

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF SVAM SOFTWARE LIMITED

- I. The Name of the Company is **SVAM SOFTWARE LIMITED.**
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The Objects for which Company is established are:
 - (A) **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :-**
 1. To buy, sell, deal in, import, export, design, develop systems software, application software and any other software in India and abroad.
 2. To impart training, conduct seminars, workshops, Capsule courses on Computers, Computers maintenance, software development, software exports and to depute personnel to develop and design software in India and abroad and to start I S D L A N (integrated Services Digital Local Area Network), Dial for date centres, Technology parks in India and abroad.
 3. To promote, run or franchise schools, colleges, institutions for imparting education in computers and allied activities, science, technology, management in India or abroad.
 4. To provide consultancy services and advice in India and abroad about manufacturing, technical, managerial and marketing services in computer education, softwares, hardware and electronics.
 5. To manufacture, assemble, market, buy, sell, lease, import, export, produce, or otherwise deal in computers, computer systems, computer goods and components, computer hardware, computer peripherals and accessories, all kind of business machines, all kind of office equipments, systems and components, all kind of data communication and telecommunication equipment, systems and components, and any applications of above.
 6. To carry on business of trading, buying, selling, underwriting, investing, acquiring and holding of shares, stocks, debentures, debenture stock, bonds, obligation, commodities, futures or securities of any kind, of State, Government, Public or Private companies or of body corporate or any other entities whether in India or elsewhere either singly or jointly whether in India or elsewhere in any manner on any Stock Exchange and National Stock Exchange or any other online medium.



**B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN
OBJECTS SPECIFIED ARE:**

1. To carry on a general business of data processing and 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 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 in connection with foregoing 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.
2. To purchase and otherwise acquire, own, import, exports, sell and deal in all materials, substances, appliances machines, containers and other articles, apparatus and things capable of being used in the main 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 main business of the Company.
3. To acquire build, construct, alter, maintain, enlarge, remove or replace, and to work, manage and control any building, offices, mills, shops, engines, reservoirs, electric works and such other works and conveniences which may seem necessary to carry out the main objects of the company, and to join with any other person or Company in doing any of these things.
4. To purchase, take on lease, tenancy or in exchange, hire, take options over or acquire any estate of interest whatsoever and to hold, develop, work, deal with and concessions, grants, degrees, licences, privileges, claims, options, leases, property, real or personal or right or powers of any kind, which may appear to be necessary or convenient for the main business of the Company.



5. To create subscription fund, sinking fund, insurance fund or any other special funds, whether for repairing, improving, extending or maintaining any property of the Company or for any other such purposes conducive to the interest of the Company.
6. Subject to Section 293 of the Act to sell, exchange, mortgage, convey, assign, manage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such considerations as may be thought fit and in particular for stock, shares, whether fully or partly paid-up, or such other securities of any Company having objects in whole or in part similar to those of the Company or as may be approved by the shareholders.
7. Subject to the applicable provisions of the Act, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of 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.
8. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
9. To undertake financial and commercial obligations, transactions and operations of all kinds connected with the main objects or business of the Company.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly to further the main objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, stock contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any persons, whether incorporated or not for the attainment of the main objects of the Company.
12. To invest in investment other than in Company's own shares any money of the Company not immediately required in such investments and in such manner as may

be thought proper and to hold, sell or otherwise deal with such investments as may be necessary for the main objects of the Company.

13. Subject to the provisions of Sections 58A, 292 and 293 of the Companies Act, 1956 and the Regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the Company or any other such person or company of any obligation undertaken by the Company.
14. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and such other negotiable or transferable instruments or securities of all types.
15. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licences, protections and concessions conferring any exclusive non-exclusive or limited right to their use or of any secret or such other information as to any invention process or privilege 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 or privilege in respect of or otherwise turn to account the property rights and information so acquired and to deal with the same by way of outright sale or purchase or by payment of commission or royalties or by receipt thereof and in any manner.
16. 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 purpose to acquire.
17. To establish, provide, maintain, conduct, manage, promote and participate in the promotion, organisation, development and management of research and other laboratories, training colleges, schools, libraries and other institutions, associations, organisations and establishments for the promotion or dissemination of knowledge, training, education and instruction of students and others who may desire to avail themselves of the same and for research in any branch of knowledge

and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith as may be necessary in connection with the main objects or business of the Company.

18. To pay for the preliminary expenses of the Company and takeover or pre-incorporation contracts, if any.
19. To procure the registration or recognition of the Company in or under the laws of any place outside India.
20. To acquire and undertake, all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
21. To form, incorporate, float or promote any Company or Companies, whether in India or abroad, having amongst its or their objects the acquisition of all or any of the assets on control, management or development of the Company or any other object or objects which in the opinion of the Company could directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in the formation or promotion of the company or the conduct of its business or in or about the promotion of any other such company in which the Company may have an interest or in the issue of any securities of the Company or any company promoted by this Company.
22. Subject to the provisions of Sections 391 to 394 of the Companies Act, 1956, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons or company or companies carrying on or engaged in the main business or transactions of the Company.
23. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade, subject to Section 293A and 293B of Companies Act, 1956,
24. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities, Supreme, National local, municipal or otherwise of any place in which the Company may have interests and to carry on

any negotiations or operations for the purpose of carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered directly or indirectly to prejudice the interest of the Company or its members and to assist the promotion, whether directly or indirectly, of any legislation which may seem advantageous to the Company and to obtain from any such Government, authority and Company any charters, contracts, decrees, rights, grants, licences, loans, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such licences, arrangements, charters, decrees, rights privileges or concessions.

25. To adopt such means of making known the services undertaken by the Company as also the processes employed therein and the articles, goods, products, and appliances manufactured or dealt in, by or at the disposal of the Company as may seem expedient and in particular by advertising in all ways available including in the press, by circular by advertising in all ways available including in the press, by circulars, by purchase and exhibition of works of art or interest, by broadcasting, sky-writing, billboards, hoardings, motion and talkie pictures, seminars, by publication of books and periodicals and by granting prizes, rewards and donations; to encourage, organize and promote exhibitions, competitions, and demonstrations of any kind or variety, cinemas, dramatic performances, clubs, associations, organisations, movements or associate activities of any kind or variety likely to promote the interest of the Company.
26. To undertake and execute any trust the undertaking of which may seem to the company desirable either gratuitously or otherwise, to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf 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 dependents, heirs and children, and for any deserving main object of the Company.
27. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debt, strike, fire, accidents or combination or otherwise or for the benefit of any clerks workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents

and whether or not in common with other persons or classes or persons and in particular for friendly co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose including to national and such other funds and institutions of all tyes.

28. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or super-annuation fund for the benefit of and give or procure the giving of donations, gratuities, pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or is associated with the Company or with any such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.
29. Subject to Sections 293A and 293B of the Act, to subscribe to or otherwise aid benevolent, charitable national or other institutions or objects of a public character which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
30. To open current, cash, credit, overdraft, or other bank accounts and to draw, make, accept, endorse, discount and execute all kinds of negotiable and transferable instruments and securities.
31. To appoint agents and constitute agencies and or to establish branches of the Company in India or elsewhere.
32. To employ experts to investigate and examine into the condition, prospects, value, charter and circumstances of any business concerns or undertakings or of any assets, property or rights.
33. To carry on business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangements with such subsidiary company for taking the

profits and bearing the losses of 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.

34. To appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
35. To apply for, promote and obtain any Act, charter, order, regulation, privilege, concession, licence or authorisation of any Government, state or municipality, of licence any authority or any corporation or any public body which may be empowered to grant licences or enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly or prejudice the Company's shares, debentures or other securities and assets to defray the necessary costs, charges and expenses thereof.
36. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission, for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
37. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by any such Company.
38. To adopt such means of making known the business 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.
39. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory note, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

40. 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.
41. To carry out in any part of the world all or any part of the Company's objects as principal, agent, factory, trustee, contractor or otherwise, and either alone or in conjunction with any other person, firm, association, corporate, body, municipality, province, state, body politic or government or colony or dependency thereof.
42. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
43. To procure the Company to be registered or recognised in any part of the world.
44. To carry on the business as manufacturers and producers of, and dealers and traders in, dairy, agricultural, farm, garden, and ocean produce of all kinds, sea foods, meats, sausages, poultry, game and other live and dead stock, milk, cream, butter ghee, confectioneries, pastries, cooking oils, provisions, cereals, spices and other edibles, commodities, articles, goods or things which may be conveniently dealt with in the course of carrying on any of the businesses above mentioned, and generally to carry on the trade or business of fast foods and ready foods in all its branches.
45. To carry on the business of leasing and to let on lease or on hire purchase system or to lend or otherwise deal with, acquire or dispose of any property (moveable or immoveable) assets, goods, rights, benefits, or effects, whether owned by the Company or not; and to finance the purchase, acquisition or disposal of any such property, assets, goods, rights, benefits or effects by way of loans or otherwise, and the letting thereof on the hire-purchase system or otherwise howsoever.
46. To do all or any of the things hereinbefore authorised at such places as the Directors may from time to time determine, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents and also to do all such other things as are incidental or conducive to the attainment of the main objects or any of them.

IV. The Liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

A handwritten signature in black ink is positioned to the left of a circular stamp. The stamp is a circular seal with the text "GNAN SOFTWARE LTD" around the top inner edge and "DELHI" in the center. A small star is located at the bottom center of the stamp.