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THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION  
OF**

**\* EPPS INFOTECH PRIVATE LIMITED**

- I. The name of the Company is **EPPS INFOTECH PRIVATE LIMITED \***
- II. The Registered Office of the Company will be situated in the state of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai
- III. The objects for which the Company is established are :-

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

1. To manufacture, design, develop, implement, program, maintain, support, service, purchase, assemble, sell, distribute, operate, process, import, export and generally deal in, in any manner whatsoever, and whether in India or abroad, computer hardware and software, telecommunication electronic or software packages, electronic data, electronic information products, equipments or systems, in all their branches and of any nature, kind and description, and, without prejudice to the generality of the foregoing, including their peripherals, accessories, spares and parts, components, inputs, assemblies and sub-assemblies, allied audio, video and multi-media equipments and systems and data storage, process, media and / or communication devices, systems, equipments and peripherals, currently in use or otherwise.
2. To undertake and carry on the business of providing all kinds of information technology based and enabled services in India and internationally, electronic remote processing services, eServices, including all types of Internet-based / Web enabled services, transaction processing, business support services including but not limited to providing financial and related services of all kinds and description including billing services, processing services, database services, BPO services, business information and management services, training and consultancy services to any organization, company, establishment, undertaking, corporation, trust, association or any other person; to establish, acquire, promote, develop, maintain and run business processing, data processing, service processing centers for providing the above mentioned services

\*The name of the Company has been changed from "Poshs Infotech Private Limited" to "EPPS Infotech Private Limited" vide Special Resolution passed in the Extra-Ordinary General Meeting of the Members held on 21.02.2014.

**CERTIFIED TRUE COPY**

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**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

3. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this Company and the issue and the subscription of the shares or procurement of loan or working capital or otherwise.
4. To procure the recognition to the Company in any country, state or place outside India, and to establish and maintain local registers at any branch or place of business in any part of the world.
5. To pay to promoters such remuneration and fees and otherwise recompense them for their time and for the services rendered by them.
6. To form, establish, promote, assist, acquire, subsidise or concur in establishing or promoting any company, companies or firms, for the purpose of acquiring all or any of the properties rights and liabilities of the Company, and to place or guarantee the placing, subscribe for or, otherwise acquire all or any of part of the shares and/or business capable of being conducted so as directly or indirectly to benefit the Company, and further to pay for the preliminary, formation or incorporation expenses in respect of the same.
7. To acquire by concession, grant, purchase, lease, license or otherwise, either absolutely or conditionally, and either alone or jointly with others, any tract or tracts of country, lands, buildings, machinery, plant, utensils, works, conveniences and other moveable and immoveable property of any description and any patents, trademarks, concessions, privileges, and other rights, for the objects and businesses of the Company, and to construct, maintain and alter any buildings and works there upon necessary or convenient for the purposes of the Company, and to pay and/or satisfy the consideration, for such tract or tracts of country, lands, buildings, estates, works, property or rights of any other property and rights purchased or acquired by or for the Company, by shares, stock, debentures, debenture stocks, bonds, other securities of the Company, or otherwise and to manage, develop, sell, let on lease or for hire, or otherwise dispose off or turn to account the same at such time or times and, in such manner and, for such consideration, as may be deemed proper or expedient.
8. To sell, improve, manage, develop, let on hire, lease, mortgage, enfranchise, abandon, dispose off, turn to account, or otherwise deal with all or any part of the properties, undertakings, privileges and rights of the Company, either absolutely or conditionally, and in such manner and upon such terms and conditions in all respect, as may be thought fit, and to accept payment or satisfaction for the same in cash or otherwise.
9. To purchase, or otherwise acquire, take over, merge, whether as a going concern or otherwise, and undertake all or any part of the businesses, properties and/or liabilities of any person, firm or company carrying on or proposing to carry on any business, which the Company is authorised to carry on, or possess the property or other assets, whether tangible or otherwise, suitable for the

purposes of the Company, or which can be carried on in conjunction there with, and to subsidise, settle out or assist any such person, firm or company financially or otherwise, and, in particular by issuing and allotting or subscribing for shares, stocks, debentures, debenture stocks or other securities of this company or such other firm or company, as the case maybe.

10. To operate branch of a business, which this Company is authorised to carry on, by means or through the agency of any firm or subsidiary or group company or companies and, to do all such acts, deeds or things necessary or required to give effect to such transactions, in the interests of the Company.
11. To establish and maintain agencies at any place or places in India or other parts of the world for the conduct of the business or businesses of the Company.
12. Subject to the provisions of the Companies Act, 1956, and any other applicable laws, for the time being, in force, to issue debentures, debenture stock, shares, stock, bonds, obligations and securities of every kind, nature and description, and to frame, constitute and secure the same, as may seem expedient, with the fullest power to make the same transfer able by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future, of the Company or otherwise.
13. To incur debts and obligations for the conduct of any or all of the businesses of the Company, and to purchase or hire goods, material or materials or machinery on credit or otherwise, for any business or purpose of this Company, and give credit to any person, firm or Company, on such terms and conditions, as may seem expedient, and to guarantee the performance of any contract or obligation and the payment of money and further to give guarantee and indemnities, for any other person, firm or company.
14. Subject to the Directions, as may, from time to time, be issued, whether by the Reserve Bank of India, or under the Companies Act, 1956, to borrow, raise or secure the payment of money, or to receive money on deposit other than public deposits, at interest or otherwise, for any of the purposes of the Company and, at such time and, from time to time, and in such manner, as may be thought fit and, in particular, by the issue of debentures, or debenture-stocks convertible into shares of this or any other company or perpetual annuities, and as security for any such money so borrowed raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the properties, assets, revenue and/or profits of the Company, present or future, including its uncalled capital, by special assignments or otherwise, or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers, as may seem expedient, and to purchase, redeem, or pay-off any such securities, and

also by a similar mortgage, charge or lien to secure and guarantee the performance by this Company or any other person, firm or company, as the case may be, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

15. To enter into partnership or into any arrangements for sharing or pooling of profits, amalgamation, Joint Venture, union of interest, reciprocal concession or co-operation, collaboration, trade agreements, with any person, firm or company, whether in India or elsewhere.
16. To enter into any agreement or arrangement with any Government, or authorities, whether municipal, local or otherwise; or any person, firm or company, that may seem conducive to the any of the objects of the Company, and to obtain, from any such Government, authority, person or Company, any rights, privileges, charters; contracts, licenses and concessions, which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such agreements, arrangements, rights, privileges, charters, contracts, licenses and concessions to exercise, dispose off or otherwise turn to account any such rights, privileges and concessions.
17. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other moveable or immoveable properties, with or without security, upon such terms, and, in such manner, as may be thought proper, and, from time to time, to vary such transactions and investments in such manner as the Directors may think fit, subject to the provisions of the Companies Act, 1956, and any other Law, for the time being, in force.
18. To draw, make, accept, endorse, discount, execute and issue, negotiate, assign and otherwise deal with Cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments, and to undertake financial obligations, transactions and operations, of all kinds, which the Company is authorised to undertake or transact, in relation to and in furtherance of the objects of the Company.
19. To open, run or maintain banking account or accounts with any bank or bankers and to carry on the banking business transactions of the Company.
20. To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings, and of any assets, property or rights.
21. To appoint any directors or managers of any subsidiary company or of any other company in which this Company is or may be deemed to be interested or concerned.
22. To take part in the management, supervision and control of the business or operations of any other Company or undertaking, having similar or compatible objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.

23. Subject to the provisions of the Companies Act, 1956, to make and/or receive donations, gifts or income to or from such person, institutions or trusts, whether of cash or any other assets, as may be thought directly or indirectly to benefit the Company or any of the objects of the Company or otherwise expedient, and also to remunerate any person or corporation introducing or assisting in the introduction, in any manner, the business to the Company, and to aid, pecuniarily or otherwise, any association, body or movement.
24. To create depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or, any other special fund on reserves, 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 purposes conducive to the interests of the Company.
25. To place, to reserve or to distribute as bonus shares among the members or otherwise, and 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 premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company or forfeited shares, subject to the provisions of the Companies Act, 1956.
26. To provide for the welfare of directors, ex-directors, employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the buildings, quarters, houses or dwellings, or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses, benefits, gifts, donations, or any other payments, or by creating and, from time to time, subscribing or contributing to provident and other funds or schemes, societies, trusts, associations, institutions or conveniences, and by providing, subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance, as the Company shall think fit, or making payments to or towards the insurance of any such persons as aforesaid.
27. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
28. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and in all their branches, those may be considered likely to assist any of the business which the Company is authorised to carry on.
29. To acquire, preserve and disseminate useful information in connection with trade, commerce and industry, which the Company is, for the time being, in, and to carry out or undertake any investigation, inquiries, services, analysis or otherwise, as may be considered proper.



30. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere any patents, patent rights, d'invention, licenses, protections, concessions and the like, conferring any exclusive or limited right to any invention, secrets, or other information which may seem capable of being used for any of purposes of the Company or the acquisition of which may seem directly or indirectly to benefit the Company, and to use, exercise, develop, undertake or grant licenses or privileges, in respect of or otherwise turn to account, any patents, property, rights, inventions, secrets, know- how or information so acquired and to spend money in experimenting upon, testing, improving or seeking to improve the patents, property, rights, inventions, secrets or information so acquired or proposed to be acquired by the Company.
31. Subject to the provisions of the Companies Act, 1956, to adopt such means of making known the business and/or products of the Company or of any Company, in which this Company is interested, as may seem expedient, and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of an art or interest, by publication of books, papers and periodicals and by granting prizes, gifts, rewards and donations.
32. To hold conferences, workshops or seminars for the promotion of business of the Company or any other person, firm or company, in which this company may be interested or concerned.
33. To acquire, register and secure membership, seat or privilege, either in name of the Company or its nominee, in and of any association, exchange, market, club or other institution, whether in India or any part of the world, for furtherance of business of the Company.
34. To contribute or to sponsor or assist any political party; any person, organization or body corporate, for the political purposes which, in the opinion of the Directors, is beneficial to the Company and, is not prohibited by any law, order or regulation, for the time being in force.
35. To insure the property, rights, interests, benefits and profits of the Company with any other Company or person, against losses, costs, expenses, damages, risks and liabilities of all kinds which may affect this Company.
36. To institute, conduct, defend or compound any legal proceedings by or against, as the case may be, the Company, its officers or otherwise, concerning the affairs of the Company, and to pay, satisfy or compromise any claims made against the Company or any of its officers, notwithstanding that the claim may not be valid at law.
37. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, to arbitration, in India or at any place outside India, and to observe and perform, and to do all acts, deeds, matters and things to carry out the enforcement of the awards.

38. In the event of winding up, to distribute any of the properties of the Company amongst the members, in specie or kind, subject to the provisions of the Companies Act, 1956.

**C. OTHER OBJECTS:**

39. To act as agents and manufacturers representatives, and to undertake and perform contracts and/or sub-contracts and also to act in any of the business of the Company through or by means of agents, sub-brokers, sub-contractors or others.
40. To carry on the business of merchants and traders, whether wholesale, retail or on commission basis, of or in relation to things, goods, materials, effects, products, provisions, produce, articles, commodity and novelties of personal and household use and consumption.
41. To act as advisors and consultants on all matters including finance, administration, industry, technology, marketing, product development, production, operations, Sales, strategic planning, public relations, advertising and sales promotion, import and export, corporate affairs, law, accountancy, secretarial and management, capital and project.
42. To carry on the business of creation of data bank or data storage centers, for multiple computer users by purchasing, hiring, leasing or acquiring through any other arrangements, the necessary equipments and accessories for recording and storing the data and making it available to users, and to carry on the business in the area of satellite communication by purchase, lease, hiring on any other arrangements, the necessary equipments required to render such services with or without collaboration with any other agency government or and to carry on operation loading unloading of the data through satellite.
43. To establish, run and/or manage, whether in India or abroad, data processing or transcription centers and to offer or render consultancy and other services in the areas of Computer Hardware, Systems integration and Software and Solutions, including ERP, E-commerce, Internet, Intranet, Client Server Technology and Web or Internet related techniques, solutions or products, and to impart training and education in computers and systems, whether relating to hardware, software or systems.
44. To undertake and carry on business of engineers, in all their branches.
45. To acquire, set up, run or manage schools, colleges, training and professional institutions, and coaching or tuition classes.
46. To act as trustees, with relation to any scheme, property or undertaking or in any other manner, and for the purpose, run, manage or undertake the management of any undertaking or the property thereof.

47. To carry on, whether in India or abroad, the business of manufacture, design, develop, program, maintain, service, purchase, assemble, sell, distribute, service, import, export and deal in, whether as dealers, agents, stockists, exchangers or traders, computer hardware and software, standard or customized software packages, products, equipments or systems, in all their branches, and, without prejudice to the generality of the foregoing, including their peripherals, accessories, spares and parts, components, inputs, assemblies and sub-assemblies, audio, video and multi-media equipments and systems.
48. To carry on the business of manufacturers, developers, purchasers, sellers, leasers, importers, distributors, exporters, assemblers, installers, maintainers, repairers of and dealers in data storage, process, media and/or communication devices, systems, equipments and peripherals, currently in use or those may be invented anytime thereafter.
49. To manufacture, buy, sell, assemble, export, import, service, distribute and deal in all kinds and descriptions of electronic, media and electrical products, goods, ancillaries, equipments, appliances and apparatus, in all their branches.
50. To carry on the business of production, distribution or exhibition of films and motion pictures, series whether in episodes or otherwise, including the running of theatres, cinemas, studios, cinematographic shows.
51. To carry on the business of services for canning, bottling, preserving, drying, salting, extracting and processing in any other way foods and drinks, of every description, including milk, creams, butter, cheese, meat, fish, poultry, vegetables, fruits, fruit juices, agriculture and their products, extracts and juices and aerated waters and syrups, of all kinds, and maintain such factories, canning and bottling plants, cold storage depots, refrigerators, refrigeration van services, machinery, equipment, tools, commodities, utensils and other apparatus as may be necessary or required in the connection.
52. To undertake, on contract or in any other manner, activities of pollution control, in all its branches, such as air and noise and to manufacture, assemble, device, buy, sell, lease, maintain plants, machinery, equipments, systems and processes, with relation to pollution control and environmental protection, in all their branches.
53. To establish, compile, print, publish and carry on the business of newspapers, periodicals, magazines, newsletters, gazettes, trade lists, year books, statistics and other publications or literatures, in all their branches.
54. To carry on the business of live stock breeders of every variety of animal, whether born of pedigree stock, for the purpose of its sale or trade.



55. To carry on the business of raising and maintaining poultry farms, including erection or purchase of broiler houses and sale, by wholesale, retail or in any other manner, of live or dead poultry and of eggs, eggs powders, and all other products of farm produce, and grocers of and dealers in corn, hay and straw, seeds men and nurserymen and to buy, sell, produce, manufacture, and trade in goods, usually traded in any of the above business, including staple foods and medical preparation of milk, vegetable and animal products and life, or any substitute for any of them associated with the farming interest.

56. To carry on the business as land and estate agents and to arrange or undertake the sale, purchase or advertise for sale or purchase, assist in selling or purchasing and find or introduce purchases or vendors of and to manage land, building and other property and to render or provide all other services in connection with the purchase, sale, lease and acquisition of any land, buildings and other immoveable properties.

IV. The liability of the members is limited.

V. \*\*a) The authorised share capital of the Company is Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs only) divided into 45,00,000 (Forty-five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

b) The paid-up Share Capital of the Company shall be, minimum of Rs.1,00,000/- (Rupees One Lakh Only).

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*Authorised Share Capital has been increased effective from 15<sup>th</sup> March 2019.*

**For EPPS INFOTECH PRIVATE LIMITED**

  
**Director**

We the several persons, whose names, addresses and descriptions are subscribed hereunder 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.

Signatures, Names, Addresses, Descriptions and Occupations of Subscribers	Signature of the Subscriber	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of Witness
1. <b>MR. ASHEER ASHOK KAPOOR</b> S/o. <b>MR. ASHOK C. KAPOOR</b> 2-A, KALYAN DHAM, SION, TROMBAY ROAD, ANUSHAKTI NAGAR, MANKHURD (EAST), MUMBAI - 400 088. BUSINESS	Sd/-	4,000 (FOUR THOUSAND ONLY)	Witness to Sr. Nos. 1, 2 & 3 Sd/- <b>MR. SAMIR R. SANGHVI</b> S/o. <b>MR. RAJENDRA SANGHVI</b> 66, Hansa Villa, 3rd Floor, X Bhaudaji Road, Matunga (CR), Mumbai - 400 019. Occupation : Chartered Accountant
2. <b>MRS. PINKI ASHOK KAPOOR</b> W/o. <b>MR. ASHOK KAPOOR</b> 2/A, KALYAN DHAM, SION, TROMBAY ROAD, ANUSHAKTI NAGAR, MANKHURD (EAST), MUMBAI - 400 088. BUSINESS	Sd/-	4,000 (FOUR THOUSAND ONLY)	
3. <b>MRS. POOJA ASHEER KAPOOR</b> W/o. <b>MR. ASHEER KAPOOR</b> 2-A, KALYAN DHAM, SION, TROMBAY ROAD, ANUSHAKTI NAGAR, MANKHURD (EAST), MUMBAI - 400 088. BUSINESS	Sd/-	2,000 (TWO THOUSAND ONLY)	
Total		10,000 (Ten Thousand)	