

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

JARO INSTITUTE OF TECHNOLOGY, MANAGEMENT AND RESEARCH LIMITED

I. The Name of the Company is JARO INSTITUTE OF TECHNOLOGY, MANAGEMENT AND RESEARCH LIMITED.

II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.

III. The Objects for which Company is established are:

(A) THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To offer and provide services targeted at the education and training fields in India and other countries in the world via online and instructor-led offline medium and to develop customized courseware for instructor-led training (ILT), web based training (WBT) and computer based training (CBT) for and on behalf of schools, universities, individuals, libraries and also corporations in all its branches including commerce, science, arts, law, engineering in India and abroad as also different states in India and to enter into affiliations with educational Boards like ICSE, CBSE as also with State and Central Government universities based outside India for offering their courses in India or abroad and to organize educational programmes, and to each and every type of clients in India and abroad and to develop creation of learning content, management of Learning processes, delivery of learning solutions and activities connected with these objectives and also to provide services in the field of courseware design and development, self paced/blended, content integration, media asset creation, assessment content transformation, Legacy content conversion, standards compliance (SCORM,AICC), and localization for learning support services including synchronous/live event management e-learning, learner information profiling, technology services including Content, assessment and learning management, technical programming, testing/quality Assurance services and certification , to also provide Business Process Outsourcing (BPO) Services to organizations located in India and abroad in partnership collaboration or joint ventures with other bodies corporate so as to provide end-to-end business consulting and process sub- contracting solutions in the field of e-learning and e-education and to organize educational programmes, lectures, seminars, symposium and to award degrees, diplomas and certificates to trainees, students, and other persons and also to carry on the business of education (including professional and vocational training and education) in India and / or Internationally either directly or by way of affiliation from domestic / foreign, institute and Universities and to establish set- up, acquire, manage and run schools, colleges, educational institutions, academies and to purchase or acquire on lease any piece of land, building or construct a building on the land acquired by way of purchase or lease, for the purpose of setting up Education Institute viz School, College, University or to give on lease the purchased land, constructed building/premises, Education Institute to any Trust or other Body Corporate for education and training purposes.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

2. To carry on business of Training and Development, as Knowledge Trainers and Disseminators, Advisors, Consultants, Idea Generators, and Service Provider in all types of activities, fields, professions, products, industries, markets and areas including new projects and ventures of all types and descriptions and to conceptualize the ideas, projects, concepts and advise, consult, train the people for completion of such idea, project or concept for specific assignment from the idea to implementation stage.
3. To act as adviser and/or consultants on all matters and problems relating to administration, management, organization, manufacture, production, storage, process, systems and accounts, recruiting and training personnel, marketing, distributing and selling methods and principals, to develop procedure and principles of, and engage in research of all the problems relating to the administration business method, techniques, personnel for commercial, industrial and business purposes, distribution, marketing and selling.
4. To carry on business of consumer research, economic research, market research, market behavior, designer, human resource consultant, process manager, product designer, project manager and category manager for all types of products, markets, professions, services, areas, fields or industries irrespective of its size, descriptions and uses and to deal in any manner in all types and uses of software, information technology and acts as data manager for all such research and their related activities.
5. To establish, acquire, support, maintain control, manage the schools, colleges, educational institutions, training centers, research libraries study centers, reading rooms, or other institutions with a view to impart education and training.
6. To establish, acquire, support, and maintain the hostels, boarding houses, for schools, libraries, study centers, reading rooms, or other institutions with a view to impart education and training.
7. To grant scholarships, fellowships, and any other assistance either financial or otherwise, to meritorious or needy students, for pursuing higher studies, research.
8. To prepare, edit, print, publish, sponsor, circulate books, magazines papers, periodicals, circulars, pamphlets, brochures for the dissemination of disseminate the outcome of research studies and
such other information as may be needed for furthering the aims and objects of the company and to establish, form and maintain libraries, collections of literature, statistics, scientific data and other knowledgeable information.
9. To start, conduct, maintain and manage playgrounds, gardens, institutions, courses and classes for giving physical education either individually or in co- operation with other institutions.
10. To establish, support, maintain museums or institutions established for promotions of culture, arts, and science and other branches of knowledge or for collection of works of arts, natural history or for encouragement of economical, scientific inventions and designs for public benefits.
11. To buy, purchase, sell, lease take on lease, or otherwise acquire lands, buildings, flats, garages and hereditament of any tenure or description in India or elsewhere whether for residential, business, manufacturing or other purposes and any rights easements, advantages and privileges relating thereto and either for resale or for trafficking in the same and to turn the same into account as may seem expedient and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, garages, buildings and other structures, works and convinces of all kinds on any of the lands or immovable properties purchased or acquired by the company.

12. Subject to the directions of Reserve Bank of India in this behalf to borrow or raise moneys or loans other than public deposit for the purpose of the Company by promissory notes, bills of exchange hundies, and other negotiable or transferable instruments of by the mortgage, charge hypothecation or pledge or by debentures, or by debenture stock, perpetual or otherwise, charged upon all or any of the Company's property and assets, both present and future, moveable and immovable, including its uncalled capital, upon such terms as the Directors may deem expedient or in such other manner, or to take money on deposit or otherwise (merely for the purpose of financing the business of the Company) without allowance of interest thereon and to lend money to customers and others having dealing with the Company and to guarantee the performance of contracts by any such persons and to execute all deeds, writings and assurances to any of the aforesaid purposes. The Company shall not carry on banking business as defined by the Banking Regulation Act, 1949 or any insurance business.

12(a). 'To guarantee the payment or re-payment of any moneys or performance of any contract or obligations by any person, firm or company, including such companies which are or may come under the management or control of the Company, and also to give guarantee in respect of any financial arrangement that may be made by or on behalf of such company and if thought fit to secure or support such guarantee by mortgage, pledge or hypothecation of any properties of the Company or to mortgage, pledge or hypothecate any properties of the Company as security for any advance to be made to or debts or obligations of any person, firm or company'.

13. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and also to subscribe contribute or otherwise assist or guarantee money for charitable objects or institutions having scientific, religious or benevolent national, cultural, educational or object of general public utility.

14. To open current, fixed overdraft or other accounts with any Bank, Bankers, and to pay into and to draw moneys from such accounts.

15. To invest the funds of the Company from time to time in such assets, properties, securities, shares, bullion, specie or investment or otherwise as may from time to time be determined by the Directors and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

16. To invest surplus funds of the Company in shares, stocks, debentures, debenture-stocks, bonds, obligations or securities by original subscription, contract tender, purchase, exchange and whether or not fully paid up underwriting, and to subscribe for the same, either conditionally or to guarantee the subscription thereof, and to exercise, enforce all rights, power conferred by or incidental to the ownership thereof.

17. Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or issue of shares, debentures or other securities of the Company by granting of options to take the same or in any other manner allowed by law.

18. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint Venture, reciprocal connection or otherwise or collaborate with any person or Company, carrying on or engaged in any business or transaction, either in or outside India or to engage in or any business or transaction, capable of being conducted.

19. To act in conjunction with units or amalgamate with create or constitute or assist in creating or constituting any other Company or Association of a kind similar wholly or partially to this Company for the purpose of acquiring all or any of the properties, rights, and liabilities of the Company, and to buy up or absorb all or any part of the

business of property of any such Company or Association and to acquire an association exchange, market or institution in India or any part of world.

20. To enter into any arrangements with any Government or authorities, Municipal, local or otherwise, or any persons or Company in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any rights, privileges, charters, contracts in respect of waters, water-ways, power supply road and highways which the Company may think it desirable and to carry out exercise and Comply therewith.
21. To act as representatives or associate of any Company, and to do and perform wholly partly the several duties, services and offices which the representatives of any Company usually do and perform and to undertake and to become bound by conditions of any agreement entered into for any purposes.
22. To alter, manage, develop, lease, mortgage, underlet, sell, give in gifts, or otherwise dispose of, improve or deal with the land, property, assets and rights and resources and 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 of this Company PROVIDED THAT no such distribution amounts to reduction of share capital except in accordance with the provisions of the Companies Act, 1956 in this behalf.
23. To pay all costs, charges and expenses incurred or sustained in or about the promotion And establishment of the Company or which the company shall construe to be preliminary, including therein the costs of advertising commission for underwriting, brokerage, Printing and stationery and the expenses attendant upon the formation, agencies and local boards.
24. To procure the recognition of the company in India, and to establish and regulate agencies for the purposes of the Company's business and to apply or join in applying to Government, Local, Municipal or other authority or body, for concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
25. To provide for welfare of the Directors or Ex-Directors or the Employees or ex-employees of the Company, and the wives, windows and families of such persons, by building of houses, dwelling houses, chawls, or by grant of money, pension, allowances, bonus or other payments or by creating and from time to time subscribing to provident and other funds and providing or subscribing towards school, places of interest, recreation club and hospitals, dispensaries, medical and other attendance and other assistance as the Company shall think fit.
26. 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 and in particular for shares debentures, debenture stock, bonds, or securities of any other company or companies for the purpose of its or their acquiring all or any of the property, rights, or liabilities of this company.
27. To create any reserve fund, insurance fund, dividend equalization 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 purposes conducive to the interest of the company.
28. To place, to reserve or to distribute a 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 a premium by the company and moneys arising from the sale by company of forfeited shares.
29. To carry on whether in India or anywhere else in the world any business or branch of a business which the company is authorized to carry on by means, or through the agency or any subsidiary company or companies and to enter into any arrangement with such

subsidiary company for sharing the profits and bearing the losses of any business or branch so carried on, or for financing 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.

30. To take part in the management, supervision and control of the business or operations of any company or undertaking entitled to carry on the business which this company is authorized to carry on.
31. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized to carry on, or possess property suitable for the purpose of this Company, or which can be carried on in conjunction therewith.
32. To establish or promote or consult in establishing or promoting any company or companies having similar business in India or anywhere else in the world, for the purpose of acquiring all or any of the property, rights, and liabilities of the company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures, or other securities of any such other company.
33. To undertake and execute any trusts, undertakings of which may seem to the Company desirable and either gratuitous or otherwise.
34. 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 insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
35. To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital of any debentures or debenture-stock or other securities of the Company or in or about the formation or promotion of the company or the conduct of its business.
36. To draw, make accept, endorse, discount, execute, issue, negotiate, assign, buy and sell or otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants and coupons and all other negotiable and transferable securities, instruments and documents.
37. To adopt such means for making known the business and/or products of this Company or any company in which the Company is interested as its agent representatives or in any other way, by advertisements in papers, periodicals, magazines, through cineslides and films, by issue of circulars, posters, calendars show cards, playing cards, hoardings, by radio programmes, T.V. Programmes, exhibitions by publications of books, periodicals and by granting prizes, rewards and donations.
38. To establish and support funds and institution calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances.
39. To train or pay for the training in India or abroad of the Company's employees or any other candidates in the interests and for the furtherance of the Company's objects and business

40. To do the above things in any part of the world and wither as principals, agents, trustees, contractors, or otherwise and either alone or in connection with others and either by or through agents, sub-contractors, trustees or otherwise.
41. To give advice and/or to offer, give, take, circulate and/or otherwise organize, accept or implement any takeover bids, mergers, amalgamations acquisitions, diversification, rehabilitation or not, by acquisition of share or assets and liabilities, and whether as a going concern or as a part of the concern, or otherwise as may be required having regard to business exigencies and to promote or procure incorporation, formation or setting up of concerns and undertakings whether as company, body corporate partnership or any other association of person for engaging in any industrial, commercial or business activities, whether in India or abroad.
42. To carry on the business of computer education in India and/or abroad, in all fields of software's, hardware, and marketing by organizing courses, running bureaus, publishing books magazines, notes and other materials in typed, cyclostyled, video, audio or any other forms/medias and to set up wide area and local network for educational and research purposes, undertake consultancy and job works in the areas of computer Electronics and information technology, to enter E-commerce, Develop Portals and be an Information Service Provider.
43. Setting up of Schools, colleges, autonomous universities in India and abroad, developing multimedia educational content, provide services to schools, colleges, tutoring centres by supplying hardware, accessories. Conduct vocational programme, provide consultancies for educational institutions and industries, setting up and servicing international educational institutions overseas, engage in the business of designing, printing, publishing content by way of books, CD ROMs, and web services to educational institutions and industries, engage in the business of manufacturing of teaching/learning aids, enter into joint venture with other industries/ institutions in the field of education, research, setting up television channels, satellite, terrestrial broadband in the field of education/entertainment.
44. To carry on the business to develop, design, buy, sell, distribute, import, export, alter, exchange, install, repair, research, service or otherwise deal in all kinds of computers, hardware's, software's, computer peripherals, data processing machine, and other educational software.
45. To render organisational development, carry out placement services, establish and operate training centres (data and information centre and bureaus) and to provide services to customers in India and elsewhere by processing their job at data processing centres.
46. To impart coaching either directly or by correspondence for entrance examinations conducted by various Universities, Colleges, Schools, Management and other institutions and organisations in India and/or abroad and also to offer and conduct management, graduation, post-graduation, diploma, vocational/Non-vocational and other courses, either directly or by taking franchises or by appointing franchisees in India and/or abroad.
47. To conduct training programmes either directly or by correspondence for students, employees and other eligible persons on behalf of companies, institutions and organisations in fields like management and financial management techniques, personality development, sales and marketing techniques either directly or by taking franchises or by appointing franchisees in India and/or abroad.
48. To establish, administer, run, maintain all types of schools, colleges, coaching centres and other educational institutions, residential and Non-residential to impart education in all fields including arts, commerce/sciences/medicine, engineering, religion, philosophy, humanities, sports and to print, publish, distribute, sell, circulate all kinds of educative material like books, brochures, study material, pamphlets, notes slides, films and video and

audio and also to establish, maintain and run all types of libraries, books shows, fairs and exhibitions;

49. To carry out all these activities necessary for the dissemination of knowledge/ literature in all educational, training and enabling fields and to carry on activities such as publishing, operating, press, and setting up database in all forms.
50. To invest and deal with the monies of the company not immediately required in any manner as may from time to time be determined.
51. To subscribe for, take, purchase or otherwise acquire and hold other interest in or securities of any other Company having objects altogether or in part similar to those of this company.
52. Subject to the provisions of Section 58A and other applicable provisions of the Companies Act, 1956 and the directions issued by Reserve Bank of India in this regard, to borrow or raise money in such manner as the Company shall think fit and in particular by inviting/accepting deposits or by issue of debentures or debentures stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, pledge, hypothecation, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by similar mortgage charge, or lien to secure and guarantee the performance by the Company of obligation or liability it may undertake such securities and in any manner as may from time to time be determined.
53. To act as agents, or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors or others.
54. To appoint, register, form, subscribe, contribute or to otherwise assist any charitable, benevolent, religious, scientific, national or any other institutions, associations, organisations, objects or purposes or for any exhibitions.
55. To promote, form and aid in the promotion, formation of any company or companies having similar objects or otherwise for the purpose of acquiring all or any of the property, rights, and liabilities of this company and to transfer to any such company any property of the Company, and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any such company, or any other company for all or any of the objects mentioned in this memorandum and to subsidise or otherwise assist any such Company and to undertake the management and secretarial or other work, duties and business of any such Company on such terms as may be arranged.
56. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever, conducive to the interest of the Company.
57. To aid peculiarly or otherwise any association, body or movement having for its object the solution, settlement or surmounting of industrial or labour problems or troubles or promotion of industry or trade.
58. To distribute subject to the Companies Act, 1956, among the members of the company in any property of the Company, in the event of winding up.
59. To acquire from any person, firm or body corporate or unincorporate whether in India or abroad, under any agreement or contract, technical information, know- how, process engineering, manufacturing and operating data, useful for the design, erection, operation of the plants required for any of the business of the company and to acquire any grant or other rights and benefits in the foregoing matters and things.

60. To purchase or otherwise acquire, own, import, export, and deal in all materials, substances, appliances, machines, containers and other articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the said business or any part thereof.
61. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, mills, shops, engines, roadways, tramways, railways branches or sidings, bridges, reservoirs, water courses, wharfs, electric works and other works and conveniences which may seem necessary to carry out the objects of the company, and to join with any other person or company in doing any of these things.
62. To distribute among the members in specie any property of the Company, in the event of its winding up but so that no distribution, amounting to a reduction of capital be made except with the sanction (if any) for the time being, required by law.
63. To insure with any person or Company the properties of the Company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
64. To undertake financial and commercial obligations, transactions and operations, of all kinds connected with main objects or business of the Company.
65. Subject to the provisions of Section 78 of the Companies Act, 1956 to place, to reserve or otherwise to apply as the Company may, from time to time, think fit, any money received by way of premium on shares or debentures issued at a premium by the company and any money received in respect of dividends accrued on forfeited shares.
66. To solicit and procure advertisements, banners, spot promotions and any form of business promotion from any individual, partnership firm, body corporate, institute, trust, association of persons, society etc., to be displayed, printed, inserted in the Company's printed study material or on the company's websites or on its posters, banners, promotional material or in any other form such as in Electronic Media, Compact discs, digital video discs or any other electronic media or any combination of the above.
67. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets de invention, trade marks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privilege which may seem, capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or, indirectly to benefit the Company and to use, or otherwise turn to account, the property right and information so acquired.
68. To expend money in experimenting upon and testing and in improving, or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
69. To procure the registration or recognition of the Company, in or under the laws of any place outside India.
70. To adopt such means of making known the services and products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
71. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise and vest any real or personal property, rights or interests acquired 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; to accept gifts and to give gifts and donations, to create trusts for the welfare of employees, members, directors and/or their dependants, heirs and children and for any deserving object and for other persons.

72. Subject to the provisions of the Companies Act, 1956 to subscribe money for charitable or benevolent objects or for any exhibition or for any public objects.
73. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist, execution and promotion thereof either directly or through an independent agency or in any other manner and without prejudice to the generality of the foregoing the words "rural area" shall include such areas as may be regarded as rural area under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at a fair or concessional value and diverting the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts engaged in programme of rural development.
74. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of world either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
75. To prepare and supply study material, test papers, courseware and other support material for training students, faculty members, franchisees and/or their employees and to also conduct classes at remote locations by using printed media such as books, journals, brochures, magazines, electronic media such as audio cassettes, video cassettes, multimedia presentation kits, digital video discs, compact discs, the world wide web, internet and any other media or any means of communication that may be prevalent at any time in future for such purposes. For this purpose the Company may develop suitable expertise in-house, take franchises or appoint franchisees or through a tie-up of any other form in India or abroad.
76. To act as Manager to issue and offer, whether by way of public offer or otherwise, of shares, stocks, debentures, bonds, units, participation certificates, deposit certificates, notes, bills, warrants, or any other instrument whether or not transferable or negotiable, commercial or other paper or scripts (hereinafter collectively referred to as the "securities"),
77. To act as administrators or managers of any investment trusts or funds including any income or capital funds, taxable or tax exempt funds, provident funds, pension funds, gratuity funds, superannuation funds, charitable funds, and unit trusts or consortium, to act as trustees for bond holders, debenture holders and other purposes herein mentioned.
78. To undertake asset management services in its various forms, act as consultants in management, organizational, tax, finance and other matters to companies, firms and individuals or association of persons.
79. To carry on business as brokers of shares, stocks, debentures, bonds and any other securities and also to act as portfolio managers.
80. To carry on business of promoting and selling media like satellite, video, television, cable, closed circuit television, radio, newspapers, magazines, hoardings and producing, exhibiting, distributing, marketing, importing, exporting or otherwise, dealing with programmes and other forms of audio/visual presentations.
81. To carry on the business as manufacturers, importers and exporters of the wholesale dealers in and retailers of or dealers in electronic goods, television glass shells, television picture tubes, television receivers sets, computer, computer peripherals,

computer software, radio, telecommunication, television, video vision, sound and recording systems, photographic instruments, whether solid, liquid or gaseous. To carry on trade or business of manufacturers of and dealers in electronic goods such as computers and tabulators of every kind, or description activating, accounting, book keeping, reproducing, and distributing machinery, systems and apparatuses, appliances and electronic devices.

82. To develop, carry out, purchase, sell, import or export scientific and technical expertise and know how relating to programming computer Software and other technical aspects of computer and other electronics and electronically controlled devices, equipment and facilities.
83. To carry on business as proprietors and publisher of newspapers, journal, magazines, books and other literary work and undertakings.
84. To acquire, preserve and disseminate useful information in connection with trade, commerce and industry throughout all market surveys and to carry out any investigation, enquiries services, analysis, or otherwise as may be considered useful.
85. To establish, compile, print, publish and carry on newspapers, periodicals, gazettes trade lists, yearbooks, statistics, and other publications as literatures and to carry on business as newspaper proprietors, printers, publishers and advertising agents in all their representatives branches.
86. Subject to the provisions of the RBI to operate as authorized dealers in foreign currencies and the money markets, whether in India or abroad.
87. To become a member of National Stock Exchange, Bombay Stock Exchange, and/ or OTC Exchange of India or any other recognized Stock Exchange in India and carry on business permitted to be carried on by such members under the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and/or under the respective Rules, Byelaws, Regulations, Articles of Association of such stock broking, Brokers to the issue of Securities, Merchant Bankers in all, respects, Market Makers, Registrars to issue of Securities, Share Transfer Agents, Investment Business, portfolio management, Investment Counseling, fixed Deposit Brokers, Intercorporate investment Canvassors, Finance and discount brokers, Advisors and consultants to the issue of Securities of all kinds and types in all the respects in India or abroad.
88. To be appointed as market researchers, market surveyors, and technical, financial, marketing, advertising, industrial, administrative consultants, and to investigate, collect information and data, prepare and submit feasibility reports, diagnose and suggest remedies for operational and other difficulties and weaknesses and undertake and arrange turnkey projects, in India and abroad.
89. To carry on all or any of the business of freighter & passenger aircraft services (domestic as well as international), and of leasing (wet lease and dry lease), hire & charter of aircraft, ramp handling, providing of ground services, freight & forwarding & customs clearance agents, Customs bonded storage & Customs bonded trucking services inland, and transport agents and contractors, freight and passage brokers (domestic as well as international) and representatives of airlines, steamship lines, railways, roadways and other carriers, transport and lorry operators, tanker operators, ship operators (domestic as well as international), multi-modal transport operators, cartage and haulage contractors, Carmen, stevedores, wharf lingers, cargo superintendents, packers, haulers, trolley operators, warehousemen, storekeepers and job masters, and of tourist and travel agents, to arrange and operate tours, booking of tickets, vehicles and hotels and other accommodation and to facilitate travelling and provide for tourists and travellers, and of running motor cars, taxis, coaches, buses, jeeps and other passenger vehicles and conveyances, and to generally do all such things as may be necessary and fit for transport of goods and passengers whether in India or abroad.

90. To carry on the business of photographers, portfolio makers and managers and owners and hirer's of cinematic and photographic equipment's and for that purpose to manufacture, produce, purchase, sell import, export, market and hire all kinds of equipment's, plants and material necessary and required for carrying on business as such.
91. To carry all types of agricultural, floriculture and agro-forestry related activities by actual cultivation of fruits, vegetables, flowers, foodgrains, cereals, seeds, oilseeds, plants, bulbs, tubers, rhizomes, cuttings, saplings, leaves, grasses and various agricultural crops and for that purpose to purchase, take on rent, lease and or undertake contract growing and joint cultivation's or otherwise acquire any land or plantations or estates and to work, develop, cultivate and to maintain the same and sell the produce of the land.
92. To assist any person in procuring land and render all services as lessees, managers, agents, consultants, marketers and advisors and to develop them to make suitable for cultivation of agricultural crops, plantation, forestry, sericulture, horticultural and floriculture and render services to any person in procuring finance from banks, financial institutions, provide all types of management services for developing the land and operating & maintaining farms and marketing farm produce.
93. To sell, lease out, rent out or mortgage land with or without trees, plants, agricultural, floriculture, produce in all its forms and market the same either in wholesale or retail in India or abroad.
94. To carry on the business of generators and/or distributors of electricity and energy (conventional and non-conventional) of all kinds and forms from any material whatsoever.
95. To carry on and undertake the business of investments in equity shares, preference shares, stocks, debentures, other securities including government securities and to act as financiers and to undertake and carry on and execute all kinds of financial operations including advancing, depositing or lending money and to act as an investment and finance company generally.
96. To carry on the business as manufacturers, processors, converting, altering, dealers, distributors, contractors, agents, exports, importers, suppliers, stockists, representatives, engineers, designers, developers, consultants for any and all types of plastics, foams, resins, thermoplastics, ABS, acetyl, acrylic, alkyd, polymers, copolymers, rilsan, cellulose, acetate, CAB, moulding compounds, moulding compositions, plasticizers, elastomers, gums, glues, adhesives, epoxy, melamine, nylon, myelin, polyamide, polycarbonate, polyester, polyethylene (both low density and high density), poly propylene, polystyrene, polyurethane, PVC, UF, MF, PF, CPW, DOP, foamed plastics of all kinds, composites, films, sheeting's, laminates, chemicals, additives, fillers, reinforcements and all other plastic materials of kinds that may be in existence or may be developed in future and plastic products such as, but not limited to, plastic bottles, tubes, rigid pipes, soft pipes, fittings, containers, PET bottles, straws, buckets, seats, belts, conveyors, wheels, castors, jars, mugs, nets, sheets, films, laminates, woven sacks, yarns, ropes, twines, chair cane, bags, toys, insulating materials, prefabricated sections and shapes, tanks, vessels, electric products, shoe products and parts thereof, wrapping materials, foils, hoses, ethical rubber products and parts thereof, household articles, industrial items, whether blown, moulded, formed, extruded, calendared or dipped.
97. To purchase, acquire take on lease or in other lawful manner any area, land, buildings, structures and to turn the same into account, prepare lay-out plans, develop the same and dispose of or maintain the same and to build, construct, erect, repair re-model, demolish, develop, improve, grade, curve, pave, macadamise, cement townships, arcades, complexes, apartments, markets, tenements and other buildings (residential, commercial, sports and industrial) and conveniences, places of worship, hospitals, schools, highways, ports, roads, paths, streets, sideways, courts, alleys, pavements and other similar constructions, drainage facility, electric, telephone, cable and television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, landlords, tenants and others.

98. To render constancy services of all kinds related to computers and data processing including feasibility studies, bench marking and selection of hardware software, system analysis and design, development, testing, documentation, maintenance, installation and publishing of software of all kinds including, but not limited to, systems software, compilers, utilities, office productivity software, business and commercial software, transaction software, expert system certification and rating of software, data centre activities, hire and/or lease of computer and/or computer time, selection and training of personnel, computer education including, but not limited to, administration of proficiency, test, CAD, CAM, licensing and sub-licensing of all kinds of software being services relating to industrial, commercial, administrative and scientific knowledge and imparting of experience, skill and knowledge to all persons, entities (whether public or private), governments & government bodies in India and elsewhere.
99. To carry on the business as hoteliers, refreshment contractors and caterers, restaurant keepers, milk and snack bar proprietors, cafe and tavern proprietors, lodging house proprietors, ice-cream merchants, sweetmeat merchants, provision merchants and to build, maintain, lease and run resorts, sanatoriums and holiday homes.
100. To carry on business as estate agents and estate managers, and to collect rents, repair, look after and manage immovable properties of or for any persons, firms and companies, governments and states, as well as this company, to give, take, let and sub-let rent-farming contracts, and to carry out, undertake, or supervise any building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties and to generally act as builders, developers, architects and contractors.
101. To promote, acquire, run and/or otherwise carry on the business of manufacturing, dealing, exporting, importing and/or trading of ice, ice cubes, dry ice, crushed ice, ice powder, icing, and all kinds of ice and ice products and mineral water.
102. To act as a broker of shares and stocks on behalf of others and for that purposes do all things necessary like application for membership of stock exchanges and other mediums that may be created for doing the work of a broker.
103. To carry on all kinds of Agency business including that of clearing agents, freight contractors, steamer agents, aircraft agents, clearing and forwarding agents, licensing agents, general agents, commission agents, land and estate agents, appraisers, valuers, surveyors, transport contractors, transporters and brokers and to purchase and otherwise acquire and sell let, lease or otherwise dispose off, or deal in, moveable and immovable property of all kinds and descriptions in all parts of India or abroad.
104. To promote business in matters of inland and foreign trade, transport, industry and manufacture, finance and all other economic subjects and to encourage Indian banking, shipping and insurance.
105. To carry on business of producers of advertisements, ad-films, film and television software; television channel and cable operators, and to build, construct, run and hire OB vans, film studios, television studios, recording studios, dubbing studios, editing studios, etc. in India and elsewhere.
106. To carry on the business of Advertising Agents and for that purpose to purchase and sell advertising time or space on any print media, radio station, television centre and cable television in India or abroad or any other kind of media currently in vogue or which may be in vogue at any time like cinematography and including newspapers, souvenirs, hoardings, neon signs and other display devices of all kinds and descriptions to promote the sale or any other interest of its clients.
107. To carry on the business of manufacturing, dealing, exporting, importing, trading of Floral bricks, Insulation panels, Plastic articles, agri-horticulture products, Fresh and processed foods

which have applications in varied business, industries and agro sectors.

108. To carry on the business of builders, contractors, dealers in and manufacturers of prefabricated and pre-cast houses, buildings and erections and materials, tools, implements, machinery and metalware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith.
109. To carry on anywhere in India and abroad, the business of manufacturers of and/or dealers in wires, cables of all types and kinds, copper conductors, aluminium conductors or other conductors made of any matter of substance and all types of machinery, plant or apparatus and things required for and capable of being used in connection with the manufacture of the above or for the generation, accumulation, distribution, supply of employment of electricity.
110. To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners, stores and warehouses of automobiles, motor cars, lorries and vans, motorcycles, cycle-cars, motors, scooters, carriages, amphibious vehicles and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions (all hereinafter comprised in the term "motors and other things"), whether propelled or assisted by means of petrol, spirit, steam, gas, electrical, animal or other power, and of engines, chassis, bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatuses, lubricants, cements, solutions, enamels and all things capable of being used for, in, or in connection with manufacture, maintenance and working of motors and other things or in the construction of any track or surface adapted for the use thereof.
111. To enter into any arrangement by way of a turnkey project involving supply of technical, civil, financial, administrative, plant and merchandise, information, knowledge and experience and as such, undertake for and on behalf of a client to set up any plant or project in or outside India.
112. To carry on in India and elsewhere as proprietors, managers or hirers or through agents the business of creating, packaging and distributing products, content and services including consulting, educational and advisory services for areas commonly known as computer software, computer hardware, computer networking, multimedia, internet, networked communications, virtual reality and other related fields.
113. To carry on business as chemical engineers, analytical chemists, importers, exporters, manufacturers of and dealers in heavy chemicals, acids, alkalis, petrochemicals, chemical compounds and chemicals of all kinds (solid, liquid and gaseous and whether organic or inorganic), drugs, medicines, pharmaceuticals, antibiotics, tannings, tanning extracts, essences, solvents, plastics of all types, dyestuffs, intermediates, textile auxiliaries, cellophane's, colours, dyes, paints, varnishes, vat and other organic dyestuffs, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio-chemicals and pharmaceutical, medicinal, sizing, bleaching, photographic and other preparations and articles, dye intermediates, essences, salts, photo chemicals, minerals, varnishes, compounds, pigments, colour grinders, colouring agents, bleaching agents and dyeing agents of all kinds and descriptions whether manufactured or natural, and which have applications in varied business, industries, food products and agro sectors and to act as manufacturers and dealers in chemicals products of any nature whatsoever and as wholesaler and retailer chemists, analytical chemists, dry salters, oil and colour men, and makers and dealers in proprietary articles of all kinds and descriptions of electrical, chemical, photographic, surgical and scientific apparatus and materials.
114. To carry on business in India and elsewhere as manufacturers, assemblers, designers, builders, sellers, buyers, exporters, importers, factors, agents, hirers and dealers of digital and analog data processing devices and systems, electronic computers, data processing equipment's, central processing units, memory, peripherals of all kinds, word and text processors, peripheral controllers and interfaces, modems, data lodgers, processing, transmitting, receiving and recording devices, voice synthesis and reproduction devices, animators and animation devices, robots, electronic controls, software of kinds, types and uses including, but not limited to, machine oriented and problem oriented software, data entry

devices, data collecting systems, accounting and invoicing machines, intelligent terminals, controllers, media and all related and auxiliary items and accessories including, but not limited to, all components of electronic hardware and appliances of types, descriptions and uses including all future developments.

115. To promote and safeguard the interest of all Export Oriented Units in India Licensed under the Export Scheme framed by the Government of India.
116. To manufacture and/or fabricate machinery, pumps, machine parts, machine tools and moulds.
117. To carry on a general business of providing comparative information about the characteristics, interest and other attributes of individuals, communities, organisations, countries, or other social units and of any articles or commodities, or economic trends or persons whatsoever. To design, invent, prepare, own, make use of, lease, sell or otherwise dispose of and, generally, to deal in and with computers data processing machines, types, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with business. To license or otherwise authorise others to engage in the foregoing, and to engage in general research and development in areas related to or involving foregoing.
118. To carry on in India or abroad the business of producers, manufacturers, importers, exporters of and dealers in all kinds of paints, distempers, pigments, writing, printing and inks of all other kinds and raw materials used for the preparation of the above, and to carry on the business of manufacturing, fabricating, developing, improving, repairing or otherwise dealing in all such machinery, plant, equipment and other related facilities for the production of the aforesaid.
119. To take part in the formation, supervision or control of the business or operations of any company and for that purpose act as an Issue House, Registrars and Share Transfer Agents, Secretaries, Financial Advisors or Technical Consultants, and also to act as Financial Consultants, Management Consultants and Legal Consultants.
120. To carry on all or any of the business of goldsmiths, silversmiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery, cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver, utensils, diamonds, precious stones, paintings, manuscripts, curios, antiques and objects of art.
121. To carry on all types of selling and purchasing activities directly (both in internal and external markets on its own or as sales, purchase or commission agents and brokers) to act as Service Agents for providing services after sales and other technical services; to carry on business as marketing technical consultants both in internal and external markets.
122. To manufacture, process, buy, sell, import, export or otherwise deal in all kinds of cardboard packing, plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares, and other packing and packaging materials whether made of leather, plastic, H.D.P., L.D.P., polypropylene, plastic, PVC, and other fibres and fibrous materials (man-made or otherwise), cloth, textiles, jute, hessian and hemp.
123. To purchase or otherwise acquire, manufacture, refine, treat, reduce, distill, blend, purify, pump, store, hold, transport, use, experiment with, market, distribute, supply, sell and otherwise dispose of, import, export, and trade and generally deal in any and all kinds of petroleum and petroleum products, oils and chemicals and any products, by-products and derivatives thereof.
124. To design invent, prepare, own, make use of lease sell or otherwise deal in and manufacture computers, computer peripherals and/or any other equipment and materials in connection with the computer industry. To undertake on a turnkey basis the installation of computer systems, conducting coaching classes and entering into annual maintenance contracts for servicing of computer systems.
125. To organise in any part of India or abroad, sales promotion drives, seminars, exhibitions, fairs,

and other similar activities for and on behalf of customers to attain the aforesaid objects of the company.

126. To carry on the business as merchants, commission agents, exporters, importers, traders, wholesalers, retailers, agents, indenters, buyers, sellers, distributors, stockists, brokers and dealers in all types of goods, merchandise, articles and services and to act as merchants and agents of all kinds and descriptions and to act as a recognised Export House and also as a Trading House and for that purpose to indent, buy, sell, trade, deal, import, export all kinds of raw materials, goods, commodities, articles, licences, merchandise, products and produce and services as may be authorised and/or permitted by the Government through trade policies from time to time. No money circulation scheme will be carried on by the Company.
127. To carry on the business as importers, exporters, dealers in and manufacturers of cameras, television sets and video cassette recorders/players in India and elsewhere, of all sizes and of all shapes, whether hybrid, solid state or otherwise, including generally dealing in, renting, repairing, maintaining and working all equipment's, appliances and accessories of television business, and for that purpose to set up plants, purchase or otherwise acquire the same and to run and maintain all such plants and machinery and to buy, sell, import, export or otherwise deal in photographic films, films, television films, video cassettes and other types of allied materials.
128. To carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in textiles, cloth, garments, made-ups, men's, women's and children's clothing, hosiery and wearing apparel of every kind, nature and description including shirts, bush-shirts, pyjama suits, vests, underwear's, suits, foundation garments for ladies' dresses, brassieres, maternity belts, knee caps, coats, panties, nighties, socks, sweaters, stockings, laces, scarves and so on.
129. To carry on the business of printers, publishers, lithographers and stationers.
130. To build, construct, operate and/or transfer any roads, bridges, dams or any other item of infrastructure as may be permitted by the government from time to time.
131. To carry on the business as agriculturists, farmers, dairymen, milk contractors, dairy farmers, seeds men, nurserymen and dealers in animals of every kind, growers of and dealers in corn, hay, straw and agricultural products of all kinds, and surveyors and vendors of and dealers in milk cream, cheese, butter, eggs, flour, poultry, honey, fruits, vegetables, jam, meats, groceries and provisions of all kinds and foodstuffs generally and to buy, sell and trade in any of the above business or any other business associated with farming which may be advantageously carried on by the Company.
132. To carry on all kinds of promotion, business and in particular to form, constitute, float, lend money to assist and control any company or association or undertaking whatsoever and to enter into any technical and/or financial collaboration/agreement with any party in India or abroad and to open any number of offices jointly with others or severally on our own within India and/or abroad.
133. To manufacture design, fabricate, assemble, deal, sell repair, export, import, recondition, service, hire, install, maintain, and contract all kinds of plastic machinery, parts, of machinery and instruments.
134. To carry on research and development and to establish a scientific laboratory and R & D Centre.
135. To carry on the business of shrimp farming, fish farming, prawn farming, fishing and deep-sea fishing and to act as advisors, consultants, marketers for fishing and farming and to procure land, boats, trawlers and other equipment for the same.
136. To carry on the business of and act as an advertising agency and advertising agents, advertising consultants, modelling agency and media planners and to purchase and sell advertising time and/or space on any media or medium whatsoever, in India and abroad, and for that purpose design, develop, sell, market and distribute advertising campaigns, material of

all kinds, slogans, logos and / or other software; and to manufacture, produce, purchase, sell import, export, market and hire all kinds of equipment's, plants and material necessary and required for carrying on business as such.

137. To carry on the business of market researchers and marketing surveyors and experts and as advisors and consultants on all matters and problems relating to marketing, publishing, publication, advertising, selling, distribution, technical, industrial, civil, administration, finance and organisation, management, commencement or expansion of businesses and industry, purchasing and selling techniques and business (including construction of plants and buildings), production, purchases, sales, material and cost control, publicity, personnel, export and import to and for institutions, concerns, bodies, associations (incorporated or not), individuals (including minors and HUFs), departments, and services of Government, public or local authorities, trusts, charities, scientific research and development centres.
138. To carry on a general business of providing comparative information about the characteristics, interest, or other attributes of individuals, communities, organisations, countries or other social units and of any articles or commodities or economic trends or persons to design, invent, prepare, own, make use of lease, sell or otherwise dispose off and, to deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with this business, to license or otherwise authorise others to engage in the foregoing and to develop all kinds of software relating to aqua farming, poultry and agriculture farming.
139. To purchase, sell, develop, take in exchange, or on lease, hire or, otherwise acquire, whether for investment or sale, or working the same, any real or personal estate, including lands, mines, business buildings, factories, mills, houses, cottages, shops, depots, warehouses, machinery, plant stock in trade, mineral rights, concessions, privileges, licences, easement or interest in or with respect to such property in consideration for gross sum or rent or partly in one way and partly in the other or for any other consideration; to carry on business as proprietor of flats and buildings and to let on lease or otherwise apartments therein, and to provide for the conveniences commonly provided in flats, suits and residential and business quarters.
140. To carry on the business of financiers and for that purpose to give and take loans, with or without security and on such terms and conditions as the Company may in its absolute discretion deem fit, to any person or persons to enable them to purchase either by themselves or jointly with other person or persons.
141. To carry on the business of a leasing and hire purchase finance company and to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estate, required for manufacturing, processing, transportation and trading business and other commercial and service businesses.
142. To manufacture, purchase, sell, export and generally to deal in all kinds of Sports goods, sports ware, all kinds of paper and printing material, packing material etc.
143. To manufacture, purchase, sell, import, export and generally to deal in all kinds of tiles, boards including particle boards and laminated boards, and related products.
144. To do the business of consultancy in any field in which the company is authorised to do business.

IV. The Liability of the members is limited.

V. (a) The Authorised Share capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

(b) The minimum paid up share capital of the company shall be Rs. 1,00,000 (Rupees One Lakh)

We, the several persons, whose names, addresses and description are hereunder 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 as set opposite our respective names:

Sr. No.	Names, addresses, Description and Occupation of Subscribers	No. of Equity shares taken by each subscriber	Signature of subscriber	Signature addresses, descriptions and occupations of witness
1.	Mr. Sanjay Namdeo Salunkhe S/o Namdeo Salunkhe Address: Flat B-22, Nichi Co-op Hsg. Society, Plot No. 74, Shivrusti, Kurla (E), Mumbai – 400 024 Occupation: Business	9900 (Nine Thousand Nine Hundred only)	Sd/-	Witness to both: Ms. Jaya S. Sharma D/o S. B. Sharma Address: 2, Vishal Apt., Evershine Ngr, Malad (W), MumMumbai – 400 064 Occupation: Practising Company Secretary
2.	Mr. Ajaykumar P. Mistry S/o Purshottam Mistry Address: 71 C, Kurla Kamgar CHS, 2 nd Floor, CST Road, Kurla (E), Mumbai – 400 024 Occupation: Service	100 (One Hundred only)	Sd/-	
	Total	10,000 (Ten Thousand)		

Place: Mumbai.

Signature

