

THE COMPANIES ACT, 2013¹

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED**

I. The name of the Company is **INFINITE COMPUTER SOLUTIONS (INDIA) LIMITED.**

II. The registered office of the Company will be situated in the State of Haryana².

III³.

(A) ⁴The Objects to be pursued by the Company on its incorporation are:

1. To carry on the business of developing, designing and maintenance of web-sites, Electronic Mails, Intranet solutions, Data Processing, Data Warehousing, Data Mining, Setting up communications solutions, man-power training, Strategic Change Management and Software development.
2. To carry on business of Internet Promotions and Internet Marketing, Internet Radio, Networking Solutions, CD-ROM Technology, Electronic Commerce related applications, Electronic Data Interchange, Enterprise Resource Planning and IT Resource Management.

(B) ⁵Matters which are necessary for furtherance of the Objects as specified in Clause III (A) are⁶:

1. To carry on business of developers, importers, exporters, job workers, import and export electronic data processing and communication hardware and software and undertake and provide services related to development and merchandizing of software including for preparation and maintenance of accounting, statistical, business, scientific or mathematical information and reports, networking data communications, satellite communications, internet world, wide web, local area networks, enterprise wide networks, multimedia E-mail private telecommunications & satellite services and structured cabling to companies and any other applications including development of software

¹ Substituted vide special resolution passed at Annual General Meeting held on 30.09.2019.

² Amended by shareholder's resolution dated 24.11.2019 and approved by the Regional Director, Northern Region, Ministry of Corporate Affairs, vide its Order dated 24.09.2020.

³ Deleted title vide special resolution passed at Annual General Meeting held on 30.09.2019.

⁴ Substituted vide special resolution passed at Annual General Meeting held on 30.09.2019.

⁵ Substituted vide special resolution passed at Annual General Meeting held on 30.09.2019.

⁶ Sub-clauses of Clause III (B) re-numbered from (1) and so on vide special resolution passed at Annual General Meeting held on 30.09.2019.

packages for operating systems, utilities, applications for finance, marketing, personnel, other business and engineering applications, systems design, programming, data processing, data entry, data preparation and to act as man power recruitment consultants management and computerisation consultants and provide technical know-how and advice or training in mathematics, statistics, quality control, communication systems, computer operations and applications, and also to execute turnkey projects and to provide management service in computer based data processing including feasibility of new projects and/or improvements to and/or expansion or existing projects in India and elsewhere, establish, acquire data processing and training centers⁷.

2. To Design, Develop, Market, Sell software products related to computer aided, design and drafting for mechanical electrical, civil and other branches of Engineering, Architectural and Medical application and any other required applications of standard in nature or designed to customers specific requirements, undertake and provide services in the area related to computer aided design, drafting and Manufacturing. To design, Develop, submit report, market and sell the software and hardware systems in process automation in engineering and other industries by way of robotics or computer aided process controls.
3. To import and export, undertake and provide services, related to data processing, entry, date preparation and to act as and computerization consultant and provide technical know-how and advice or training in mathematics, statistics and quality control, systems analysis, technical and scientific research, programming, languages, software products, hardware systems, software, application packages in management are such as finance, personnel, marketing and experiment in any trade, industry and similar and to provide management service in computer based data processing and to promote or propose such methods, and submit reports on feasibility of new projects and or improvements to and/or expansion or existing projects in India and elsewhere connected with software, data processing and sales.
4. To associate with, negotiate or enter into contracts with any person, foreign companies firm, individuals for technical collaboration or for acquiring the know-how from them or to impart or supply the know-how on such terms and conditions as the company may deem fit, in any field or its activities or business.
5. To vest any moveable or immoveable property, rights or interest 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.

⁷ Modified vide special resolution passed at Annual General Meeting held on 30.09.2019.

6. To furnish and provide deposits and guarantee funds, required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege, or in relation to the carrying out of any contract, concession decree or enactment.
7. To amalgamate, enter into partnership or into any arrangement for sharing profits union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or company having similar objects.
8. To enter into all sorts of internal and/or external foreign collaborations, technical assistance, financial or commercial arrangements including market survey, study of market conditions in India or outside India for fulfillment of any object herein contained.
9. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property rights and liabilities of the company.
10. To pay promoters of company preliminary expenses and other incidental expenses for shares for consideration without cash or wholly towards such expenses.
11. To open bank accounts of all nature including overdraft accounts and to operate the same and to avail all nature & kind of credit facilities.
12. To draw, make accept endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
13. ⁸To receive money on deposit or loan and borrow or raise in such a 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 repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets (both present and future) of the company including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or by other person or company as the case may be, but shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.
14. To invest and deal with monies of the Company not immediately required in any manner.
15. To open branches, sub-offices, depots and multiple shops in India or outside India and to appoint agents, stockist, distributors, sub-distributors dealers, sub-dealers and brokers for the business of the company.

⁸ Modified vide special resolution passed at Annual General Meeting held on 30.09.2019.

16. To sell or otherwise dispose of the undertaking of the company or any part thereof for such consideration as the company shall think fit for and in particular for shares, debentures or other securities issued or to be issued by the purchaser whether body corporate or not.
17. To acquire the whole or any part of the undertaking and assets of any business within the objects of the company and lands, privileges, rights, contract, property or effects held or used in connection therewith and upon any such purchase, acquire to undertake, the liabilities of any company, association, partnership or person.
18. To acquire and secure membership, act or privileges either in the name of the company or its nominee or nominees in and of any association, exchanges, market, club, Board, Council, Chamber or other institution in India or in any part of the world for furtherance of business, trade or industry.
19. To accept gifts, bequests and donations from members and others and to make gifts to members and others of moneys, assets and properties of any kind.
20. To insure any of the persons, properties, undertakings, contracts guarantees, or obligation or profits of the company of every nature and kind in any manner whatsoever.
21. To refer any dispute, claim or demand by or against the company to arbitrators and to secure and perform the award.
22. To create any depreciation fund, reserve fund development fund, sinking fund, insurance fund or any special or other fund, whether depreciation of or repairing, improving, extending or maintaining any of the properties of the company.
23. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuity, pensions, allowances, or emoluments to any persons, who are or were at any time in the employment or service of the company, or who are or were at any time Director or Officers of the company and the wives, widows families, dependents, of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to advance the interests and well being of the company and make payment to or towards the insurance of any such persons as aforesaid.
24. To enter into any arrangements with any government or authority that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such Government or authority any rights, privileges,

licenses⁹ and concessions which the company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.

25. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and exercise, carry out and enjoy any charter, licenses¹⁰, power, authority, franchise, concession rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for and in aid contribute towards carrying the same into effect.
26. To apply for promote and obtain any statute order regulation or other authorisation or enactment and to oppose any bills proceedings or applications which may be beneficial to the company.
27. To be interested in, promote joining and undertake the formation and establishment of such institutions association, chamber of commerce, or other bodies industrial trading or manufacturing with the objects of the company as may be considered to be conducive to the profit and interest of the company and to acquire, promote and/or subsidise any industry or undertaking.
28. To donate or gift or receive gift in cash or in kind including for any national, charitable, benevolent, public purposes for promotion and growth of national economy and for discharging social and moral responsibilities of the company to the society or to any institution, club, society, research association, University, College or in favour of any government or any public institution(s) or organization(s) or person(s).
29. To give donations and to advance and lend to any person(s), Institution(s), Organisation(s) on such terms and conditions and with or without interest or concessional rate of interest as may seem expedient for the fulfillment of the objects contained in the above clause.
30. To undertake, carry out, promote and sponsor or assist any programme for promoting the social, cultural and economic welfare of or the uplift of the public in any rural or backward area and to incur any expenditure on any programme of Rural Development and to assist the execution and promotion thereof either directly or through an independent agency or otherwise without prejudice to the generality of the foregoing the terms “Programme for Rural Development” “Rural area” and “Backward Area” shall have the same meaning as contemplated under the provision of the Income-Tax Act, 1961 any other law relating to rural or backward area development any of the above mentioned objects of purposes and to transfer without consideration or at a

⁹ Modified vide special resolution passed at Annual General Meeting held on 30.09.2019.

¹⁰ Modified vide special resolution passed at Annual General Meeting held on 30.09.2019.

fair or concessional value the ownership of any property of the Company to or in favour of any public institution(s) or organization(s) or person(s).

31. To remunerate (by cash otherwise or by other assets or by allotment of fully or partly paid shares credited as fully paid or paid up in other manner) any persons, firms, association or companies for services rendered or to be rendered in giving technical aid and advice, granting licenses¹¹ or permission for the use of patents, trade secrets, trade marks, processors and acting as trustees in for debenture holders or debenture-stock holder of the Company or for subscribing or agreeing to subscribe subscriptions whether absolutely or conditionally for any shares, debentures or debenture-stock or other securities of the company or for services rendered in or about the formation or promotion of the company or for granting payment of such debenture-stock or other securities and any company promoted by this company or introducing any property or business to the company or in or about the conduct of the business of this company or interest thereon.
32. To provide for the welfare of shareholders, ex-shareholders, directors and ex-directors and employees of the company and the wives, widows, and for families, the dependents of such persons by building or contributing to the building of houses, dwelling or chawls or by grants of money, pensions, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit and to subscribe or contribute for or otherwise to assist or to grant money to charitable and other trusts, whether private, public, discretionary¹², vested or specific, national or other claims to support or aid by the company either by reason of locality of operation or of public or general utility or otherwise.
33. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and companies or governments or state and to give indemnities of all kinds.
34. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply, as the Directors may from time to time think fit, any moneys received by way of premium on shares on debentures issued at a premium by the company and any moneys received in respect of or forfeited shares and moneys arising from the sale by the company of forfeited shares.
35. 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 winding up.

¹¹ Modified vide special resolution passed at Annual General Meeting held on 30.09.2019.

¹² Modified vide special resolution passed at Annual General Meeting held on 30.09.2019.

36. To indemnify officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of any thing done or ordered to be done by them for and in the interest of the company or any loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto.
37. To act as principals, agents, contractors, trustees or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others.
38. To impact trainings to the officers of the company.
39. To arrange for and develop sources of supply, storage, procurement, transportation of all kinds of goods, articles required in connection with the business of running of the departmental stores for employees of the company.
40. To receive money, securities and valuable of all kinds on deposit at interest or on such terms and conditions as may be expedient.
41. To undertake and execute any contracts involving supply, application or use of any plants, machineries, products or process concerning any of the objects for which the company is formed.
42. To create any type of mortgage or charge on whole or any part of the undertaking, properties, stocks, investments rights, titles etc. of the company both present or future and on any uncalled share capital of the company, and to create, issue, make and give debentures, debenture-stocks, bonds or other securities and obligations perpetual or otherwise, with or without any mortgage or charge on all or any part of the items aforesaid.
43. To purchase take on lease hire purchase or otherwise Repair alter, convert, fabricate assemble or otherwise all types of plants & Machineries, tools, Jigs, die moulds, equipments, instruments, for the purpose of business of the company.

III (C) ¹³

IV¹⁴ The liability of the member is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.

¹³ Deleted vide special resolution passed at Annual General Meeting held on 30.09.2019.

¹⁴ Substituted vide special resolution passed at Annual General Meeting held on 30.09.2019.

V¹⁵. The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000/- (Rupees Five Crores Only) Equity Shares of Rs.10/- (Rupees Ten Only) each^{#16}.

¹⁵ Substituted vide special resolution passed at Annual General Meeting held on 30.09.2019.

¹⁶ Inserted vide special resolution passed at Annual General Meeting held on 30.09.2019.

#The Clause V of the Memorandum of Association of the Company has been altered from time to time by passing requisite resolutions at the meeting of the members. The details of alteration since incorporation till date are stated separately hereinunder.

| Effective Date | Equity Share Capital (Rs.) | Preference Share Capital (Rs.) | Total Authorised Capital (Rs.) | Remarks |
|----------------|----------------------------|--------------------------------|--------------------------------|---|
| Sept 6, 1999 | 1,000,000 | - | 1,000,000 | The Company was incorporated on September 06, 1999 with Rs. 10,00,000 (Rupees Ten Lakhs Only) as its Authorised Share Capital |
| Nov 14, 1999 | 50,000,000 | - | 50,000,000 | Authorised Capital of the Company was increased to Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Ten) each vide Ordinary resolution passed by the members on November 14, 1999. |
| March 29, 2004 | 45,000,000 | 5,000,000 | 50,000,000 | Authorised Capital of Rs. 5,00,00,000/- (Rupees Five Crores Only) of the Company was reclassified into 45,00,000 (Forty Five Lakhs) Equity shares of Rs.10/- (Ten) each and 5,00,000/- (Five Lakhs) Preference Shares of Rs.10/- (Ten) each vide Ordinary resolution passed by the members on March 29, 2004. |
| July 20, 2005 | 465,000,000 | 35,000,000 | 500,000,000 | Authorised Capital was increased to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) classified into 4,65,00,000 (Four Crores Sixty Five Lakhs) Equity shares of Rs.10/- (Ten) each and 35,00,000/- (Thirty Five Lakhs) Preference Shares of Rs.10/- (Ten) each vide Ordinary resolution passed by the members on July 20, 2005. |
| Dec 14, 2010 | 500,000,000 | - | 500,000,000 | Authorised Capital of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) of the Company was reclassified into 5,00,00,000 (Five Crores) Equity shares of Rs.10/- (Ten) each vide Ordinary resolution passed by the members on December 14, 2010 via Postal Ballot. |

We, the several persons, whose names, addresses and occupations 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 set opposite to our respective names.

| Name, address, description and occupation of each Subscriber | Number of Equity Shares taken by each Subscriber | Signature of Subscriber | Signature of witness and his name, address, description and occupation |
|--|--|-------------------------|--|
| Mr. Sanjay Govil S/o Dr. Narender Kumar Govil 23, Asha Mahal, Nowroji Gamadia Road, Mumbai – 400026. Occupation: Business | 100 (One Hundred Equity Shares Only) | Sd/- | Sd /- Mr. Thomaskutty Memana Varghese S/o Mr. K.V. John 303 Lotus House, 33-A New Marine Lines, Mumbai – 400 020. Occupation: Income Tax Consultant |
| Mr. Dronamraju Hanumantha Rao S/o Late Dronamraju Kameswara Rao 23 Asha Mahal, Nowroji Gamadia Road, Mumbai – 400026. Occupation: Chartered Accountant | 100 (One Hundred Equity Shares Only) | Sd/- | |
| Mrs. Sarala Rao W/o Mr. Dronamraju Hanumantha Rao 23 Asha Mahal, Nowroji Gamadia Road, Mumbai- 400026. Occupation: Housewife | 100 (One Hundred Equity Shares Only) | Sd/- | |
| TOTAL | 300 (Three Hundred Equity Shares Only) | | |

Place: Mumbai.

Dated: 27th August, 1999.