(THE COMPANIES ACT, 2013)

[COMPANY LIMITED BY SHARES]

MEMORANDUM OF ASSOCIATION**

OF

DARJEELING INDUSTRIIES LIMITED****

I. The Name of the Company is **Darjeeling Industriies Limited******

II. The Registered Office of the Company will be situated in the State of Gujarat.*

III. The objects for which the Company is established are:

A. **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of trading, importing, exporting, supplying, manufacturing, assembling, distributing and dealing in aviation spare parts, components, and accessories including but not limited to aircraft engines, avionics, airframes, and other technical equipment related to the aviation industry; and to provide repair, maintenance, and overhaul services for the same.

2. To carry on the business of designing, developing, manufacturing, assembling, installing, operating, maintaining, and trading in solar energy systems, solar panels, solar power generation equipment, and other renewable energy products, including providing consulting and engineering services related to solar energy and sustainability solutions.

3. To manufacture, buy, sell, export, import, deal in, assemble, fit repair, convert, overhaul, alter, maintain, and improve all types of electronic components, devices, equipments and appliances, equipments such as television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipments, phonographs and other equipments used in and or for audio and visual communications, apparatus and equipment including those using electromagnetic waves intended for radio-telegraphic or radio-telephonic communication photocopiers, electronic lighting controls, continuous fan/motor speed controls, continuous flashers and fire alarm systems, digital and other electronic clock, time relays, punch card machines, electromechanical pneumatic controls, computers and automatic calculators, X-ray machines and tubes, surgical, medical and other appliances intended for electro and other therapy treatment and in all types of tapes, magnetic and otherwise, photographic films, projectors and cameras, and capacitors, resistance, condensors, semi-conductors, transistors, rectifiers, integrated and hybird circuits, relays, potentio meters, connectors, printed circuits, coils, chokes, transformers, switches, volume controls, plugs, sockets, aerial gears, diodes and allied items intended for and used in electronic devices, and in air conditioners, refrigerators, washing machines, heaters and cooking ranges and other types of domestic machines, heaters and cooking ranges and other types of domestic appliances and any type of equipment used in the generation, transmission and receiving of sound, light and electrical impulses and component parts thereof and other materials used in or in connection with electronic and electrical industries.

4. To carry on the business of designing, developing, manufacturing, assembling, importing, exporting, marketing, distributing, servicing, and maintaining electric vehicles (EVs), including but not limited to electric two-wheelers, three-wheelers, passenger and commercial vehicles, electric buses, and associated charging infrastructure, components, and battery technologies; and to undertake the research, development, design, manufacture, fabrication, assembly, testing, packaging, distribution, and sale of semiconductors, microchips, integrated circuits (ICs), sensors, processors, memory devices, and other related electronic components and materials used in electric vehicles, consumer electronics, industrial equipment, and other applications; and to collaborate with or acquire technologies, licenses, patents, or technical know-how from individuals, entities, or institutions in India or abroad, and to establish R&D centers, training institutions, and manufacturing facilities to support and advance these business activities.

5. To carry on business of consultancy in the field of information technology and software development in all its forms and perspectives and to undertake all such activities as are connected, linked or associated with software development, operation, data communication, IT Recruitment and Marketing and other related services.

6. To carry on the business of preparing, manufacturing, processing, preserving, packaging, marketing, trading, importing, exporting, improving, selling, and dealing in all kinds of agro, agri, and food products, whether raw, semi-processed, or processed, including but not limited to grains, cereals, pulses, oil seeds, spices, fruits, vegetables, herbs, pickles, and all other items derived from agricultural, farming, horticultural, or allied activities; and further, to engage in the business of manufacturing, producing, chilling, processing, marketing, trading, importing, exporting, selling, and distributing all kinds of beverages and food products, including but not limited to mineral and aerated water, carbonated drinks, fruit juices, fruit-based drinks, syrups, squashes, milk and milk products, soft drinks, canned foods, packaged foods, and beverages of every description, whether natural or synthetic, for human consumption.

7. To carry on the business of designing, developing, manufacturing, fabricating, assembling, repairing, servicing, importing, exporting, marketing, and dealing in all kinds of machinery and mechanical equipment, including but not limited to industrial machinery, agricultural machinery, construction machinery, machine tools, power-driven machinery, automation systems, and all types of spare parts, components, tools, dies, accessories, and fittings related thereto; and to establish, operate, and maintain workshops, factories, and service centers for the same.

8. ***To act as manufacturers, designers, developers, and service providers (including import, export, assembly, and repair) for a comprehensive range of lethal and non-lethal defence equipment and sub-systems. This encompasses the full spectrum of military technology, specifically including Arms and Ammunition (small arms to missiles), Military Vehicles (tanks, naval, and aerial platforms like UAVs), Aero-Space & Avionics (guidance, navigation, and surveillance systems), Communication & Electronics (radar, sonar, and electronic warfare), and essential Security & Protection gear (body armour, textiles, and tactical equipment). To provide comprehensive Maintenance, Repair, and Overhaul (MRO) services, technical support, training, logistics, calibration, lifecycle management, and upgradation services for all classes of defence equipment, machinery, and systems utilized by armed forces, paramilitary forces, police, and other authorised security agencies.

Alteration with the approval of Shareholders in the Annual General Meeting held on 19th August, 2025, subject to approval of the Central Government (power delegated to Regional Director).

****Adoption of a new set of the Memorandum of Association ("MOA") pursuant to the provisions of Table A of Schedule I of the Companies Act, 2013, along with the alteration of the Object Clause by substituting and deleting Object Nos. 1 to 35 (being outdated and not aligned with current business activities), retaining Object Nos. 36 to 42 which remain relevant to the Company's present operations, and re-numbering the objects in the proposed MOA from Object Nos. 1 to 7, with the approval of the members in the Extra-Ordinary General Meeting of the Company held on 18th December, 2025 by way of Special Resolution.***

****Alteration of the Object Clause by insertion of Object No. 8 into the Main Object Clause (III)(A) of the Memorandum of Association ("MOA") of the Company with the approval of the members in the Extra-Ordinary General Meeting of the Company held on 18th December, 2025 by way of Special Resolution.*

*****New name adopted with the consent of members in the Extra-Ordinary General Meeting held on 18th December, 2025 by way of Special Resolution.*

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

1. To acquire by purchase, lease, exchange, or otherwise, lands, buildings, and hereditaments of any tenure or description, and any estate or interest therein, and any rights over or connected with land, and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.
2. To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
3. To apply for purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, and the like, conferring any exclusive or non-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 calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
4. To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the above specified business or proceedings, or usually dealt in by persons engaged in the like business.
5. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the Press, by circulars, by purchase and exhibition of work of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
6. To establish and support, or aid in the establishment and support of association, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company, or its predecessors in business or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition for any public, general or useful object.
7. To enter into partnership, LLP or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.
8. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company
9. To acquire and undertake all or any part of the business, property and liabilities of any person or company, carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
10. To enter into any arrangement with any Government, or authority, supreme, 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, all rights, concessions and privileges, which the Company may think it desirable to obtain, and to carry out, exercise and employ with any such arrangements, rights, privileges and concessions.
11. To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration 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.
12. Generally, to purchase, take on lease, or in exchange, hire or otherwise acquire any immovable or movable property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
13. To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration 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.

14. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this, Company.
15. To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
16. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.
17. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those, of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
18. To draw, make, accept, discount, execute, and issue bills of exchange, promissory notes, bills of lading warrants, debentures, and other negotiable or transferable instruments or securities.
19. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not, incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.
20. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company
21. To distribute all or any of the property of the Company amongst the members in specie or kind.
22. To do all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
23. To enter into technical and financial collaborations with Indian and foreign entrepreneurs for the purpose of the Company.
24. To advance money to any person or persons, company or corporation, society or association and others, either at interest or without and/or with or without any security, upon such terms and conditions as the Company may think fit, and to release or discharge any debt or obligation owing to the Company.
25. To open account or accounts with any firm or company or with any bank or banks or financial institutions or bankers or shroffs and to pay interest and to withdraw money from such account or accounts and to make, draw, co-accept, accept, endorse, execute, discount or negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments.
26. To acquire and undertake the whole or any part of the business, property and liabilities of any person firm or company or society, carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of the Company or which can be carried on in conjunction therewith.
27. To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for such purpose to appoint and remunerate any directors, officers and employees.
28. To promote and enter into agreement or agreements with any companies in India or elsewhere, of acquiring all or any of the and liabilities.
29. To purchase, take on lease or in exchange or otherwise acquire for the purposes of the business of the Company, improve, manage, develop, cultivate, work, sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose off and deal with moveable and immoveable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, shares, debentures, securities, produce, concession, options, contracts, benefits, licences, machinery, stock-in-trade, business concerns and undertakings and claims, privileges, concessions and choses-in-action of all kinds.
30. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, invention, copyright, trademarks, designs, formula, licences, concessions,

rights, privileges and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company to use, exercise and develop or grant licences in respect of or otherwise turn to account, the property, rights or information so acquired and experiment upon or import any such patents, in vent ions, rights or information.

31. To vest any moveable or immoveable property, rights or interest acquired, or by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
32. To accept payment for or secure the payment for any property, asset or rights sold or otherwise disposed of, or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or in debentures, or mortgage debentures or debenture stocks mortgage or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
33. To adopt such means of making known the business of this company as may be considered necessary and in particular by advertising in all forms of media including the press, cinema, wireless, television, hoardings, books, periodicals, photography, cinematography, exhibition and show-rooms and any other means of advertising and by granting prizes, rewards and donations and creating trusts for this purpose
34. To invest and deal with the moneys of the Company not immediately required, in such manner as may from time to time be thought fit, and to vary the investment of the Company.
35. To insure the whole or any part of the property of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to ensure and protect and indemnify any part or portion thereof.
36. To pay all expenses of and incidental to or connected with the carrying on of the Company's objects into effect and to make all proper payments and allowances in relation thereto and adopt all acts and preliminary arrangements (including the execution of preliminary agreements) in reference to the same.
37. To make donations to any person, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public, general or other useful· object, activity, exhibition or trade show.
38. To create any depreciation fund, reserve fund, sinking fund, or any other special fund, whether for depreciation or repairing, improving, extending or maintaining any of the properties of the Company; or for any other purpose conducive to the interest of the Company.
39. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery, stores or any other property, articles and things required for the purpose of the Company, upon such terms, with or without security, as the Company deem, expedient.
40. To carry on business or branch of a business which the Company is authorised to carry on, by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for any business or branch so carried on, or for financing any such subsidiary company or guaranteeing' its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
41. To remunerate the Directors and employees or servants or any agent of the Company out of or in proportion to the returns or profits of the Company, or of any particular business carried on by it, as the Company may think fit.
42. To negotiate loans, underwriting contracts mortgages, equity participation, cash credit, overdrafts and other financial facilities from banks, financial institutions, Government or Semi-Government bodies and others for the Company or for any companies, firms, societies and associations.

43. To enter into contracts, agreements and arrangements with any other company, firm or person for the carrying out by such other company, firm or person on behalf of the Company, of the objects for which the Company is formed.
44. To promote school, colleges, institutions for imparting education in computers & allied activities, science, commerce, technology and management.
45. To manufacture, purchase, sell, transfer, lease, import, export, hire, licence, use, dispose off, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or otherwise, data processing machines and systems and components thereof, computers, software, procedures, computer peripheral products; computer media products, tabular terminal products and systems machines for registering data preparation, recording, perforating, tabulating, sorting, printing, typewriting, prtt4cts which possesses an internal intelligence for recognizing and correlating any type of data or information to be processed.

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 Authorised Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Names, Address and Description of Subscribers	Number of Shares taken by each Shareholder.	Names, Addresses, and Description of Witnesses.
N. C. GOENKA Merchant, Kurseong.	100	BENOY BHUSAN DAS, B.L., Asst. to Goenka & Co.
R. N. NICOLLS, General Manager & Engineer in Chief, D. H. Rly., Kurseong.	100	R. M. SARKAR Asst. to Goenka & Co. Kurseong.
R. R. KIRBY Loco Supdt. D. H. Rly., Tindharia.	100	
J. STODART, Tea Planter, Singell T. E. Kurseong.	100	
G. WRANGHAM HARDY, Solicitor, Darjeeling.	100	
S. W. LADEN LA, Land Holder & Retired I. P. Darjeeling.	100	
MAMAN CHAND BAGARIA Merchant, Kurseong.	100	

Dated the 16th day of October, 1936