

***MEMORANDUM OF ASSOCIATION**
OF
PARIJATHA BUSINESS SOLUTION PRIVATE LIMITED
THE COMPANIES ACT, 2013
[Company Limited by Shares]

1. The name of the Company is **Parijatha Business Solution Private Limited**.
2. The Registered Office of the Company is situated in the **State of Karnataka**.
3. (a) The objects to be pursued by the company on its incorporation are:
 1. To act as consultants, service providers, and advisors on all aspects of corporate, financial, commercial, industrial and personnel management, to carry out financial/ legal due diligence, to undertake valuation of movable and immovable properties and to make evaluations, feasibility studies, project reports, forecast and surveys and to give expert advice and suggest ways and means for improving efficiency in concerns and industries of all kinds in India and elsewhere in the world. To arrange for syndication of loans and private placement of equity, venture capital, technology funds or any other funds for seed capital and risk capital foundation.
 2. To act as asset resolution agents to implement the provisions in SARFAESI Act 2002/ Constituted Attorney for Bankers, Finance Companies, Financial Institutions, Asset Reconstruction Companies (ARC's) and other and to recover amounts due and owing on their behalf directly or by employing agents, representatives and other, against money advances, term loans, and corporate loans of every nature, by means of negotiations, sale, legal action or by any other suitable strategy as may be required and to represent such Institutions/Banks/Companies in any litigation before any Court/Tribunal and to institute/defend any suit/claim before such courts/tribunals. To act as Management Consultants, Project Consultants, Marketing Consultants, Finance consultants & Legal consultants, Facilitators, Liaison Agents, sourcing agents, Nodal Points, Co-ordinators, and to appear for or represent as Power of Attorney Holders for principals in India or outside India.
 3. To manage financial assets (both performing and nonperforming) of and enforcement of security interest underlying such financial assets for and on behalf of Financial Institutions, Banks, Non-Banking financial Companies and other lending agencies. Financial assets for this

purpose shall mean a debt or receivable and shall include amongst others, I) a claim to any debt or receivables or part thereof, whether secured or unsecured; II) any debt or receivables secured by, mortgage of, or charge on, immovable property; III) a mortgage, charge, hypothecation or pledge of movable property; IV) any right or interest in the security, whether full or part underlying such debt or receivables; V) any beneficial interest in property, whether movable or immovable, or in such debt, receivables, whether such interest is existing, future, accruing, conditional or contingent; and VI) any loan or advance granted or any debentures or bonds subscribed or any guarantee given or any other credit facility provided. . To act as a manager to manage the secured assets, the possession of which has been taken over by such Financial Institutions, Banks, Non-banking financial companies and other lending agencies as secured creditors and act as receiver, if appointed by any court, tribunal or any other statutory authority.

4. To take over the assets and liabilities of M/S Parijatha Consultants a Proprietary Concern having its Corporate office at 435, 3A Cross, 5th Main, II Block, HRBR Layout, Bangalore-560043 as a going concern

3. (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To transact such other work or business as may be proper, necessary or desirable in connection with the Company's objects;
2. To apply, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to object or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same;
3. To train or pay for the training in India or elsewhere of any of the Company's Directors, employees or any candidate in the interests or for the furtherance of the Company's objects;
4. To enter into, make and perform contracts of every kind and description, agreements and arrangements including but not limited to contracts, agreements and arrangements by promoters' prior incorporation for the purpose of the Company's incorporation with any person, firm association, corporation, municipality, country, State, body of Government or colony or dependency thereof;
5. To apply for, promote and obtain any statute, order, regulation, other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company and to

oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest;

6. To procure the recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country;
7. To obtain any provisions under Act of the Government for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company's constitution;
8. To subsidise, assist and guarantee the payment of money by the performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or companies, with whom the Company may have or intended to have business relations;
9. To enter into any agreement with any Government or authority, Central, State, Local or Foreign or public body or person or authority or from any private individual that may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority, person or company, any concessions, grants, decrees, rights, charters, contracts, licenses, powers and privileges, whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same;
10. To open current, overdraft, cash-credit, fixed accounts or any other accounts with any bank, banker, Shroff or merchant and to pay into and draw money from such account and to negotiate loans, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable or transferable instruments and securities;
11. To receive money on deposit or loan at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient without doing banking business as defined in the Banking Regulation Act, 1949 and the acceptance of deposits being subject to Section 73 read with Companies (Acceptance of Deposit) Rules, 2014;
12. To borrow or raise money and secure or discharge any debt or obligation binding on the Company in such manner as may be thought fit and in particular, by mortgages of the

undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company or by the creation and issue, on such terms as may be thought expedient, debentures or debenture-stock, perpetual or otherwise, or other securities of any description without doing the business of banking as contemplated under the Banking Regulations Act, 1949;

13. To make advances of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the Company upon such terms with or without security, as the Company may deem expedient;
14. To lend, finance and to give credit to such persons or companies being customers and others having dealings with the Company on such terms as may seem expedient and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantee and indemnities;
15. To use, cultivate, work, manage, improve, carry on, develop and turn to account the undertaking, lands, plantations, rights, privileges, property and assets of any kind of the Company or any part thereof;
16. To erect and construct houses, buildings, residential or individual colonies, or works of every description on any land of the Company, or upon any other lands or property and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, bridges, streets, squares, gardens and other conveniences and generally to deal with and improve the property of the Company or any other property;
17. To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any land, building, structures, installations, tenements, constructions and the like, found necessary and convenient for the purposes of the Company and also to extend the business of the Company by adding to, altering, enlarging all or any of the buildings, premises, structures, equipment installations, laboratory requirements and machinery for the time being, being the property of the Company, and by expending from time to time such sums of the money as may be necessary and expedient for the purpose of improving, adding to, altering, repairing and maintaining the building, premises and the like, the property for the time being of the Company;

18. To purchase, take on lease, or in exchange hire or otherwise acquire any immovable or movable property and any rights, or privileges, licenses, or easements which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and to erect, establish, maintain, improve and work any buildings, offices, premises, mills, factories houses, sheds, roads, transport services or the other works;
19. To pay for any immovable or movable property or assets acquired or to be acquired by the Company or for any services rendered or to be rendered to the Company and generally to pay and discharge for consideration to be paid or given by the Company, in money or in shares whether paid fully or partly, or in paid-up debenture or debenture stocks, or obligations of the Company, or partly in one way and partly in another, or otherwise howsoever, with power to issue any shares either as fully paid or partly paid-up for such purposes;
20. To manage land, buildings and other property both movable and immovable whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences;
21. To create any subscription fund, sinking fund, reserve fund, insurance fund, or any other special fund whether for repairing, improving, extending, or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company or the staff or labour or for any development fund;
22. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patent rights, copyrights, trademarks, formulae, licenses, technical information, know-how, processes, engineering manufacturing and operating data plans, lay outs and blue prints useful for the design, erection and operation of plant, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company to use, exercise, develop or grant licenses in respect of or otherwise turn to account, the property rights, or information so required;
23. To enter into collaboration agreement, to acquire technical know-how and / or any financial assistance and / or to acquire any plant or machinery and / or to manufacture and / or fabricate and / or produce and / or assemble any plant and / or machinery and / or equipment under any such collaboration agreement;

24. To invest and deal with monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined;
25. To acquire any shares, stock, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, gift, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof provided that the Investments are made out of surplus funds or for advancing or to attain the main objects of the Company;
26. Subject to the provisions of the Companies Act, 2013, to invest any real or personal 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;
27. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, cooperation, joint venture or reciprocal concession, or do such things for improving the market share for Company's products with any individual, person, firm, company, or any authority carrying on or engaged in, or about to carry on or engage in any business which the Company is authorised to carry on;
28. To establish or promote or concur or be interested in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose whatsoever and to transfer to any such company, property of this Company and to place or guarantee the placing or underwrite, subscribe for or otherwise, acquire all or any part of the share, debentures or other securities of any such other company and to subsidise or otherwise assist any such other company;
29. To acquire, purchase, take over and / or amalgamate business or companies which, under circumstances existing from time to time may conveniently or advantageously be combined with the business of the Company; to amalgamate with companies whose business are so acquired, purchased or taken over and / or to enter into agreements with the object of acquisition of such undertakings and / or business;
30. To sell, lease, mortgage, grant licenses, easements and other rights, over and in any other manner whatsoever to transfer deal with or dispose off the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may

think fit and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company;

31. Subject to the provisions of the Companies Act, 2013 or any other law for the time being in force, to distribute in specie or otherwise as may be resolved, any property or assets of Company, or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures, other securities of any other company formed to take over whole or any part of the assets or liability of the Company;
32. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partially and, if thought fit, to effect any such insurance by joining or becoming members of any mutual insurances, protection or indemnity association, federation or society and to accept any such insurances, or any part thereof, for the account of the Company.
33. To establish and maintain any agencies in any part of the world for the business of the Company, or for the sale of materials or things for the time being at the disposal of the Company for sale and to advertise and adopt means of making known all or any of the activities of the Company in any way that may be thought advisable, including the issue of circulars, books, pamphlets and price lists, and the conducting of competitions, and the giving of prize, reward and donations but not by way of lottery;
34. To appoint agents and constitute branches and agencies of the Company in India or any part of the world in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require;
35. To own, lease, rent or hire and /or operate canteens to fulfill the needs of employees, contractors, casual workers, customer representatives etc.;
36. To own, lease, rent or hire and / or operate trucks and / or buses or any other vehicles to transport men and / or materials to fulfill the needs of employees, contractors, casual workers, customer representatives and the Company;
37. To own, take on lease or on rentals, design development facilities, testing facilities, laboratory facilities, software development centres and such other facilities as required to efficiently operate the activities of the Company, including the services of outside experts;
38. To hire the services of external agencies to get the Company's work done including that of security services, to engage services of operation and maintenance of contractors in various

plants and facilities belonging to the Company or customers and to engage the services of civil, mechanical, electrical and electronics contractors or consultants in fulfilling the objectives of the Company;

39. To operate or run educational institutions for employees, their dependents, customers either freely or on chargeable basis;
40. To undertake any business or branch of business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any 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 arrangements, which may seem desirable with reference to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and / or to appoint directors or managers of any such subsidiary company;
41. To establish competitions in respect of contributions or information suitable for insertion in any publications of the Company or otherwise for any of the purpose of the Company and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient;
42. To make pecuniary grants by way of donation, contribution, subscription, pension, allowance, gratuity and to render assistance otherwise to or for the benefit of persons who are or have been employed by the Company or its predecessors and the widows, orphans and dependents of any such persons, to or in aid of charitable, benevolent, religious, scientific, national, international and public institutions or to any individual or body, associations or organisations or funds for the defence, protections, indemnifications, or advantage of companies or others, for any exhibition or for any public general or other objects subject to the provisions of the Companies Act, 2013;
43. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity which is likely to promote national welfare or social, economic or moral upliftment of the public or any section of the public and in such manner and by such means as the Company may think fit and the Company may in order to implement any of the above mentioned objects or purposes transfer without consideration or at fair or concessional value and divest 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 or any other agency devoted to the work of social development;

44. To provide for and furnish or secure to any members or customers of the Company or to any subscribers to or purchasers or possessors of any publication of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise;
 45. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for the purpose, to enter into any arrangements the Company may think fit;
 46. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider being preliminary, out of the funds of the Company;
 47. To do all or any of the above things either as principals, agents, brokers, trustees, contractors or otherwise and either by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others and to the attainment of the above objects and to engage in any activity that is incidental to the attainment and achievement of objectives of the Company.
 48. To transact and carry on all kinds of agency business and to be appointed as buying agents, selling agents, manufacturing agents or representatives of any, the several duties, services and authorities appertaining to such office respectively and to comply with and to become bound by all restrictions, limitations and conditions;
 49. To promote the objectives of social and economic welfare and/ or development of or in any part of India and without prejudice to the generality of the foregoing, to ameliorate, the hardships and promote welfare of the community in rural areas and slums and in urban and semi-urban areas by undertaking or assisting or contributing to any program of social and economic welfare or development and/or by such other means and/or in such other manner as may be deemed necessary or proper;.
5. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

6. The Authorised Share Capital of the Company is **Rs. 100,00,000/-** [Rupees One Crore only] divided into **10,00,000/-** [Ten Lakhs Only] Equity Shares of **Rs. 10/-** [Rupees Ten only] each.