign, sell or negotiate mercantile documents of every kind and description and without prejudice to this generality to draw, accept, endorse, discount, execute, negotiate and assign cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts and other negotiable or transferable instruments or securities and to purchase, sell, endorse, and to surrender for renewal, any Government Promissory Note or Government War Loan Bonds or other securities of the Government of India or any other Government whether within or outside India.
17. To invest, purchase, acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations, and securities issued or guaranteed by any Company constituted for carrying on business in India or elsewhere, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, municipality, public body, or other local authority, and any such shares, stocks, debentures, debenture stock, bonds, obligations, or securities, to acquire by original subscription, tender, purchase, exchange or otherwise, to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and endorse all rights and powers conferred by or incidental to the ownership thereof, and any such shares, stocks, debentures, debenture stock, bonds, obligations of securities to sell or otherwise dispose of.
18. To issue debentures, debenture stock, bonds, obligations and securities of all kinds, and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise and either perpetual, terminable and either redeemable or otherwise, and to charge or secure

the same by trust deed, or otherwise, on the undertakings of the Company, or upon any specific property and rights present and future, of the Company (including if thought fit, uncalled Capital), or otherwise howsoever.

19. To borrow or raise to secure the payment of money from time to time for any of the purposes of the Company by bonds, debentures or promissory notes, or by taking credit in or opening accounts current with any individual or firm or with any Bank or Bankers and whether with or without giving any securities, goods or other articles or mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery, goods or other property of the Company or by such other means as the Directors may in their own absolute discretion deem expedient.
20. Subject to Sections 58A and 3(I)(iii)(d) of the Companies Act, 1956 and guidelines issued by RBI from time to time to receive money on deposit or loan on such terms as the Company may approve, and to guarantee payment of the debts and performance of the contracts of members of the Company or persons having dealings with the Company or others, but the Company shall not carry on Banking business as defined by the Banking Companies Act, 1949 .
21. To procure registration of the Company in any country state or abroad.
22. To pay costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company including the registration fees and stamp duty.
23. Subject to the Banking Regulation Act, 1949, to open account or accounts with any bank or banks in the name of the Company and to operate upon same.
24. Subject to the provisions of the Banking Regulation Act, 1949, to make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments.
25. To undertake and execute any transfer, the undertaking whereof may seem desirable either gratuitously or otherwise.
26. To provide for the welfare of persons in the employment of the Company or formerly engaged in any business acquired by the Company and the Wives, widow, and families of such persons, by grants of money, pensions or otherwise, and to contribute towards the premiums of insurance payable on any insurance on the lives of such employees and to charge the amount of all subscriptions, donations, contributions, premiums or payments which may be made under this and the immediately preceding sub-clause to the working expenses of the Company.
27. Subject to the provisions of the Companies Act, 1956, to contribute or otherwise assist or guarantee money to any charitable, benevolent, religious, scientific, political or national institutions or objects or any public, general or useful objects.
28. To be interested in, promote and undertake the formation and establishment of such institutions, business, pools, combines and syndicates, industrial, trading or manufacturing as may be considered to be conducive to profit and interest of the

Company and to acquire, promote and/or subsidise interest in any industry or undertaking and to canyon any other business (industrial, trading, manufacturing or other) calculated, directly or indirectly to render any of the Company's properties or rights for the time being profitable.

29. To undertake, carry out, promote, sponsor, assist in any activity, or project for rural development including any programme for promoting the social and economic welfare of the people in rural area irrespective of whether the Company as any business dealings in such areas or not and to incur any business dealings in such assets and facilities of the Company on any programme or project or activity of rural development, and to assist execution and promotion thereof either directly or in association with any other Company or person or organization or through an independent agency or in any manner as the Company may deem fit and in order to implement any of the projects or programmes or activities of rural development, transfer without consideration or at such fair or concessional value and subject to the applicable provisions, if any, of the Companies Act,1956, divert the ownership of the property of the Company.
30. To establish, provide, maintain, conduct and/or subsidise training institutes, research laboratories, power units, experimental workshops and testing laboratories for scientific and technical research and experiments, to undertake and carry on scientific and technical investigations by providing, subsidising, endowing and/or assisting laboratories, Workshops, libraries, meetings and conferences of scientific or technical persons and by providing for financial assistance in the form of scholarships, prizes, grants and loans to students and others; allowances to scientific or technical professors or teachers or experts of institutions and generally to encourage, promote and reward studies, research, experiments, tests and inventions of any kind that may be considered likely to assist in any business which the Company is entitled to carry on.
31. To sell, exchange, let, lease, assign, mortgage or otherwise dispose of the undertaking of the Company or any part thereof, or all or any of the property, asset, rights or interest of the Company for such consideration and upon such terms as the Company may think fit, and in particular, for shares, debentures or securities of any other Company, having objects altogether or in part similar to those of this Company.
32. To distribute any of the property or assets of the Company or the proceeds of the sale, lease or other disposal thereof among the members in specie or in kind, except by way of dividend and to issue to or distribute among the members of the Company stock or shares instead of cash by way of dividend or bonus.
33. To insure any of the properties, undertakings, contracts guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
34. To carry out business of manufacture, purchase, process and deal in all kinds of automobile ancillaries, specially in wires, switches, battery clips, joins, connecting joins, torch lights, flash lights, tube lights and other accessories thereof.
35. To carry out business of manufacture and dealer of Electrode chemicals, Electrode cell cans, connectors, separators, Electrolytes, sealing, components, components, recharging facilities like chargers, stabilisers and necessary accessories and components thereof

36. To design, fabricate, manufacture, assemble, export from and import into India, buy, sell or otherwise deal in and render services in connection with all kinds of electrical and electronic products and equipments including meters, instruments, broadcast receivers and domestic and household appliances, machine and utilities, refrigeration and air-conditioning equipments and appliances, compressors, motors, medical electronic products/ instruments of all types and all components, accessories, spare parts, kits and subassemblies and consumables in respect thereof
37. To act as Financial Consultants, Management Consultants and provide advice, service consultancy in all fields, including legal, economic, labour, industrial and act on issue house, registrar and share transfer agents, underwriter and Managers to capital issues and to manage investment pools, mutual funds, syndicate in shares, stocks, securities finance.
38. 38. To act as a trustee, professional trustees, debenture trustees, trustees without remuneration.
39. To carry on all or any of the business of constructional engineers, architects, builders, contractors, decorators, electricians, wood workers and to acquire, develop, buy, sell and maintain real estate and landed properties multi storied or other buildings and group housing schemes and construction and maintenance of roads, dams, parks, amusement centres and any other civil construction.
40. To carry on the business as shares, stocks, debentures, debenture stocks, bonds and securities brokers and to under-write, subscribe for, acquire, hold, invest in, dispose of or otherwise deal with or in shares, stocks, debentures, debenture stocks, bonds, deposits, securities and obligations.
41. To carry on the business as builders, constructors, civil engineers, structural engineers, architects, real estate agents, building valuers, shroffs, decorators, furnishers, jointers, carpenters, electricians, founders, tube makers, galvanisers, anneallers, enamellers, brick layers, electro-platers, painters, plumbers, glaziers, designers, stonemasons, repairers and to build, construct, erect, develop, layout, alter, repair, demolish, buy, sell, market, let out, mortgage, acquire, exchange, deal in, take on lease houses, buildings, structurals, flats, apartments, theatres, shops, factories warehouses, model villages/towns, land, real/movable estates and to undertake and execute contracts for works, to make, build, construct, lay down and maintain buildings, roads, dams, reservoirs, water works, cisterns, culverts and other works connected with civil engineering and to undertake all civil works and projects from any person including government, boards and local autonomous bodies, and all types of housing schemes and to establish, promote and/or participate in concerns, firms, companies and undertakings in India or abroad having similar objects.
42. To invest money (not amounting to banking business) on personal security or on the security of leasehold and freehold land, shares, securities, stock, merchandise and other property and assets and generally to lend and advance money to such persons, firms, or companies and upon such terms and subject to such conditions as may seem expedient.
- 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.

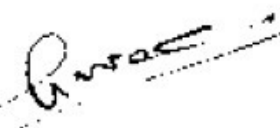

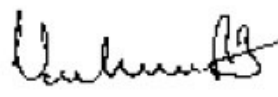
- V. ³The Authorised Share Capital of the Company is Rs.18,00,00,000/- (Rupees Eighteen crores only) comprising 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each with a power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively, such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or the Articles of Association of the Company, for the time being.

PRO EX Tech Private Limited

Director

³ Amended Capital clause for increase of Authorised capital from Rs. 5,00,000/- to Rs. 18,00,00,000/- vide Extra ordinary General Meeting dt 29.01.2024.

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 to our respective names.

Sl. No.	Names, Addresses, Descriptions and Occupations of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address, Description and Occupation of the Witness
1.	<p>MANMUKHAN GANESH S/o Mr. Ganesh Hasbert 16/11, Binny Crescent Road, Benson Town BANGALORE 560 046</p> <p>Occupation: Company Executive</p>	5,000/-		<p> SRINATH MANIYAL. M S/o B.S. Madhava Rao 116, 5th Main, I Block, 3rd Phase, Banashankari 3rd Stage, Bangalore - 560 085.</p>
2.	<p>VENKATRAM BHARADWAJ S/o. Sri. Balasubramanian Anantharamayya 365 1st Cross, 4th Block KODAMANGALA BANGALORE 560 034</p> <p>Occupation: Company Executive</p>	5,000/-		
TOTAL		10,000		

Dated this the 6th day of November 2006 at Bangalore

PRO FX Tech Private Limited

 Director