INCORPORATED

UNDER THE COMPANIES ACT, 1956

(COMpany LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

KINDUZ BUSINESS CONSULTING PRIVATE LIMITED

I. The name of the company is KINDUZ BUSINESS CONSULTING PRIVATE LIMITED

II. The Registered Office of the company will be situated at Andhra Pradesh

III. The objects for which the company is established are follows

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE ;-:

1. To establish, design, develop, maintain, organize, conduct, provide, procure or make available consulting services, trainings, coaching programs and products in and outside of India covering all branches of services including management, commercial, business, statistical, financial, accountancy, information technology, medical, legal, educational, engineering, data processing, communication and other technological social or other services and products towards designing, building and managing business process, technology and people to enable good business outcomes.

2. To seek recognition, collaborations, joint ventures, franchise, affiliations, associations or co-operations of various institutions, bodies, governments, companies, corporate, individual in India and abroad for fulfillment of the objectives of the company.

3. To carry on the business as importer, exporter, buyers, lessers, and sellers of and dealers in all types of components and equipments necessary for attaining the above objects.
THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To apply for, purchase or otherwise, acquire any patent rights, copyrights, trademarks, formulae, license, lease concessions, and the like conferring any exclusive or limited rights 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 seen directly or indirectly to the benefit of the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property or information so required.

2. To enter into any arrangement with any Government or Authority whether, municipal, local or otherwise or any person, that may seem conducive to the company’s objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.

3. To establish research and development centres for the business of the Company.

4. To negotiate and enter into agreements and contracts with local and foreign individuals, partnerships, governments, institutes, companies, corporations and other organizations for technical, financial or any other assistance for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae, patent rights, for furthering the objects of the company.

5. To procure the registration of the company in any country or place in any part of the world.

6. To enter into partnership or any arrangement for profit sharing, union of interest, exchange of shares, joint ventures, reciprocal concessions or co-operations with any person or company carrying on or engaged in or about to carry on or engaged in, any business or transaction which the company is authorized to carry on or engage in or any business or transaction capable of benefiting the company and to subsidize, assist, co-operate or enter into any agreement whatsoever with any such person, partnership, government, institute or company.

7. To amalgamate with any other company having all or any of its objects similar to the objects of the company in any manner, whatsoever, whether with or without liquidation of the company.

8. To apply for, obtain, purchase or otherwise acquire and project, prolong and renew any patents, patent right, inventions, technology, software, hardware, processes, secrets, scientific or technical or other assistance, know-how and other information, designs, patterns, copyrights, trademarks, licenses, concession, and the like rights or benefits or rights of use thereof, which may seem capable of being used for or in
connection with any of the objects of the company or the acquisition or use of which may seem calculated directly or indirectly to benefit the company on payment of any fee, royalty or any other consideration and to use, exercise or develop the same and manufacture under grant of license in respect thereof or otherwise deal with the same.

9. To establish, for any of the objects of the company branches or to establish any firm or firms or promote any company or companies in or outside India as the company may think fit.

10. To undertake research work and to spend money on experimenting and testing and in improving or seeking to improve and giving publicity to the business and products of the company and its constituents and associates and popularize brands in Indian and foreign markets by means of press advertisement, pamphlets, handbills, sponsored radio and Television programs or by publication of books periodicals and magazines, by purchase and exhibition of works of art, by granting rewards, prizes and donations by any other suitable means and by placing in the market any products which the company may propose to manufacture or to distribute any patent, invention, process, information or right, which the company may acquire on lease or propose to acquire.

11. To pay either in cash or by allotment of shares or otherwise as the company deems fit, all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be in the nature of preliminary expenses.

12. To adopt and carry into effect, with or without modification, all or any of the arrangements made for the purpose of achieving any of the company's objects mentioned in clauses III(A) and III(C) hereof.

13. To purchase, take on lease or otherwise acquire for the purpose of the company estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease or otherwise dispose of or grant rights over any real property belonging to the Company.

14. To purchase, take on lease or otherwise acquire, erect, maintain, reconstruct and adopt offices, factories, sheds, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.

15. To purchase or otherwise acquire all or any part of the business, properties and liabilities of any company, society, partnership or person, formed for all or any part of the purpose within the objects of this company and to conduct and carry on, or liquidate and wind up any such business.

16. To promote any other company or companies for the purpose of taking over all or any of the properties, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company.
17. To open bank accounts of all kinds including overdrafts and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments of securities.

18. To transfer, sell or otherwise dispose of all or any of the business, properties and undertakings of the company for any consideration which the company may deem fit to accept.

19. To establish agencies and to regulate and discontinue the same and to pay such remuneration to agents as the company shall determine.

20. To open, maintain and close branches and depots.

21. To receive money on deposit or loan in accordance with the provisions of the Companies Act, 1956 and the rules made there under for the purpose of companies and on such terms as may seem expedient and in particular to customer of, or any other person having dealings with the company but not amounting to banking business as defined in the Banking Regulations Act, 1949.

22. To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations of any securities and to guarantee the payment of interest thereon or of dividends on any stock or shares in any company and generally to guarantee or become sureties for the performance of any contract, debt or obligation of any person, firm, authority or company, connected with the company’s business.

23. To borrow, raise or secure the payment of money for the purpose of the company in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company’s property, both present and future, including its uncalled capital and to purchase, redeem or pay off such securities and to mortgage, pledge or charge the undertaking and all or any of the real and personal property, present and future.

24. Subject to the Banking Regulations Act, 1949 to draw, make, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments or securities and to open bank accounts, current overdraft or saving account and to operate the same.

25. To send out to foreign countries, its Directors, Employees or any other person or persons for investigating possibilities of any business or trade or for procuring and buying any machinery or establishing trade connections or in promoting the interest of the company and to pay all expenses incurred in this connection.
26. To appoint officers, staff, trainees and other types of personnel for the company and to dispense with their services and to carry out or cause to be carried out all functions necessary to implement the objects of the company.

27. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company’s capital or any debentures or other securities of the company or the conduct of its business.

28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the company and any company promoted by the company in India or outside India and shall have the options to issue fully paid up shares in lieu thereof.

29. To accept and to make gifts in property movable and immovable and to aid peculiarly 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 of industry or trade.

30. To sell, lease, exchange, or otherwise deal with the undertakings and all or any of the property, assets, rights and effect all or any of the part thereof for such consideration as the company may think fit, subject to the provisions of the Companies Act, 1956, or any other law for the time being in force.

31. To distribute among 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 but so that no distribution amounting to a reduction of capital be made except with the sanction of courts, if any, for the time being as required by law.

32. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including directors) of the company or their dependents or connections and to make payments towards insurance for any such person and to establish joint and support trusts, funds or schemes, whether contributory, with a view to provide pensions or allowances for such persons or to make contributions to other associations, institutions, trusts, funds, schemes, clubs or conveniences calculated to benefit such persons.

33. To compensate for the loss of office any Managing Director or other officers of the company within the limitations prescribed under the Companies Act, 1956 or other statute or rule having the force of law and to make payments of any other person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged.

34. To make donations to such persons or institutions and in such cases either of cash or any other assets as may be thought directly conducive to any of the Company’s objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the Company and to subscribe or guarantee money for charitable, benevolent or useful objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and
conveniences for the benefit of the employees or ex-employees or of persons having dealings with the company or the dependents, relatives or connections of such persons, and in particular friends or other benefit societies and to grant pensions, allowances, gratuities, bonus, either by way of annual payments or a lump sum, and to make payments towards insurance and to form and contribute to provident and benefit funds, to or for such persons.

35. To apply for and obtain any Act of Parliament, charter, government state or Municipality or provisional order, or license of any authority for enabling the company to carry out its objects into effect or for extending any of the powers of the company or for any other purpose which may seem expedient and to make representations against any proceedings or applications which may seem to prejudice, directly or indirectly, the interest of the company.

36. To agree, to refer, to arbitrate and to refer to arbitration any dispute, present or future, between the company and any other company, firm or individual and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

37. To establish or support or aid in the establishment of associations, institutions, funds, trusts, and conveniences for the benefit of past and present employees or Directors of the Company or the dependents of such persons and to grant pensions and allowances to make payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.

38. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and the liabilities of the company or for any other purpose which may directly or indirectly affect the benefit the company.

39. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for repairing, improving, guaranteeing research, extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the company.

40. Subject to the provisions contained in the Companies Act, 1956 to distribute as dividend or bonus among the members or to place to reserve or otherwise apply as the company may from time to time think fit any money received by way of premium on shares or debentures issued at a premium and any money received in respect of dividends accrued on forfeited shares.

41. To apply for, promote and obtain any order, regulation, or other authorization or enactment which directly or indirectly benefits the Company.

42. To arrange for risks of all kinds likely to affect the company to be covered by insurance.
43. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

44. To do in any part of the world all or any of the matters hereby authorised either alone or jointly, whether as factors, trustees or agents.

(C) OTHER OBJECTS:

1. To carry on the business of researchers, manufacturers and dealers in computers, Communication Technology, software, technology products and services, computer accessories, hardware, printers, floppies and related peripherals of computers, computer stationery, audio, visual and electronic equipments of every sort and kind, musical instruments of all kinds and every kind of instrument, device, appliance, component, necessary whereby sound or vision is recorded, amplified, produced, reproduced, transmitted or received, and to undertake annual maintenance contracts, servicing consultancy research and analysis in hardware, software relating to computers and all other data processing devices.

2. To carry on the business of printing, publishing and circulating or otherwise dealing in any daily, weekly, fortnightly or monthly news papers or newspapers, magazines, periodicals, journals or other publications.

3. To provide, offer, hire, engage, develop, improve any consultancy services otherwise deal in any kind of events like social, cultural, artistic, amusement to the corporate bodies, firms, clubs, associations, individuals and all other legal entities either in India (or) abroad.

4. Information services to the business houses, Commercial or non commercial organization by collecting, collating and classifying the various types of data and information in a systematic and useful manner and of publishing, distributing and selling the same to periodicals, Magazines, newspapers, journals, newsletters, occasional papers, and to syndicate data information, articles, photographs, illustrations, graphs, charts, diagrams, cartoons, and the visuals and reports and to set up a data bank and library to collect, Compile distribute and sell information on industrial corporate, management, economic, social, political, scientific, legal, technological, medical and all other subjects.

5. To carry on business of every kind and to act as merchants, traders, commission or other agents or in any other capacity whatsoever in India or in any part of the world, to carry on the business of providing services of every kind and to import, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, article, merchandise, service, conveniences and amenities of every kind which will be required for the business of the Company.

6. To carry on business as capitalists, financiers, concessions and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.
7. To sell or purchase or otherwise deal in any goods, products, articles or things and to carry on business as merchants, traders, and dealers in any goods, commodities, articles and things whatsoever in or outside India and generally to carry on business as exporters, importers and dealers.

8. To act as agencies, representatives for purchase or sale or articles and things including trade, import and export and engineering good, electronic equipment and accessories, metal products and allied products, cloth yarn, garments, textiles, ready made goods, computers, software, chemicals, hotels, construction and engineering items, textile machinery, leather goods, cosmetic goods, pharmaceutical surgical equipments, meat, sea-foods, chocolates and all preparations thereof, soaps, jewellery, handicrafts, stationery, rubber goods, mineral oils, building materials, paints, agricultural implements, fertilizers and other allied products, films processing and printing, chemicals and other requisites thereof and packing materials.