

THE COMPANIES ACT, 1956
Company Limited By Shares
MEMORANDUM OF ASSOCIATION
OF
ERP SOFT SYSTEMS LIMITED

- I. The name of the company is " ERP SOFT SYSTEMS LIMITED".
- II. The Registered office of the company will be situated in the state of Tamilnadu.
- III. The objects for which the company is established are :
 - (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE :
 1. To design, develop, implement, improve, acquire, sell, buy, import, export and to carry on the business as manufacturers, traders, dealers, distributors, representatives, importers & exporters, solution providers in Computer software and Hardware and establish development centres, technology parks, kiosks, telecommunication Projects, internet and intranet applications, electronic commerce and communication projects and business , Web server projects, and to establish, acquire or sell development centres and technology/knowhow Companies in India and outside India and carryout projects in all fields of information technology and take over companies having same or similar activities or activities which could be of advantage to the company.
 2. To design, develop, implement, improve, acquire, sell, buy, import, export, and to carry on the business as manufacturers, traders, dealers, distributors, representatives, importers & exporters, or otherwise deal in publishing, processing, multimedia, imaging, studio systems, business network, net commerce, net communication, networks, data and telecommunication systems, office automating systems, manufacturing and service systems and aids, electronic and computer based systems, equipments, tools, aids and services in India and out side India.
 3. To act as consultants, agents, manpower recruiters and trainers, manpower consultants/contactors and exporters, project collabrators maintenance and service providers and contractors in India and outside India.
 4. To carry on the business of manufacturing, assembling, processing, modifying, altering, improving, buying, selling, importing, exporting marketing, exchanging, distributing, dealing, trading in, acting as wholesalers, retailers, agents, stockists, suppliers,

of, market surveying and rendering knowhow for and in relation to system & application software and computers, of every description, liveware/hardware/software aids and tools, computer parts, accessories including printers, U.P.s., Desk Top Publishing machines and assessories.

5. To act as Teachers, Trainers and to establish or run academy, school, college, institute to impart knowledge on and provide training in software, hardware and usage of computers and to act as servicing agents for maintaining various computer machines, to carry out servicing (or) repairing (or) modifying computer & software."

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

1. To borrow or raise money in such manner as the Company shall think it fit and in particular by collection of deposits or by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
2. To acquire and take over the whole or part of the business, property and liabilities of any person(s), firms or corporation carrying on any business which this company is authorised to carry on, or possessed of any property or rights suitable for the purpose of the company.
3. To sell, give or lease or in exchange or on hire or otherwise dispose of any movable or immovable properties, patents, licences, rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
4. To purchase, take on lease or in exchange, or in hire or otherwise acquire any movable or immovable properties, patents, licences, rights or privileges which the company may think necessary or convenient for the purpose of its business and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
5. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as may be determined.

6. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
7. To grant pensions, allowances, gratuities and bonus to employees or ex-employees of the Company or the dependents of such persons and to support or subscribe to charitable or other institutions, clubs, societies or funds, subject to the provisions of the Companies Act, 1956 or any other law.
8. To enter into any partnership or arrangements in the nature of partnership, co-operation or union of interest, with any person or persons, company or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct.
9. To amalgamate with any other Company or Companies having similar objects.
10. To pay all the preliminary expenses of any kind of and incidental to the formation and incorporation of this Company out of the funds of this Company.
11. To cause the Company to be registered or recognised in any foreign country or place.
12. To do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and by or through agents, sub-contractors, trustees or otherwise.
13. To employ experts to investigate and examine into conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights.
14. To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company and to give any guarantee that may be deemed expedient.
15. To invest any monies of the Company not immediately required for the purpose of its business in such investments or securities as may be thought expedient. No banking business will be conducted as per the Banking Regulations Act, 1949.
16. To sell or dispose of the undertaking, properties and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up) debenture(s) stock or securities of any other company whether promoted by this company for the purpose or not, and to improve, manage, develop,

otherwise deal with all or any part of the property and rights of the company.

17. To acquire and undertake all or any of the business, property, plant & liabilities of any person, firm or company, possess property suitable for any of the purposes of this company carrying on any business which this company is authorised to carry on & to pay for any business, property or rights purchased or acquired in cash, shares, or otherwise as deemed expedient.
18. To erect, construct, layout, enlarge, alter and maintain any buildings, roads, sidings, shops, godowns, depots, stores, works, plant and machinery necessary or convenient for the company's business and contribute to or subsidise the re-erection, construction and maintenance of any of the above.
19. To promote and effect incorporation of any company or companies with similar objects and purposes or to join with any person or persons in promotion or incorporation of such company or companies.
20. To pay for any business, properties or rights acquired or agreed to be acquired by this company and generally to satisfy any obligation of this company, by this issue, transfer of shares of this or any other company credited as fully or partly paid-up or of other securities of this or any other company.
21. To remunerate or make donations to any person or persons whether Directors, Officers or Agents of this company or not for services rendered or to be rendered in or about the conduct of the Company's business, subject to the provisions of Section 314 of Companies Act, 1956.
22. To send out to foreign countries directors, employees or any other persons for investigations, possibilities of any business, 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.
23. To let out on hire, apparatus, machines, or any other appliances of the Company.
24. To advance, deposit with or lend money, securities and property to or receive loans or grants or deposits from the Government without doing banking business within the meaning of the Banking Regulation Act, 1949.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds and or contributory provident funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service

or Officers of the Company and wives, widows, families and of any such persons and also establish and subsidise and suscribe to any institutions, associations, clubs. Funds calculated to be for the benefit of or to advance the interest and well-being of the company and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any other company.

26. To procure technical know-how or to act as Technical Consultants for any concern in any part of the world.

27. To do all such other things as may be considered to be incidental or conducive to the above objects.

(C) THE OTHER OBJECTS NOT INCLUDED IN SUB CLAUSES (A) AND (B) ABOVE:

1. To carry on the business of buying, selling, manufacturing, hiring, importing or exporting and dealing in domestic or business appliances, furniture, garments, jewellery, liquor, cement, fertilizers, chemicals, computers, automobiles, handicrafts, electric, electronic items, plant, plastics, minerals, stones, footwear, vehicles implements spares and accessories.

2. To purchase, sell, develop, construct, demolish, take on exchange or on lease, hire or otherwise acquire, whether for investment or sale working the same any real or personal estate including lands, mines, business, building, factories, mills, houses cottages, shops, depots, warehouses, machinery, plant, stock-in-trade, mineral rights concessions, privileges, licences, easement or interest in or with respect to any property whatsoever for the purpose of the company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to sell, let on lease or otherwise, apartments therein and to provide for the convenience commonly provided in flats, suites and residential and business quarters.

3. To carry on the business of hoteliers, travel agents, running of theaters, press, hospitals, business and shopping arcades, art centres, advertising, agency, agriculture and entertainment activities.

4. To carry on the business of importers and exporters and dealers in all kinds of merchandise, raw materials, manufactured goods, materials and produce of every description and to carry on business as commission and forwarding agents, brokers, consultants, surveyors, advertising agents & renderers of services.

5. To hold and trade in properties like land, building, supermarkets, shopping & commercial complex, plant and

debentures, gold and silver and others metallic property, lease-hold rights, free-hold rights and mining rights.

6. Subject to the law in this behalf from time to time to carry on the business of manufacturers, distillers, brewers, processors, traders, importers, exporters, agents, manufacturers, representatives or otherwise deal in brandy, whisky, gin, arrack, toddy, spirit, beer and alcoholic preparations of all kinds.
 7. To carry on business of including financing by way of loans, hire purchases and or lease-financing relating to plant and machinery, equipments, inventories and other assets to and provision of guarantors/security and indemnity for due performance of the obligations Shares, Securities.
 8. To promote and incorporate companies and provide consultancy and prepare project reports.
 9. To carry on Agriculture, Floriculture, Horticulture and Aquaculture.
 10. To act as consultants and advisers in relation to administration, finance, organisation, management, production, purchase, advertising and marketing.
 11. To carry on the business of general carriers, forwarding agents and warehousemen.
 12. To act as share brokers to become Member and dealer, brokers and sub brokers of any stock exchange, Investor Association or Dealer Association.
 13. To buy, sell, deal, trade, invest in shares & securities.
 14. To act as Portfolio Managers, consultants, advisors, co-ordinators, administrators, merchant bankers OTC Dealers, fund finders, bought out dealers, lead managers.
 15. To act as Project consultants, collaborators.
 16. To carry on all or any of the objects set out in paragraphs 1 to 27 of sub-clause (B) above as if the same were incorporated as part of this sub-clause as objects incidental or ancillary to the attainment of all or any of the other objects herein before maintained and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
17. The liability of the members is limited.
18. The share capital of the company is Rs.450,00,000 (Rupees Four hundred and fifty Lakhs) divided into 45,00,000 (Fourty five Lakhs) equity shares of Rs.10/ (Rupees Ten Only) each with the rights, privileges and conditions

the company for the time being. The company has power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital into several classes and to attach there to respectively such preferential 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 be permitted by the companies Act 1956 or provided by the regulations of the company for the time being.

We the several persons whose names and addresses are subscribed below are desirous of being formed into the 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.	Signature, Name, Description Address & occupation of the subscribers	No. of Equity Shares	Sign, Name, Description Address & Occupation of Witness
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1.	Sd/- SIVKUMAR REDDY S/o Shri D.S.Reddy A-21 Anna Nagar Madras 600 102.	5 Five	
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2.	SHARE BROKER Sd/- D.SREELATHA W/o Sivkumar Reddy A-21 Anna Nagar Madras 600 102.	6 Six	Witness to Signatures 1 to 4
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3.	BUSINESS Sd/- D.KOWSALYA W/o D.V.K.Reddy A-21 Anna Nagar Madras 600 102.		Sd/- V.S.KRISHNA MURTHY S/o V.S.Subbarayar 388 P.H.Road MADRAS 600 106 ACCOUNTANT
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4.	Sd/- D.S.REDDY S/o D.C.Reddy A-21 Anna Nagar Madras 600 102. BUSINESS	5 Five	
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C/o 21

Sl. No.	Signature, Name, Description Address & occupation of the subscribers	No. of Equity Shares	Sign, Name, Description Address & Occupation of Witness
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B/f 21

5.	Sd/- K.PARVAITHJ W/o K.Kishore Kumar Reddy A-21 Anna Nagar Madras 600 102	9 Nine	
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BUSINESS

Witness to
Signatures 5 to 7

6.	Sd/- R.KAMALA D/o Y.S.Rajan Plot No.3 Rajarajeswari Nagar Madipakkam Madras 600 091	1 One	
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SERVICE

Sd/-
V.S.KRISHNA MURTHY
S/o V.S.Subbarayar
388 P.H.Road
Madras 600 106

7.	Sd/- B.S.SUKUMAR S/o B.Srinivasan No.76, Kandaswamy Koil Street Madras 600 012	1 One	
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SERVICE

TOTAL

32 (Thirty Two only)

PLACE : MADRAS

DATED : 7/2/994.