

The Companies Act, 1956
Company Limited by Shares

Memorandum of Association

Of

Bodhtree Consulting Limited

- I. The name of the company is BODHTREE CONSULTING LIMITED
- II. The Registered Office of the Company will be situated in the state of *Andhra Pradesh.
- III. The objects for which the Company established are
 - (A) **Main objects to be pursued by the Company are:**
 1. **To carry on the business of consultants and providers of technical services in the fields of information technology, software development, website designing, internet services, e-commerce, multi media applications, computer architecture, and all other activities relating to computers, communication and electronic media, whether in India or abroad.
 - 1A. **To carry on the business of manufacturers, traders, exporters, importers and dealers in all equipment and apparatus used in the fields of computers, telecommunication, electronic media, entertainment industry.
- ** Substituted vide Special Resolution passed in the Extra Ordinary General Meeting held on Monday the 29th May 2000.*

 2. To carry on all or any of the business of investment company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture stocks, bonds, Govt. Securities and any other securities financiers of industrial, commercial and other enterprises and general financiers, producers and distributors and exhibitors, money lenders, sahu-kars, trustees, real estate owners, landlords, real estate agents, builders, underwriters, guarantors, hire purchase dealers, investors, promoters, brokers and dealers of and in shares, stocks, debentures, securities, bonds, obligations, claims, licenses and charges land, buildings, houses, easements, negotiable instruments, decrees, bookdebts, patent, factories, mines, industrial undertaking, business concerns, warehouses, property and rights of all kinds, agricultural land, farms gardens, flats, showroom, offices, residential units, shops and godowns, business of insurance agents, trust company, safe deposit company and such other business and acts required in connection therewith and to receive on deposit or borrow and raise money provided that the company shall not carry on the business of Banking as defined under the Banking Regulations Act, 1949.

* vide order dated 26-12-2002 of the Honourable Company Law Board, Southern Region Bench, Chennai.





3. To acquire, exchange, invest, buy, sell, underwrite, transfer, hypothecate, deal in and dispose, of any shares, stocks, debentures, whether perpetual or redeemable debenture, whether convertible or non convertible debentures, debenture stock, securities, properties and securities of any Government and Local Authority, bonds, certificates and to receive money, deposits in interest or otherwise and to lend money, and negotiate loans, with or without interest or security to such companies, industrial enterprises, firms or persons, and on such terms as may seem expedient and to guarantee the performance of contracts by any person, companies or firms, provided that the company shall not carry on the business of banking.
4. To act as brokers and underwriters and to give any guarantee for the payment of money or the performance of any obligation or underwriting.
5. To act and carry on business as financial consultants and advisers and as Registrar and Share Transfer Agents of such companies, industrial enterprise firms or persons and on such terms as many seem expedient.

(B) Objects incidental or ancillary to the attainment of the main objects.

1. To undertake, promote and sponsor or assist directly or indirectly the social and economic welfare of or the uplift of the public in any rural area as defined by the Income-tax Act, 1961 or by any other law for the time being in force or as selected by the Directors of the Company and to prepare, carry out or assist directly or indirectly in the carrying out of any programme of rural development including any programme for such welfare of or the uplift of the public in any rural area and for this purpose to acquire by purchase, lease or otherwise or create any asset (including building, machinery and furniture) and dispose of or subject to the provisions of the Companies act, 1956 divest itself of the ownership of such building, plant, machinery and furniture to such person, firm body corporate, authority, or organization as may be selected or nominated by the Directors and (if so required) approved by the Central Government or any State Government upon such terms and conditions as the Directors may thing fit and in accordance with the said programme as approved by the authority prescribed by the Income-tax act, 1961 or by any other law for the time being in force and in connection therewith to undertake research into the matters relating to rural development or the welfare or uplift of the public in any rural area, construct any building or work for any of the aforesaid purposes, print, publish and circulate news papers, leaflets, periodicals or books and provide facilities for the promotion of rural development or for the uplift or welfare of the public in any rural area undertake and execute such other work which may seem to the Company desirable in connection with any programme of rural development or the welfare or uplift of the public in any rural area.
2. To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks and securities and to take part in the conversion of business and undertakings into companies.
3. To take part in the supervision or control of the business or operations of any Company or undertaking and for the purpose to appoint any directors, accountants or any experts or other agents.

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4. To engage experts to investigate and examine into the conditions, the prospects, value, character and circumstances of any business undertaking and generally of any assets or property or rights.
5. To create any trusts with a view to the issue of preferred or any other stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trusts and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, dispose of, or hold any such preferred, or other special stocks or securities.
6. To purchase, acquire, take on lease, hire, erect, contract, improve, develop, charge, build, let-out, exchange, sale, work or deal in land, buildings, flats, rooms, shops, auditoriums, halls, markets, sheds, mines, factories, mills, plants, plantations, farms and do all such acts and things necessary in connection therewith and deal in building materials of all kinds and builders, stokes and machinery.
7. To acquire or otherwise undertake the whole or any part of the business, goodwill property, asset and liabilities of any persons or company carrying on any business which this Company is authorized to carry on or possessed of property suitable for the purpose of the company.
8. To acquire by concession grant, purchase, barter, lease, license, or otherwise, either absolutely or conditionally and either alone or jointly with others as contractors or otherwise any lands, buildings, machinery, plant, works, conveniences and other movable and immovable property of any description, patents, trade mark, concessions, privileges and other rights for the objects and business of the company and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company and to pay for such lands, buildings, works, property or right or any other property and rights purchased or acquired by or for the Company either by shares, debentures, debenture-stock, bonds or other securities of the Company or by cash or otherwise and manage, develop, sell, let on lease or for hire or other wise 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 and to reclaim cultivate lands and develop the resources thereof by draining clearing, planting, or manuring or otherwise.
9. To establish and support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects of for any public, general, or useful object, but not intended to serve any political cause purpose.
10. To make, draw, accept, hold, endorse, issue and otherwise negotiate all kinds of negotiable or transferable securities and instrument, including promissory notes, drafts, hundies, bills of exchange, bills of lading, debentures and securities, issued by the State or Central Government in India or by any Foreign Government and to carry on the business of share and stock brokers.
11. To establish or promote or concur in establishing or promoting any Company or companies for the purpose or acquiring all or any of the property, rights and liabilities of this company or any other purposes which may seem to benefit this company and to place or guarantee placing of, underwrite, subscribe for, or otherwise acquire, hold and dispose of or otherwise deal in

and invest in all or any part of the shares, debentures or other securities of any such other company.

12. To pay for any rights or property acquired by the Company, to remunerate any person or Company by cash payment or by allotment of shares, debentures or other securities of the company or in or about the formation or promotion of the company or the conduct of its business or for otherwise arising or rendering services directly or indirectly to the company.
13. To lease, let out on hire, mortgage, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the Company or land, business, property, rights or assets of any kind of the company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities or any other objects altogether or in part similar to those of the Company.
14. To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures, bonds, obligations, notes and securities of all kinds and to frame, constitute and secure the same as many seem expedient with full powers to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same by trust deeds, or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the company (including and if thought fit uncalled capital or otherwise howsoever). To devote any money so raised to any of the objects of the Company and to advance and lend money and assets of all kinds upon such terms as may be thought fit.
15. To lend money and negotiate loans to draw, accept, endorse, issue, discount, buy, sell, and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities, to form, promote, subscribe and assist companies, syndicates and firms of all kinds, to give any guarantee for the payment of money or the performance of any obligation or undertaking to undertake and execute any trust, to acquire, improve, manage, work, develop, exercise all rights in respect of lease and mortgages, and to sell, dispose of turn to account and otherwise deal with property of all kinds in particular, land, building, concessions, patents, business concerns and undertaking and generally to carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by promoters financiers, and investors in hire-purchase dealing provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
16. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, cartels, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in any business or transaction which the company is authorized to carry on or engaged in or which can be carried on in conjunction therewith or which is capable of being conducted so as benefit the company.
17. As permissible under the Companies Act, 1956, to distribute in specie or otherwise if the Company shall be wound up, as may be resolved, any property or assets of the Company or any proceeds of sales or disposal of any property or assets of the company including the shares, debentures, or other securities of any other company formed to take over the whole or any part of the asset or liability of the company but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required.

18. To carry on any business or branch of a business which this company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary company.
19. To establish agencies or branches for the purchase and sale and manufacture of goods of all description in India, or elsewhere and to undertake the supervision of any Company or companies having objects altogether or in part similar to those of this company.
20. To open branches, sub-offices, and multiple shop in state of India or outside India and to appoint agents, stockists, distributors, sub-distributors, and brokers to procure orders, market or sell the products of the company or the goods of any other firm or Company in which this Company may be dealing.
21. To do all or any of the above things as principal, agents contractors, trustees or otherwise and either alone or in conjunction with others.

(C) The other objects for which has Company is established are:

1. To carry on the business or trade of consultants, financiers, representative, insurance agents, company promoters, hoteliers, agents, distributors, representatives, underwriters, landed proprietors, builders, contractors and suppliers of goods to government and other public and private bodies, shroffs, department stores operators, publishers, guarantee brokers, carriers by land, water charterers, newspaper owners, wharfingers, warehousemen, commission agents forwarding and other agents, marine, fire and other insurers, muddadums and brokers, painters, printers and cold storage keepers and to supervise or control or take part in the supervision or control of the business or operations of any company or undertaking, and for this purpose to appoint and remunerate any directors, accountants, or other experts or agents.
2. To acquire, erect, construct, assemble, establish, maintain, improve, repair, manage, after run, carry on, control or work and contribute towards acquisition, erection, construction, establishment, maintenance, improvement, management, alteration, carrying on, controlling and working of any iron and steel works, water works, factories, sugar mill, match factory, textile mill, jute mill, cement works, rayon plant, silk mill, wollen mill, chemical plants, vegetable oil factory, refineries, forests ice plants, flour mill, paper mill, tea gardens, ships, boats barges, hotels, markets and works and conveyances of every description which may be deemed convenient or useful for any purposes of the Company and for developing and improving any of its property or rights.
3. To export, buy, sell, barter, exchange, pledge, make advance upon invest in and otherwise deal in gold, silver, bullion, stocks, shares, securities, jute seeds and articles, produce and merchandise of all kinds, description either ready or for forward delivery in which the company is authorized to carry on the business.
4. To carry on business of manufacturers, fabricators, processors, producers, growers, makers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers in commodities of all or any of the following

- a) Office equipments of all descriptions, machinery parts, computes and articles, parts, components, apparatus, instruments, gadgets, devices, contraptions, tools, stores spare parts, utensils, things, appliances of all description and materials pertaining to the aforesaid.
 - b) Synthetic yarn, clothes and materials, rubber and elastomers, synthetic resins, carbon black, rubber latex, plastics, latexes and formulations thereof including re-claimed rubber and kinds of resins, rubber and plastic product, starch and to other sizing materials, textile intermediates and compounds.
 - c) All types of chemical, caustic soda, ash, disinfectants, and of electrical photographic apparatus and materials of paper, boards, plastic rubber and elastomer base.
 - d) Oils, colours, paints, varnishes, lacquers pigments, enamels, dyestuff, fertilizers, pesticides, insecticides, suffae-active agents and glycerin.
 - e) Cardboard, inks, paper and stationery goods.
 - f) Petrochemicals, and other synthetics, chemical and other substances of all kinds-basic, intermediate or otherwise.
 - g) Nitrogen, oxygen and other industrial and domestic gases.
 - h) Tyres, tubes and tyre-cord and automobile parts and accessories.
 - i) Electronics of all kinds, and description such as electrical and wireless sets, television receivers, translators, radiography, phonography, Dictaphones and other electrical instruments and articles.
 - j) Alloy, special steels, stainless steel, cold and hot rolled steel, all types of materials, required for manufacture of alloy, tool and special steels, steel casting, fabricating, smelting, rolling and forging, steel and alloy steel billets and all kinds and sizes of rerolled sections i.e. flats, angles, rounds, T.iron squares, hexagons, octagons, rails, joints channels, steel strips, sheets, plates, deformed bards, plain and cold twisted bars, bright bars, shaftings and steel structure.
 - k) Graphics, synthetic, cool tar and tar by-products.
 - l) All types of perfumery, soap, cosmetics and toilet preparations.
 - m) Spirits, wines, liquors, alcohols of all kinds and description as well as other bio-chemical and fermentation products and derivatives thereof.
5. To buy, sell, manufacture, repair, barter, exchange, import, export, make advance upon, manipulate, prepare for market, distribute and otherwise deal in goods, wares, merchandise, produce, materials, substance, articles, commodities and things of every description capable of being dealt with in connection with the Company's business or any of the customers of or persons having dealing with the Company in which the company is authorized to carry on the business.

6. To carry on the business of manufactures and dealers in and operators of vessels, siphons, gas filters, bottles, apparatus, appliances, receptacles of all kinds of manufacturing, improving, treating, preserving, fining, acrating, mineralising, bottling and discharging liquid whatsoever.
7. To carry on business as exporters, manufactures, importers, buyers and sellers of and dealers in all chemical, basic, intermediate or otherwise.
8. To carry on the business of manufacturing, buying, selling, exchanging, converting, altering, importing, processing, twisting or otherwise handling or dealing in rayon yarn, namely viscose filament rayon, continuous filament rayon or artificial silk yarn, acrylic fibre, polymenyal alcohol fibre including all synthetic fibres whatsoever.
9. To carry on the business of the manufactures of dealers, in hirers, repairers, cleaners, runners, charteres, stores and warehouses of motor cycles, cycles, cars, motor scooters, tractors, trucks, three wheelers, bicycles and carriages, lifts, forklifts and handling equipment, launches, boats, vans, aeroplanes, helicopters, hydroplanes and other conveyances of all descriptions.
10. To carry on the business of manufactures of dealers, in hirer, repairers, cleaner of jets, spinnerets, watches, clocks, time pieces, electrical and mechanical instruments and apparatuses including instruments and apparatuses required for quality control and laboratory purpose.
11. To purchase, build, hire, charter, freight, or otherwise own, hold or use in any manner for the benefit of the Company and dispose of steam other ships and vessels and their appurtences or any interest or shares in any such ships, aeroplane, roadways, railways and other forms of transport.
12. To carry on the business of electric supply in all its branches and in particular to construct, laydown, establish, fix and carry out all necessary power stations, cables, wirelines, accumulators, lamps and works and to generate, develop and accumulate electrical power at place or places for which license may be obtained and to transmit, distribute and supply such power to and for the purpose of feeding the plant or plants of the Company and generally to generate, develop and accumulate power at any such places and to transmit, distribute and supply such power for all lawful purpose.
13. To carry on the business of manufacturers of drums, barrels, packages, tanks and containers, tubes aerosol, containers of every description from steel tin and other metals and such substances like paper boards, plastics etc as may furnish materials for such manufacturing in any of its branches.
14. To cultivate, plant, bring, buy, sell, prepare, convert, treat or manipulate in any manner all kinds of tobacco leaves, jute, cotton, hemp tea, lac, coffee, rubber, sugarcane, dal, oilseeds, vegetables, products, foodgrains, plants.
15. To search for, crush, wind, get, quarry, reduce, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market ferrous and non-ferrous metal, ore quartz, metal and mineral substances of all kinds including oil and to carry on any other prospecting mining and metallurgical operations.

16. To work mines or quarries and to search for get, work, process, calcine, raise, crush, smelt, manufacture, make merchantable, sell or otherwise deal in iron, coal, coal-tar, stone, chalk, clay bauxite, soap, ores, metals, oil, precious and other stones, deposits, products and all other kinds of bye-products thereof and generally to carry on the business of mining in all its branches.

17. To carry on the business of engineers, iron master and manufactures, processors, fabricators, drawers, rollers and re-rollers of steel and non-ferrous metals, shaftings, bars, flats, squares from scrap, billets and ingots.

IV. The liability of the members is limited.

V. *** The Authorized share capital of the Company is Rs.37,00,00,000/- (Rupees Thirty Seven Crores Only) divided into 3,10,00,000 (Three Crore Ten Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) preference shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolutions of the Company and consolidate or subdivide or reorganize the shares and issue shares of higher or lower denomination.

(*** Authorised capital increased vide resolution passed in the AGM dated 30th September, 2015)

IV. The liability of the members is limited.

V. *** The Authorized share capital of the Company is Rs.37,00,00,000/- (Rupees Thirty Seven Crores Only) divided into 3,10,00,000 (Three Crore Ten Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) preference shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolutions of the Company and consolidate or subdivide or reorganize the shares and issue shares of higher or lower denomination.



We, the following persons, whose names and addresses are subscribed below, are desirous of being formed into Company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of company set opposite our respective names.

Names, addresses, descriptions and occupations of the subscribers	Numbers of Equity shares taken by each subscriber	Name, address, descriptions & occupations of witnesses
1. JAGADISH PRASAD SHARMA S/o, Shri Bajranglal Sharma 22, Maharshi Devendra Road, Calcutta-700 070 Business	100 (One Hundred)	Witness to all the Signatories M.P. KEDIA s/o. Shri Prabhu Dayal Kedia 29,R.N. Mukherjee Road Calcutta - 700 001 Chartered Accountant
2. BHARAT KUMAR GUPTA S/o, Shri Shree Ram Gupta 29,R.N.Mukherjee Road Calcutta-700 001 Service	100 (One Hundred)	
3. RAJ KUMAR GOENKA S/o , Shri Ramautar Goenka 23/1, Maharshi Devendra Road Calcutta-700 070 Service	100 (One Hundred)	
4. SHYAM SUNDAR SHARMA S/o, Late Ram Swaroop Sharma 43, Shri Hari Ram Goenka Street Calcutta-700 070 Service	100 (One Hundred)	
5. BANSHILAL DAGA S/o, Late R.C.Daga 24, Goenka Lane Calcutta- 700 070 Business	100 (One Hundred)	
6. AMIT KANJILAL S/o, Shri Bijoy Bhushan Kanjilal P-54, Brajamoni Debya Road Calcutta- 700 061 Service	100 (One Hundred)	
7. BRAJ BHUSHAN SINGH S/o, Shri Ram Pujan Singh 65, Madhusudan Biswas Lane Howrah-1 Service	100 (One Hundred)	
Total	700 (Seven Hundred)	

Calcutta, the 22nd day of June, 1992

 

We, the following persons, whose names and addresses are subscribed below, are desirous of being formed into Company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of company set opposite our respective names.

Names, addresses, descriptions and occupations of the subscribers	Numbers of Equity shares taken by each subscriber	Name, address, descriptions & occupations of witnesses
1. JAGADISH PRASAD SHARMA S/o, Shri Bajranglal Sharma 22, Maharshi Devendra Road, Calcutta-700 070 Business	100 (One Hundred)	Witness to all the Signatories
2. BHARAT KUMAR GUPTA S/o, Shri Shree Ram Gupta 29,R.N.Mukherjee Road Calcutta-700 001 Service	100 (One Hundred)	
3. RAJ KUMAR GOENKA S/o , Shri Ramautar Goenka 23/1, Maharshi Devendra Road Calcutta-700 070 Service	100 (One Hundred)	
4. SHYAM SUNDAR SHARMA S/o, Late Ram Swaroop Sharma 43, Shri Hari Ram Goenka Street Calcutta-700 070 Service	100 (One Hundred)	M.P. KEDIA s/o. Shri Prabhu Dayal Kedia 29,R.N. Mukherjee Road Calcutta – 700 001 Chartered Accountant
5. BANSHILAL DAGA S/o, Late R.C.Daga 24, Goenka Lane Calcutta- 700 070 Business	100 (One Hundred)	
6. AMIT KANJILAL S/o, Shri Bijoy Bhushan Kanjilal P-54, Brajamoni Debya Road Calcutta- 700 061 Service	100 (One Hundred)	
7. BRAJ BHUSHAN SINGH S/o, Shri Ram Pujan Singh 65, Madhusudan Biswas Lane Howrah-1 Service	100 (One Hundred)	
Total	700 (Seven Hundred)	

Calcutta, the 22nd day of June, 1992

 