

(The Companies Act, 2013

(Company Limited by Shares)

**MEMORANDUM OF ASSOCIATION**

**OF**

**NEWGEN SOFTWARE TECHNOLOGIES LIMITED**

- I. The Name of the Company is **NEWGEN SOFTWARE TECHNOLOGIES LIMITED.**
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The objects for which the Company is established are:-
  - (A) **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
    1. To develop, implement, export, import, purchase, sell or lease and otherwise deal in software and otherwise as dealers and representatives for all types of software and firmware.
    2. To conduct training and undertake turnkey assignments in developing and training of all types of software.
    3. To do research and development in image processing, artificial intelligence, communications, networking, process control software.
    4. To do data entry and processing of general data such as images and sound, and to install or hire computer and allied equipments and to run and conduct bureau of services.
    5. To provide consultancy services on retainerhip or otherwise for training, development, all matters relating to management, marketing, manufacturing, personnel, systems and procedures.
    6. To develop, trade, export, import and also act as agents, collaborators with Indian and/or foreign parties for software and also to support and service the installed software.
    7. To design, invent, make use of, hire, buy, sell, import, export, manufacture, assemble, repair, provide after sales and maintenance support services or otherwise dispose off and generally to deal in Communications, Broadcasting, Media, Computer Hardware and any other equipment and accessories related thereto.\*

\*Object clause 7 inserted vide Special Resolution passed at the Extraordinary General Meeting of the shareholders held on 10<sup>th</sup> December, 2004.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :-**

1. To buy and sell all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the main business of the Company.
2. To enter into agreements with any company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and

manufacturing in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.

3. To establish, provide, maintain and conduct or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
4. To acquire by concession, grant, purchase, barter, lease, license or otherwise either absolutely or conditionally and either alone or jointly with others, land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets invention, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of 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.
5. To act as consultants in items beings dealt with by the company in the matter of manufacturing, buying, selling, importing and exporting of raw material in their finished, semi-finished or in their raw form.
6. To enter into any arrangement with any Government or Authorities, Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licenses and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain any order of Central / State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
8. To enter into partnership or into any arrangement for sharing profits union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this Company is authorised to carry on and subject to sections 391 to 394 of the Companies Act, 1956 to amalgamate with any other such Company, having main objects altogether or in part similar to those of the Company.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the main objects of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the main objects or any of them.

11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
12. To open accounts with any bank or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy and sell the same.
13. Subject to sections 58-A and 292 of the Companies Act, 1956 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock, so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
14. To invest in other than investment in company's own shares and deal with moneys of the Company immediately not required, in such shares or upon such securities or investments and in such manner as may, from time to time, be determined.
15. To lend and advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers or any such other having dealings with the Company and to give guarantees or securities of any such persons, firms, or companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking within the meaning of Banking Regulation Act. 1949.
16. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
17. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
18. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such fund, 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, worker's welfare or for any other such purpose conducive to the interest of the Company.
19. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependent or connections of such persons, by building or contributing to the building of houses, dwelling or chawls or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts

and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendance and assistance as the company shall determine.

20. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.
21. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
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, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.

**(C) OTHER OBJECTS:-**

1. To assist any company or other such enterprise in its dealings with any Government, local, statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities, and to procure capital for any company or enterprise.
2. To carry on the business of manufacturers of importers, exporters and dealers in men's women's and children's clothing, wearing apparel, hosiery goods, carpets, duries, mats, rugs, blankets and other similar articles of every kind, nature and description made from cotton, synthetic, wool, worsted materials and/or leather.
3. To carry on the business of investment, finance, hire purchase, and leasing of all movables and immovables.
4. To construct, acquire hold/sell properties, Buildings, Farms, lands tenements and such other movable and immovable property and to rent, let on hire and manage them and to act as Real Estate Agents and immovable property dealers.
5. To carry on the business or businesses of manufacturers, importers and exporters or dealers in forging, press structural and rolling works of all kinds and in particular (i) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks, bolts, tower bolts, dogspikes, and press work of all kinds; (ii) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works: (iii) hand machine tools; (iv) sanitary pipes; (v) utensils and cutlery of steel or aluminum; (vi) Electrical appliances, gadgets, and (vii) cycle parts.
6. To carry on the business or businesses of manufacturers, importers and exporters of brushes of all kinds.
7. To carry on the business of manufacturers and dealers of all kinds of paper and paper products.
8. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities.
9. To carry on the business of manufacturers, dealers and fabricators of components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity and also relating to conversion of all kinds of renewable sources of energy and also conservation of energy.
10. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel,

household, domestic and other linen and cotton and woolen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let or hire, alter, improve treat and deal in all apparatus, machines, material and articles of all kinds related thereto.

11. To carry on the business of importers and exporters, ship owners, ship builders, charters of ship and such other vessels of all types warehousemen, ships and insurance brokers, forwarding agents and wharfingers.
12. To carry on the business as proprietors and publishers of newspapers, periodicals, journals, books and such other literary works and undertakings of all types.
13. To carry on the business as manufacturers of and dealers in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and of all types of rubber products and goods.
14. To carry on the business as manufacturers of and dealers in leather and leather goods of all descriptions and of leather dresses, tanners, hides skins and all things and material connected therewith.
15. To carry on the business as manufacturers of and dealers in all types of plastics and plastic products, furniture, fancy goods, stationery provisions, drugs, medicines, chemicals, paints and articles of household use and consumption.
16. To carry on the business of canning and food preservation tinning and bottling of food stuffs, meat, meat products, potted meats, fruits, vegetables, jam, pickles, sausages, table delicacies and preserved provisions of all kinds and to establish, own operate, acquire, run and manage canning and such other factories for the purpose of packing, preserving and canning such articles and products.
17. To carry on the business as manufacturers, processors, producers of and dealers in dairy, farm and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder; malt products, milk foods and milk products and milk preparations of all description vegetables and fruits of all kinds.
18. To carry on the business as manufacturers and dealers in and sellers of all or any type of electronic components, their raw materials and equipments, audio products, electronic calculators, digital products, microprocessor based systems, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.
19. To carry on the business of mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds, tool-makers, assemblers, brass founders metal workers, boiler makers, mill-wrights, iron and steel converters, smiths, metallurgists, tube makers galvanizers, electro-platers, water works engineers gas generators and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds.
20. To carry on the business of advisors on problems relating to the administration and organisation of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and of relating to the rendering of the services.
21. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
22. To carry on the business of manufactures and dealers in textiles such as man made fibers, cotton, silk, jute, woolen and synthetics.

23. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of all articles and things used in the manufacture, maintenance and working thereof.
  24. To carry on the business of manufacturing and/or processing of oxygen and other gases, chemicals, industrial alcohol, graphite electrodes, and petroleum products, vegetable oils, alcoholic and non-alcoholic drinks and beverages of all kinds and brewers and distillers.
  25. To carry on the business of running trucks, trailers, tempos, motor lorries, motor taxis and conveyances of all types for carriage / transportation of goods and passengers on such routes as the company may deem fit and to do the business of common carriers.
  26. To carry on the business of manufacturers and dealers of tractors automobiles, automatic and semi-automatic vehicles, earth moving equipment, cycles, mopeds and any other such vehicles.
  27. To carry on the business of manufacturers and dealers of cement lime burners and ceramics, sanitary fittings and chinawares.
  28. To carry on hotel, motel and catering business.
- IV. The liability of the members is Limited.
- V. <sup>1</sup>The Share Capital of the Company is ₹ 1,10,00,00,000 (Rupees one hundred ten crore only) divided into 9,80,00,200 (Nine Crore Eighty Lakhs and two hundred) equity shares of ₹ 10 each (Rupees Ten only), aggregating to ₹ 98,00,02,000/- (Ninety Eight Crores and Two Thousand) and 1,19,99,800 (one crore nineteen lakh ninety nine thousand eight hundred) preference shares of ₹ 10/- (Rupees ten only) each aggregating to ₹ 11,99,98,000/- (Rupees eleven crore ninety nine lakh ninety eight thousand only).

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<sup>1</sup> Altered by substituting for old Clause V vides Special Resolution passed at the Annual General Meeting of the shareholders held on 9<sup>th</sup> July, 2014. Further, Authorised Capital increased from 750000000 to 750500000 due to Amalgamation of Sundeep Import Export Pvt. Ltd. vides High Court order dated 04<sup>th</sup> June, 2016. Modification of Clause V vides Special Resolution passed at the Extra-ordinary General Meeting of the shareholders held on 17<sup>th</sup> March, 2017 Authorised Share Capital increased from 750500000 to 764000000. Modification of Clause V vides Special Resolution passed at the Annual General Meeting of the shareholders held on 28<sup>th</sup> July, 2017 Authorised Share Capital increased from 764000000 to 1100000000

VI. We the several persons whose names and addresses are 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 Capital of the Company, set opposite our respective names :-

Sl.No.	Name, Description Occupation & Address of Subscribers	Numbers of Equity Shares taken by each subscriber	Signature of Subscribers	Signature of witnesses with address and occupations
1.	T.S. Varadarajan S/o T.R.S. Iyenger B4/180,Safdarjung Enclave New Delhi-110029 Business	100 (One hundred)	Sd/-	I witness the signatures of both the signatories Sd/-  (ATUL KAISTHA) Chartered Accountant S/o Sh.P.P.Kaistha 3626, Parkash Bhavan Darya Ganj, New Delhi-110002
2.	V. Usha W/o T.S. Varadarajan B4/180, Safdarjung Enclave NewDelhi-110029 Business	100 (One hundred)	Sd/-	
	Total	200 (Two hundred equity shares)		

Place : New Delhi Dated the 29<sup>th</sup> day of May, 1992.