

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
ANKA INDIA LIMITED
(Incorporated under Companies Act, 1956)

1. The Name of the Company is ^{*1}**ANKA INDIA LIMITED.**
2. ^{*2} The Registered Office of the Company will be situated in the ^{*3} **State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.**
3. **(a) The main objects to be pursued by the company on its incorporation are:-**
 1. To design, develop, maintain, sell, distribute, market and license computer software and Programmes for educational, commercial and industrial use, services and other applications and to provide business, commercial and productivity solutions and network based information and other services including licensing of computer software and programmes and to provide customer support, training and consultancy services relating to all or any of the foregoing matters and things including relating or incidental thereto.
 2. To design, develop, invent, improve, carry out research, prepare own make use of manufacture, buy, sell import, export maintain, repair, alter, convert, distribute, market, license, hire, lease and otherwise deal in all other kinds of computer software and programmes for use or application in telecommunication equipment and services fixed or mobile and other value added services including internal management information systems for general or specific applications and for all or an customer(s) and matters/things relating or incidental to the forgoing.
 3. To design, develop, invent, improve, carry out research, prepare, own, make use of manufacture, buy, sell, import, export, maintain, repair, alter, convert, distribute, market, license, hire, lease and otherwise deal in all kinds of computer software and programmes for use or application in telecommunication equipment and services fixed or mobile and other value added services computers data-processing machines cards, memory equipment of any other equipment and materials including computer peripherals and accessories of every kind and description useful in connection with computer and electronic hardware and software programmes designed or other substance/things used in or with computer and in telecommunication and in data processing preparation and retrieval products and equipment and telecommunication equipment and products.

**1 The Company was converted from Private Limited to Public Limited pursuant to special resolution passed at the meeting of members of the Company held on 25.11.1994.*

**2 The registered office of the Company was shifted from NCT of Delhi to state of Haryana vide CLB order dated 13.08.1996.*

**3 The above draft change is subject to the approval of members by way of special resolution through postal ballot and regional director northern region.*

4. To act and provide advisory, technical, managerial and consultancy services for internet services providers and any other services in the area of information technology.
5. ^{*4} To produce, promote, assemble, manipulate, process, alter, develop, depict, generate, expose, depict, generate, expose, portray, reveal, edit, revise, exhibit, display, print, reprint, convert, duplicate, buy, sell, import, export and also to act as distributor, broker, agent, proprietor, to act as owners of copyright, video rights, audio rights, dubbing rights, of all kinds of feature films motion pictures, advertising films, animation films, educational films, cultural and historical films, documentary films, feature films on science and technology, slides in all languages of the world and all types of Indian and foreign motion pictures, television multimedia and digital software, audio, visual and audio-visual productions, television serials in India and abroad including organizing, arranging, managing, carrying out, conducting events, seminars, forums, workshops, entertainment shows and training programs in connection with the business of the company.
6. To carry on and engage in the business at its own or in association with any Indian or foreign agency, individuals, firm, company or Govt. undertaking either in India or abroad and to act as franchise agent for electronic information technology and software development, upgradation, manufacturing, processing and up gradation of hardware, software, web-site, web-page, internet, e-mail, online electronic communication systems, data processing, developing, producing, generating, manufacturing and dealing in all types of the computer hard wares, software's, computer stationery and to carry on the business in India and Abroad of Manufacturers, designers, creators, dealers, importers, exporters, promoters, venture fund provides, value added resellers, contractors, of all kinds of computer hardware's, peripherals, data capturing, storage, digital cameras, videos and audio devices for multimedia, modern, remote servers and data processors, processing and transmitting devices, wired and wireless communication and data processing devices, components, electronic chips and circuited boards, storage devices and communication devices including offering services relating to training of, software specialists, analysts, service providers for Commercial, entertainment, research, development and non-commercial applications.
7. To acquire by purchase, exchange, lease, hire or otherwise acquire any estate, lands or immovable property or any movable property or personal property of any description, weather lease hold or free hold; and any right or privileges (including any copy rights or trademarks) which may redeemed necessary to carry on the business of builder, civil and constructional contracts, or otherwise to sell, improve, manage, develop, or operate land, building and hereditaments of any tenure or description including agricultural land, infrastructural facilities like bridges, highways, expressways, roads, railway tracks, railway stations, ports, air-ports and any estate or interest therein and any right over or connected with land and building so situated and develop or to turn the same to account as may seem expedient and in particular by preparing, building, sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, flats, houses, residential building, bungalows, estates, restaurants, markets, shops, workshops, mills factories, warehouses, cold storages, wharves, godown, offices, hostels, gardens, swimming pools, playgrounds, other buildings, work and conveniences of all kinds and to sell the same on ownership basis and to act as promoters, civil contractors, estate dealers, broker and by leasing, hiring or disposing of the same, to manage land, building, works and conveniences of all kinds and other properties whether belonging to the Company or not, and to collect rents

***4 Main Objects No 5 to 8 substituted vide special resolution passed by members through postal ballot dated 25/08/2014**

and income and supply tenants and occupiers and others refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages or otherwise deal with or any part of the business, lands, immovable property, assets rights & for civil constructional works for such consideration in such manner and on such terms as the directors may think fit and in particular, of shares, of stocks or other securities of any other company.

8. ^{*5} To lend, advance, invest moneys or funds and / or provide guarantees for loans / financial assistance availed by associate companies / concerns / firms and / or companies in which it has entered into joint venture and / or its subsidiary companies and / or other companies / firms / concerns in the same group or management on an arms' length basis in the ordinary course of business in compliance with the terms and conditions stipulated for financial assistance by banks and / or financial institutions, if any and in accordance with the provisions of the law in force from time to time.

(b) ^{*6} Matters which are necessary for furtherance of the objects specified in clause 3 (a) are:-

1. To buy 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 agreement 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 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 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, subsidizing, 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 inventories of any kind that may be considered likely to assist the main business of the company.
4. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, building, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, information 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, building, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares,

****5 The draft changes in clause 8 is subject to the approval of members by way of special resolution through postal ballot.***

****6 The draft changes in clause 3B is subject to the approval of members by way of special resolution through postal ballot.***

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 in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.

5. 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 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.
6. To enter into agreement for rendering and obtaining technical services and/or technical collaboration and/or financial collaboration whether by way of loans or capital participation with individuals firm or body corporate for own business or on behalf of others, whether in India or outside India.
7. To buy, sell, exchange, install, work, repair, fabricate, alter, refine, improve, manipulate, prepare for market, take or lease plants, machineries equipments, works, carriers, vehicles, apparatus and appliances, which are necessary or convenient for carrying on any business, whether in India or abroad.
8. To develop any engineering goods, office automation products, electronic goods, leather and food products, Hosiery needles, precision measuring instruments, Industrial kitchen product, articles and things which are necessary or convenient for carrying on any business which the company is authorized to carry on whether in India or abroad.
9. Subject to Section 179 of the Act, and rules made thereunder and the directions of Reserve Bank of India to borrow or raise or secure money on any terms whether without security or on the security in such manner as the Company shall think fit and in particular upon all or any part of the undertaking, rights and properties of the Company, present and future and against the security of mortgage, hypothecation, pledge or otherwise of moveable/immovable properties from any persons, firms, company's or banks including financial institutions.
10. To open accounts with any individual, firm(s), Company or Bank(s) and to pay into withdraw money from such account or accounts.
11. To establish and maintain agencies, branches, places and local registers, to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privilege in any part of the world as are possessed by local Companies or partnership or as may be thought desirable.
12. To enter into arrangement for rendering and obtaining technical service and/ or technical collaboration and/or financial collaboration whether by way of loans or capital participation with individuals, firms or body corporates, whether in or outside India.

13. To invest in other than investment in Company's own shares and deal with money of this Company not immediately required upon such assets, properties, securities or otherwise and in such manner as may from time to time be determined by the Directors for main objects.
14. To enter into arrangements with any Government or Authority, Supreme, 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 authority all rights, concessions and privileges which the Company may think fit desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
15. Subject to Sections 179 and 180 of the Act, and the regulations made thereunder and the directions issued by the Reserve Bank of India, to borrow, raise or secure the payment of money 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 and pay off any such securities, also to draw, make, accept execute and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments or securities.
16. Subject to the provisions of the Gift Tax Act, 1958, and statutory amendments thereof the Company has power to make and receive gifts, either in cash or other movable or immovable properties as an award from Government or Semi-Government bodies.
17. To acquire and undertake on any terms all or any part of the business property, rights and liabilities of any person, firm or company carrying on any business, which this company is authorized to carry on.
18. To enter into partnership or into any arrangement for sharing profits union of interest, joint venture, reciprocal, concession or co-operation with any person or persons, Company or Companies carrying on or engaged in any business which this Company is authorized to carry on.
19. To hold or assist in holding exhibitions in India and elsewhere of the products and articles in which the Company is interested and also the promotional and developmental activities of the Company.
20. To lend money on mortgage of immovable property or on hypothecation or pledge of movable property with or without security to such persons on such terms as may be expedient and in particular to customers of and persons, firms, concerns. Companies and factories having dealings with the Company for implementing the main objects of the Company provided that the Company shall not carry on Banking Business.
21. To pay all costs, charges and expenses of and incidental to the promotion, incorporation and registration of the Company and charges in connection therewith and to remunerate (by cash or other assets or by allotment of fully or partly paid up shares, by call or option on shares, debentures debenture-stock or securities of this or any other Company or in any other manner whether out of the Company's capital or profit or otherwise) any person/persons or a Company for services rendered or to be rendered or in the conduct of business of the Company.

22. To apply for, purchase or otherwise acquire, protect, prolong or renew any patents, patent rights, licences, trademarks, designs, concessions and the like conferring any exclusive, or right 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 and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
23. To apply for, tender, purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution and carrying out equipment, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
24. To take or otherwise acquire or hold shares in any other Company having objects altogether or in part similar to those of this Company.
25. To use trademarks, names or brands for the products and goods of the Company and to adopt such means of making known the business and/or products of the company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, circulars, by opening stalls, exhibitions and by publication of books, periodicals distributing samples and granting prizes, rewards and donations.
26. To pay for any property, right, interest or benefit acquired by the Company or services rendered to the Company either in cash or in fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
27. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research and experiments and to undertake and carry out research and investigations, to improve and invent, to process new and better techniques and methods for the purpose of the business of the Company.
28. To sell, improve, manage, develop, exchange, mortgage, dispose off turn, to account or otherwise deal with all or any part of the property and rights of the Company.
29. To purchase, acquire or by way of license or usufructuary English or other possessory mortgage or in exchange or as done or in any other lawful manner, lands, buildings, structure, open place, surface, rights or other premises for the purposes of the Company/employees/directors.
30. To appropriate use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments, and other conveniences and to present any such land so laid out to the public or to any person or Company conditionally or unconditionally as the Company thinks fit.
31. To do all or any of the above things, either as principals, agents, consignors, consignees, trustees, contractors or otherwise and either alone or in conjunction with others, either by or through agents, sub-contractors trustees otherwise and to do all such things as are incidental or conducive to the attainment of the main objects.

32. To do ancillary services such as purchase, take in exchange, charter or otherwise acquire and to own, work and manage.
33. To enter into agreements with writers, editors, artists, photographers and others for acquiring sole or other rights in respect of their books, writings, articles, photographs and to establish information and research bureaus in connection with the business of the company.
4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. ***7 The share capital of the company is Rs. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Co lakh) Equity Share of Rs. 10/- (Rupees Ten) each.**

**7 The draft alteration in the above clause 5 is subject to the approval of members by way of special resolution through postal ballot.*

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

Sl. No.	Names and Addresses Occupation, description of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Names, address description and signature of witness
1.	Shri Gurpreet Singh Sethi S/o Sh. Puran Singh Sethi R/o 13, East Nizamudding, New Delhi-110013 Business	100 (One Hundred)	Sd/-	I hereby witness the signatures and particulars of the subscribers Sd/- BISWAMOHAN PANDA S/o Sh. Krishna Mohan Panda 158-B, LIG, Motiakhn, Housing Complex, Paharganj New Delhi-110055 Advocate
2.	Shri Arshdeep Singh Sethi S/o Sh. Gurcharan Singh Sethi R/o 47, Hanuman Road, New Delhi-110001 Business	100 (One Hundred)	Sd/-	
TOTAL		200 (Two Hundred) Equity Shaires		

Place : NEW DELHI

Dated : 31-8-1994