

(THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CAPITALNUMBERS INFOTECH LIMITED

I. The Name of the Company is:- **CAPITALNUMBERS INFOTECH LIMITED.**

II. The Registered Office of the Company will be situated in the **West Bengal**

III. (A) The objects to be pursued by the company on its incorporation are:

1. To take over the existing Proprietorship Firm carrying on business in the name and style M/S. CAPITAL NUMBERS having its office at **24, Bartala Street, 1st Floor, Kolkata – 700007** together with all its assets, liabilities, trade license and other rights subject to payment of stamp duty applicable.

2. To carry on the business in the area of information technology which would include running the business of developing designing, software's, networking web linking, web designing, data processing and e-commerce, internet and internet portals, e-mail and all types of information technology business, printing, publishing and catering to the clients all sorts of services and consultancy relating to information technology besides trading, purchasing, selling, importing, exporting and dealings in computers and computers peripherals, stationery, printer, ribbons, magnetic tapes and other allied components for the attainment of the business of information technology and for all sorts of services relating to software's and hardware's solutions, website designing, data entry data conversion, medical transcription and to manage the telecommunication solution, call center business process outstanding work of system and any other business or activity which can be conveniently carried on in this connection and to carry on the business of running institution of learning computer software and hardware technologies and to carry on the business of running computer educational institute for competitive examination. And to carry on the business of providing outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries within India and across the world. And to own, manage and run computer training and data processing centers and to act as consultants, advisors, developers and traders in computer programming, system development, system design, system architecture, software designing, computer aided designs, data compilation and statistical analysis and to carry on the business of traders, developers, assemblers, repairs, importers, exporters of software packages, computer systems, computer peripherals, computer parts, computer consumables and electronic communication systems, data publishing and processing systems and other industrial automation systems and gadgets.

(B) Matters which are necessary for furtherance of the objects specified in clause III(A) are:-

1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace and to works, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipment's, apparatus, engines, roadways, trolley ways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing of these things.
2. To import and purchase any machinery, implement, apparatus, equipment's, materials, articles and stores and to do all things for attaining the main objects of the company.
3. To purchase, take on lease, or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate and turn to account concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the company.
4. To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how processes, engineering and operating data, plants, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the company and to acquire any grant or license and other rights and benefits in connection therewith.
5. To grant allowances, salaries, gratuities, pensions and bonuses to employees of the Company or dependents of such persons, and to support and to subscribe to any charitable or other institutions, and to support and to subscribe to any charitable or other institutions and to create and subscribe to any Provident or Benefit Fund for the employees of the Company or of any other Company under the Secretaryship or management of the Company.
6. To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.
7. 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 or in part or otherwise.

8. To lend and advance money, out of surplus fund of the Company not immediately required, either with or without security and give credit to such persons or (including government) and upon such terms and conditions as the Company may think fit but not amounting to Banking business as defined under the Banking Regulation Act, 1949.
9. To undertake financial and commercial obligations, transactions and operation for achievement of the main objects of the company.
10. To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured of and interest on, any debentures, debenture stock or securities of any Company, corporation, Firm or Person in any case in which guarantee may be considered likely, directly or indirectly, to further the main objects of the company to and in the above context to act as sureties.
11. To invest any surplus money of the Company not immediately required in such investments as may be thought proper.
12. Subject to the provisions of law in force & the rules framed thereunder & directives issued by R.B.I. for the time being, to receive money on 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 and 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 person or Company as the case may be, but not amounting to Banking business as defined under the Banking Regulation Act, 1949.
13. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities and for this purpose to open and operate Bank Account with any Nationalized, Private, Foreign and Co-operative Banks.
14. To apply for purchase or otherwise acquire and project, prolong and renew in any part of the world, any patents, patent rights, brevet invention, trade mark, designs, licenses, protections, concessions and the like conferring an exclusive or nonexclusive or limited rights to their use or any secret or other information as to any invention, process or privilege which may seem capable or being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired.
15. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the company or which the company may acquire or propose to acquire.
16. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions classes,

meetings and conferences in connections therewith.

17. To acquire, takeover and undertake all or any part of business, property and liabilities of any person or Company carrying on or proposing to carry on any business which this company is authorized to carry on or possession of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or elsewhere.
18. To procure the registration on or recognition of the Company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
19. To form, incorporate or promote any Company or Companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other objects which in the opinion of the Company could of might directly or indirectly assist the company in the development of its properties or otherwise prove advantageous to the company and to pay all 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.
20. Subject to the provisions of the Companies Act, 2013 or any re-enactment thereof for the time being in force, to amalgamate with Company(s), or to enter into partnership or into any arrangement for sharing profits, union of interests, Cooperation, joint venture or: reciprocal concession with any person or persons, Company or Companies carrying on or engaged in any business or transaction which the Company is authorized in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
21. To enter into any arrangements and to take all necessary or proper steps with government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members, promoter and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist, whether directly or indirectly any legislation which may seem disadvantageous to the Company to obtain from any such government authority or any company by lawful means any charters, contracts, decrees, rights, grant, loans, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangement, charter, decree, right, privilege or concessions.
22. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of arts or interest, by publication of books, pictures, and periodicals and by granting prizes, award and donations, or in such other manner as the Company may deem desirable.

23. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously, or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.
24. 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 an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes combinations, fire, accidents otherwise or for the benefit of any clerks, workman or others at any time employed by the Company or any of its predecessors in business or their families of dependents and whether or not in common with other persons or classes of persons and in particular or friendly, cooperative and their societies, reading rooms, libraries, educational and charitable institutions, refectories dining and recreation rooms, churches, chapels, temples, 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 whatsoever.
25. 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 to industry or trade.
26. Subject to the provisions of the Companies Act, 2013, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions, subject of the compliance of Central and state laws.
27. 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, gratuities, pensions, allowances of emoluments to any persons who is or was at any time in the employment or service of the company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time directors or officers of the Company or for any such other Company as aforesaid, and the wives, widows, families and dependents, or any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds considered 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 person as aforesaid and do any of the matter aforesaid either alone or in conduction with any such other Company as aforesaid subject to the compliance of Central and state laws.
28. Subject to the provisions of any law for the time being in force distribute amongst 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.
29. To undertake, carry out, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any

programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the directors consider it likely to promote and assist rural development and that the words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the directors as rural areas and the directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divert 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 Institution or Trust or funds as the Directors may approve.

30. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Director consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies for academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divert 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 Trust or Fund as the Directors may approve.
31. To buy, sell, purchase, repair, alter, improve, exchange, let out on hire import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry or which may seem capable of being profitable to deal with in connection therewith and to, experiment with, render marketable and deal in all products or residual and by products incidental or to obtained in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.
32. To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others, refreshments, attendance, light, waiting room, teaching rooms, meeting rooms and other advantages and to carry on engineering goods, plants & machinery, mechanical, civil, electrical, computer & computer stationery etc.
33. To exchange or otherwise acquire any land and buildings and any estate or interest therein and any rights connected with any such land and buildings and to develop and turn to account the same by laying out and repairing the same by building and sale purchase of land/or building and to acquire and take out any business or undertaking carried on upon, or in connection with any land or building which the Company may desire to acquire as aforesaid and to construct, let out furnish, promoting of land and carry on all or any of the functions of proprietors of flat,

dwelling house shops, offices, and manage the same or sale or give on rent the flats, house shops, offices, and manage the same or sale or give on rent the flats, house, dwelling house, offices.

34. To carry on business as manufacturer, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indentors, packers, movers, preservers, Stockiest, agents, subagents, merchants, distributors, consignors or otherwise deal in hosiery goods of every kinds, nature and description for men, women and children including vests, underwear, socks, stockings, sweaters, laces, and of all or anything which is used in hosiery goods and readymade garments.
35. To run, own, manage, administer diagnostic centres, scan centres, Nursing Homes, Hospitals, Clinics, Dispensaries, Maternity Homes, child welfare and family planning centres, clinical pathological testing laboratories, X-ray and ECG clinics and to act as consultants and advisers providing technical knowhow, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical centres and laboratories in India and abroad and to acquire, establish and maintain one or more Diagnostic centres for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention of rehabilitation. To carry out medical development of all fields of medical sciences, and in therapies of medical treatment with maintenance, so as to afford medical relief in a better way.
36. To carry on the business in the area of information technology which would include running the business of developing software, networking, web linking, web designing, data processing and e-commerce, internet and internet portals, e-mail and all types of information technology business, printing, publishing and catering to the clients all sorts of services relating to information technology besides trading, purchasing, selling, importing, exporting and dealing in computers and computer peripherals, stationery, printer, ribbons magnetic tapes and other allied components for the attainment of the business of information technology and any other business or activity which can be conveniently carried on in this connection.
37. To carry on all or any of the business of buyers, sellers, traders, suppliers, growers merchants, importers, exporters, indentors, brokers, agents assemblers, stockists, C & F Agency, shipping business and deal in gems and jewellery and silver utensils and ornaments and of all kinds of dealers in machinery items and man-made fibres, textiles of all kinds and all types of yarn, cloths, oil and oilseeds tea, coffee, spices, dry fruits, drugs, leather goods, garments, hosiery and other related item, jute and jute product, cements, automobiles parts, coal, hard coke, soft coke, vegetable oil machine parts, industrial components plastics and earth moving spares, electronic parts and devices and all kindso f metals, iron and steel and all steel based product G.I. Sheets, G.P Sheets, plastic and polymer product, and other related items, pipe & other things required in connected therewith and to work as commission agents in and of all kinds cosmetic, cement chemical, minerals, potato, onions, consumer durables.

- IV.** 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.
- V. The Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,50,00,000 Equity Shares of Rs. 10 each.**