

(1 OF 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VIRINCHI LIMITED

- I The Name of the Company is "VIRINCHI LIMITED"
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh
- III. The Main objects for which the Company is established are :-
- A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
1. To carry on the business of consultancy which includes aspects relating technical, financial marketing, personnel, computer software, computer Hardware, Material management production planning project management on turnkey bases, Revival & Rehabilitation study of sick units, security, environmental safety audits, portfolio management, Investment analysis, sub brokerage, public issue management direct & indirect taxes, productivity appraisal, Manpower Planning & Recruitment, executive development programmes, mergers & acquisitions, management information system and other aspects of general management
 2. To carry on the business of Computer consultancy including systems analysis and design installation of Hardware development & marketing of all types of software maintenance data processing, Training, acting as agents, distributors, consignees, dealers, representatives for foreign or local Computer Software, and Hardware manufacturers.
 3. To carry on the business of research and development, design, production, creation, manufacturing, marketing, trading, providing, transferring exporting, importing, buying and selling all types of Computer Software Technology including, applications software, development software, computer programs, algorithms, statements, source codes, packages etc., in areas like e-commerce, web page design and development, web enabled applications. Internet services, Intranet, Enterprise Wide Resource Planning (ERP), Data Base Management Systems, Operating Systems, Distributed Computing, Open Systems, Multi Media, Computer Aided Designing (CAD), Computer Aided Manufacturing (CAM, Computer Graphics, Computer Animation, Document Management Systems, Management Information Systems, Bio informatics, Mobile Communication, Mobile Commerce and all such areas relevant to Scientific, Financial, Industrial, Telecommunications, Satellite Communications, Domestic, Administrative, Agricultural, Medical and all other Software Technology applications.
 4. To establish and run business of electronic data processing, Remote Processing Including Call Centres, Medical Transcription, Content Development, Insurance Claims Processing, Data Conversion. Back Office Operations, Depositing Summary Geographical Information, Systems, and to provide Software Technology Consultancy, training placement, design and development of management information systems and to carry out techno economic feasibility studies of projects.
 5. To establish, maintain, conduct, provide, procure or make available services of every including commercial, statistical, financial, legal, healthcare, accountancy,

management, educational, Engineering, data processing, communication, Entertainment, Media, Infrastructure , Hospitality and other technological social or other services

6. To carry on the business as importer, exporter, buyer, lesser, and sellers of and dealers in all types of electronic components and equipment necessary for attaining the above objects.

B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To enter into an agreement with any Individual firm or body corporate for supply of know how for the purpose of carrying into effect any of the aforesaid main objects
2. To buy, lease or otherwise acquire lands, buildings, and other immovable property and to sell, lease mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions, as the Company may think fit and proper.
3. To construct, acquire, establish, provide, maintain and administer sheds, factories farms, estates, buildings, railways, water reservoir, channels, pumping installations, generation installations, pipelines, garage. Boiler cold storage's, warehouses and other accommodation of all description In connection with the business of the Company.
4. To pay all the costs, charge and expenses incidental of the promotion, formation, registration and establishment of the company issue of Its capital, including any charges in connection therewith including costs, charges, and expenses of negotiations and arrangements made prior to and In anticipation of the formation and incorporation of the Company.
5. To establishment and maintain any agencies In India or any part of the WORLD the conduct of the business of the Company.
6. To advertise and adopt means of making know the business activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including the posting of bills in relation thereto, and the Issue of circular books, pamphlets and pricelists and the conducting of competitions,, exhibitions and the giving of prize rewards and donations.
7. To enter into any arrangement with any Government or state authority-Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or state Authority and rights privileges and concessions which may seem conducive to Company's objects or any of them.
8. To apply for purchase or otherwise acquire and product, and product, prolong and renew trade marks, trade names, designs, secret process, patents, patent right, licenses, protections and concessions may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to Improve and patents, Inventions, or rights which the Company may acquire or propose to acquire or develop.
9. To enter into partnership or into any arrangements for sharing profits, union of interest, joint venture, and reciprocal concession or otherwise with any person. Firm or company caning on or engaged in or about to can on or engage in any business or transactions

- which this Company Is capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts of or otherwise assists and person, firm of Company any to take or otherwise acquire and hold shares end securities of any such person, firm or Company end to sell hold. Reissue or without guarantee or otherwise deal with such shares end securities.
10. To be interested to promote and undertake the formation and establishment of such Institutions business pools, combines. Syndicate Industrial trading or manufacturing as may be considered to be conducive to the interest of the company any acquire promote and/or subsidise and Industry or undertaking and to carry on any business (Industrial, trading, manufacturing or other) which may seem to the company capable of being conveniently carried an In connection with any of the main objects of company or otherwise calculated directly or indirectly to render and of the company's properties or rights for the being profitable
 11. To establish, provide, maintain and conduct or otherwise subsidize for the purposes or in connection with the business of the company research laboratories and experimental workshops for scientific and technical research and experiments to undertake and carry on with all scientific and reward studies, researches, experiments and tests of kinds and generally to encourage, promote and reward studies. Researches, Investigation, experiments, tests and Inventions of any kind that may be considered likely to assist any of the business, which the company is authorised to carry on.
 12. To apply for tender, purchase, or otherwise acquire any contracts and concessions for or in relation to the constructions, erection equipment, improvement management. administration or control of works and conveniences and to undertake, execute, carry out dispose of or otherwise turn to account the same.
 13. To purchase or otherwise acquire and undertake the whole or any part of the business. Property rights and liabilities of any person, Grin or company, carrying on any business. which this company Is authorised to carry on and to purchase, acquire, apply for hold, sell and deal in shares, stock, debenture or debenture stock, of any such person, firm or company and to conduct make or carry into effect any arrangement In regard to the winding up of the business of any such person, firm or company.
 14. To remunerate or make donations (by each other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures or securities of this or any other company or in any other manner) whether out of the company capital, profits. or other wise to and person or firms or company for services rendered or to be rendered in introducing any property or business to the company or placing or assisting to place or guaranteeing the subscription of any shares, .debentures or other securities of the company or for other reasons which the company may think proper.
 15. To procure the company to registered or recognised in any part of the world.
 16. To lend or deposit moneys belonging to or entrusted to or at the disposal of the company such persons or company and in particular to customers and other having dealings formance of the contracts by such person or company, but not to do the business of banking as defined in the Banking regulations Act 1949.
 17. Subject to the provisions of the companies Act. 1956. to invest, apply for and acquire. or otherwise employ moneys belonging to or entrusted to or at the disposal of the company upon securities and shares with or without security upon such terms as may be thought proper and from time to vary such transaction in such manner as the company thinks fit.
 18. To provide for the employees or ex-employees of the company and wives, widows, families or dependants or connections of such persons by building contributing to the building or houses payment or by creating from time to time, subscribing or contributing to adding or supporting provident funds of trusts or conveniences and by providing or

- subscribing or contributing towards places of instructions or recreation hospitals and dispensaries medical and other attendance's and other assistance as the company shall think fit.
19. To sell, mortgage, assign, or lease and In any other manner deal with or dispose of the undertaking or the property of the company or any part thereof, whether movable or Immovable or such consideration as the company may think fit. and in particular for shares, debentures or other securities of any company having objects altogether or In part similar to those of this company.
 20. To borrow or raise money with or without security or to receive money on deposit a! Interest or otherwise In such manner as the company may think fit and in particular by the Issue of debentures or debentures lock perpetual or otherwise Including debentures or debentures stock perpetual or otherwise Including debenture or debentures stock convertible Into shares of this or any other company Is security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company present or future including its uncalled capital and to purchase, redeem or pay of any such security.
 21. To indemnity Members, 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 in the interest of the company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their officers or by relation thereto.
 22. To do all or any of the above things either as principals, agents, trustees, contractors. or otherwise and either by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment to the above objects.
 23. To do an and everything necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers herein before set forth either alone in association with other corporate bodies, firms or individuals and to every other act or thing or beings incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof provided the same be not inconsistent with the laws applicable in India.
 24. To receive grants, loans, subsidies advances or other money or deposit or otherwise from Central Government, State Government, Bank, Companies, Trust for individuals with or without Interest thereon.
 25. To invest and deal with moneys of the Company not immediately required upon such security and in such manner as may from time to time be determined.
 26. To open accounts with any Individual Firm or Company or with any Bank or Banks and to pay into and to withdraw from such account or accounts.
 27. To draw, make, accept, endorse, discount and issue Promissory Note, Bills of Exchange, Bills of Landing, Warrants. Debentures and other negotiable or transferable instruments.
 28. To open Offices and subsidiaries abroad, take over Foreign Companies for business enhancement /development.

C) THE OTHER OBJECTS:

1. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land. buildings and hereditaments of and tenure or description including agricultural land mines, quarries or coffee gardens, farms, gardens, orchards, plantations and any estates or interest

herein, and any right over or connected with land and buildings so situated and develop or turn the same to account or may seem expedient and in particular by preparing building sites and by constructing, reconstructing altering, improving decorating, furnishing maintaining hotels rooms, glates, houses, restaurant, market, shapes, workshops, mills, factories, warehouses, cold storages, godowns, swimming pools, play grounds, buildings, work and conveniences of ail kinds and by leasing, hearing or disposing of the same.

2. To carry on the business as agents, brokers, traders, manufactures, importers, exporters, dealers stockiest distributors and/or dealers merchandise, agricultural and forest produce, engineering goods, electrical goods, pipes tubes, machines, spare parts, accessories, equipment's and materials.
 3. To carry on the business of manufacturing, assembler, fabricating, repairing, exporting, importing and dealing in mechanical, electrical and chemical Industries connected with electronic industries
- IV. The liability of the Members of the company is limited.
- V. The Authorised Share Capital of the Company is Rs.25,00,00.000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privilege or conditions as may be determined by or In accordance with the articles of the company for the time being and to vary modify or abrogate such rights, privileges or conditions in such manner as be permitted by the Act or provided by the articles of the Company for the lime being.

Vi. We, the several persons, whose names, addresses are subscribed hereto 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 our respective names.

SI. No	Signature. Name, Address, description and occupation with their signatures	No. of Equity Shares taken by each subscriber	Signature of the Witness to the subscriber with Address Description and Occupation
1	<p style="text-align: center;">Sd/-</p> <p>K.VISHWANATH BIO. K.R.PARAMHANSA NO.10. SHIVARAMAKRISHNA COLONY BHOOSA REDDYGUDA SECUNDERABAD. OCCUPATION : CONSULTANCY</p>	<p style="text-align: center;">10 (TEN ONLY)</p>	
2	<p style="text-align: center;">Sd/-</p> <p>M.V .KRISHNA RAO S/O. M.RAMCHANDER RAO 3-6-542/2 HYDERABAD OCCUPATION : CONSULTANCY</p>	<p style="text-align: center;">10 (TEN ONLY)</p>	<p style="text-align: center;">Sd/- KBMM KRISHNA CHARTERED ACCOUNTANT 3-6-543/2, HIMAYATH NAGAR HYDERABAD</p>
Total No. of Equity shares taken		<p style="text-align: center;">20 (TWENTY ONLY)</p>	

PLACE: Hyderabad

DATE : 01-03-1990