

**THE COMPANIES ACT, 1956**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ERUDITION TECHNOLOGIES PRIVATE LIMITED**

I The name of the company is **ERUDITION TECHNOLOGIES PRIVATE LIMITED.**

II The registered office of the company will be situated in the state of Bihar

III The objects for which the company is established are:

(A) The Main objects of the company to be pursued on its incorporation:

1. To carry on or promote , encourage, establish , develop, maintain , organize, undertake, manage, operate, conduct and to run in India or abroad computer training centers, data processing centers, call centers, Kiosks, Computer coaching Classes, Computer consultancy business, Software Consultancy , Computer Training , Software Development and Hardware Training, Web Designing and other allied activities for all sorts of services relating to computer, its maintenance, repairs, programmes & operations, for industrial , commercial, domestic, public utility, defense, government, and other general customers of sections of society and to do all incidental acts and things necessary for the attainment of the foregoing objectives.
2. To carry on in India or elsewhere the business to develop, import, export, buy, sell, distribute, transfer, lease, hire, license, use, dispose-off, operate , fabricate, construct, assemble, record, maintain, repair, recondition, work, alter , convert, improve, procure, install, modify and to act as consultant, agent, broker, franchiser, job worker, representative, advisor or otherwise to do in all kinds of computers, micro processors, software's, equipments, peripherals, modules, auxiliary instruments, tools , plants, machines, works, systems, conveniences, spare parts, accessories, devices, components, fixtures etc. of different capacities, sizes, specifications, applications, descriptions and models used or may be used in the field of space aviations, surface water and air transports, railways, defense, medical engineering, industries, construction, mining, power, traffic, offices, police, communications, trade, commerce, weather, satellite, research, hospitals, hotels, advertisings, education, decoration, automobiles, geographical, recreational , domestic and other allied purposes such as computers, mini computers, micro computers, engineering computers, lap-top computers, computer diary, pocket computers, general purpose and process control computers, information and word processing equipments, copying machines, electronic telephone exchange, typewriters, video games, signals or other similar items, present of future, and to do all incidental acts and things necessary for the attainment of the foregoing objects.
3. To carry on the business of buyers, sellers, importers and exporters and /or dealers of Computer products, electronic items, marketing and development of software and website for marketing of its branded product .
4. To execute and to carry out agreements of clearing & forwarding agency, distribution, sole distribution, agency, sole agency, or other similar agreements and may appoint sub- agent or distributing agents in connection with business of the company.
5. To act as forwarding agents, to insure, underwrite, and deal with goods merchandise or other properties for the purpose of export or import thereof.

(B) Objects incidental or ancillary to the attainment of the objects specified in (A)

1. To acquire, take over and undertake the whole or any part of business as a going along with assets, liabilities, license quotas, rights, entitlements etc. from any person company: to enter into partnership or into any arrangements for sharing profits, union interests, CO-operations joint ventures, concessions or otherwise with any person company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted of or otherwise assist any such person or company and to otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.

2. To apply, approach, purchase, tender, auction, hold protect, prolong, work, use or otherwise to acquire, renew or dispose of in any part of the would any patents, copyrights, trade, secrets, secret processes, information, know-how, formulas, inventions, trade marks, monos, designs, licenses, concessions and the like, conferring any absolute, exclusive, non-exclusive, limited, temporary or permanent right to use or work the same or any secret of other information as to any invention which may seem capable of being used for any to the purpose of the company or the acquisition of which may seem beneficial to the company and to use , exercise , develop or grant license in respect of or otherwise turn to account the property, rights, or information so acquired, and to expand, money in experimenting upon, testing or improving of seeking to improve any such patents, inventions, rights, designs or information aforesaid which the company may acquire of propose to acquire.
3. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation.
4. To enter into, execute and fulfill all contracts, agreements and arrangements necessary of useful for any of all of the objects of the company with any government, semi-government and local authorities in India or elsewhere for the purchase, sale import, export and supply of goods, merchandise, stocks, shares, securities, capital goods, movable articles and things and to provide services and consultancy of all types to them on such terms and conditions as the Board of directors deem fit from time to time.
5. To establish, settle, promote, form, undertake or to execute any public charitable or welfare trust for the benefit of employees, ex- employees, directors, their dependent and general public or for the development and advancement of any activity in the field of education, healthcare, public welfare, science etc. for their benefit.
6. To incorporate, float from, constitute and promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for carrying on any business which this company is authorised to carry on or for any other purpose which may seem directly of indirectly calculated to benefit this company.
7. To purchase, sale, subscribe underwrite, acquire, invest, exchange, take-up, hold or otherwise to deal in the shares, stocks, bonds, debentures, warrants, entitlements premium notes, obligations or securities issued or guaranteed by the companies corporations, mutual funds, government undertakings, government authorities, banks, financial institutions, foreign institutional investors, foreign companies or by any other body or authority in India or abroad either by original, subscription, tender, conversion, offer, renunciation, purchase or otherwise and to subscribe for the same either conditionally and to guarantee the subscription thereof and to exercise, enforce and enjoy all rights and powers conferred or incident to all ownership thereof
8. To tender, make, provide and give advances of such sums of money as may be necessary for purchase of goods, services, raw materials, consumable, stores, plants, machinery's or any other movable or immovable property required for the purpose of the company on such terms and conditions, with or without security as the company may deem fit from time to time provided that the company shall not carry on the business of banking as defined in Banking Regulation Act, 1949, subject to the provisions of companies Act,1956, and Reserve Bank of India directors.
9. Subject to the provisions of the companies Act, 1956, RBI rules SEBI guidelines as the case may be to borrow, raise, secure, invite, promote, undertake and accept the payment of money as deposit, loan or advance with or without interest, secured or unsecured, conditional or non-conditional on in such other manner as the directors may in their absolute discretion deem fit and in particular by the issue of debentures, bonds, debtor stocks, commercial papers or other securities whether convertible or non-convertible, on mortgage, pledge of charge in the whole or any part of the property, assets, revenue and profits of the company including its UN called capital by special assignment or otherwise and to purchase, redeem, pay off or discharge any such securities.
10. To accept, invite, promote, raise, secure, borrow, undertake or otherwise to negotiate loans, underwriting contracts, mortgages, leases, equity participation's, cash credits, letter of credits, granaries, obligations, commitments, overdrafts and other financial facilities from bank, financial institutions, leasing companies, government of semi government bodies, companies, firms, individuals, societies, association, body corporate, and other entities.

11. Subject to the provisions of Companies Act guidelines & rules of SEBI , or such other rules and regulations as are in force to remunerate any person by way of commission, salary, fees, charges or otherwise for services rendered, or to be rendered, in placing or procuring or guaranteeing the placing of any of the shares on private placement basis on the company's share capital or for any debentures or other securities issued by the company from time to time.
12. To adopt such means for making known the business and/or products of this company or any company in which the company is interested as its principal agents, representatives or in any other way by advertisement and publicity in press, periodicals, magazines, through corner slides and films by issue of circulars, posters, calendars, show cards, playing cards, gifts, complementary, hoarding, by radio programmes and T.V programmes. By exhibitions, sponsorship of games, sports activities, cultural or other programmes; by publication of books & periodicals; by granting prizes, rewards and donations or in any interest; by granting prizes, rewards and donations or in any other manner as the board of directors may think fit.
13. To apply for, promote, obtain, represent and get implemented from government, state government, foreign government or other similar authorities any order, regulation, enactment, authorisation, charters, rights, immunities, privileges, guarantees, counter guarantees, indemnities, grants, gifts, concessions, licenses, and decrees for enabling the company to carry on its business or any of its objects into effect or for extending its powers of the company for effect in any modification of the constitution which is directly or indirectly beneficial to for the other purposes that may seem expedient and to defend and oppose any proceedings , acts, rules and regulation which may seem directly or indirectly prejudicial to the interest of the company and for this purpose to take help of any expert, lawyer, advocate, solicitor , trade associations, chamber of commerce etc. and to incur necessary expenses.
14. To pay for any property, rights, services or benefits acquired by the company either in cash or by the allotment of fully or partly paid up shares of the company with or without preferential rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue of partly in one mode and partly in another on such terms and condition as the company may determine from time to time.
15. To create any type of mortgage or charge on whole or any part of the undertaking, properties stocks, investment, rights, titles etc., of the company both present or future and on any un-called share capital of the company, and to create, issue, make and give debentures, debenture stocks, bonds or other securities and obligations perpetual or otherwise, with or without any mortgage or charge on all or any part of the items aforesaid.
16. To pay, reimburse or give credit for all cost, charges and expenses out of the funds of the company which are incidental to the promotion, formation, registration and establishment of the company as are incurred by the promoters in its preliminary or pre-incorporation stage and alternatively to issue shares against such expenses as may be decided by the Board of Directors from time to time.
17. To insure the company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may effect to it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, articles, guarantees and obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurance from time to time.
18. To make donations, charities, and contributions to individuals, firms, companies, trusts, institutions, welfare funds, national relief funds, hospitals, recognised political parties etc. either in cash or in kind such sums as may be allowed by law and in particular to remunerate any person, company, firm, body, association, or corporation introducing business to this company and also to subscribe and contribute to religious, political, benevolent, national, public, cultural, educational or other institutions, funds or trusts established for the benefit of the employees, ex-employees ( including directors) business associated or to their dependent and relatives or for general public.
19. To refer, or agree to arbitration the matter related to any claim, demand, dispute, or for any other question raised by or against the company, or in which the company is directly or indirectly interested or concerned, and to do all acts, deeds, matters and things to carry out and enforce the award. The auditor of the company would be the sole arbitrator and award given by arbitrator would be final and binding for all parties no legal proceedings can be lodged against such award.

20. To secure, promote, organise, manage or enter into collaboration agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or abroad to acquire technical know how, buy back arrangement, procurement of capital goods, financial assistance, training and development or for any other purpose what so ever and subject to law in force pay such commission, fees, royalty or other charges as may be agreed from time to time.
21. To let out on rent, on hire, lease, license of otherwise dispose of any property, rights, way works, privileges, titles, license hereditament, plants, machinery, trade mark, etc., of the company absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis in India or elsewhere and to receive rent, charges, royalties, fees, discounted value, lump sum, deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the Company from time to time.
22. To issue fully paid up bonus shares to members and shareholders of the company by way of capitalisation out of the balancing standing to the credit of share premium account, general reserve, revaluation reserve or such other reserve subject to such consents and approvals as may be necessary as per laws, rules and regulation prevailing in the country from time to time
23. To apply for, approach & obtain status of export house, star rating house etc. to act as such and for the purpose to act as buyer, seller, Importer, exporter, broker, representative, market man, distributor, stockiest or otherwise to deal in all sorts of goods, articles, items commodities, merchandise, chattels & products whether manufactured or processed by the company or otherwise.
24. The objects incidental or ancillary to the attainment of the main objects of the company as previously mentioned shall also be incidental or ancillary to the attainment of the other objects if of the company herein mentioned.

**C. Other objects not included in sub-clauses (A) and (B) above:**

1. To carry on in India or abroad the business of advertising & publicity agents and contractors and for this purpose to purchase, sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide, and promote, publicity or advertising time space or opportunity on any radio, station, broadcasting centre, television centre, video cassettes, audio cassettes, hoarding, neon sign, electronic display board, cinema, cable network, newspapers, magazines souvenirs and all other present and future media or display devices and to do all incidental acts and things necessary for the attainment of objects under these presents.
2. To carry on the business to manufacture, maintain, install prepare, produce, fabricate, alter paint, convert, finish, buy, sale, import and export all kinds of advertising and publicity materials such as slides, cassettes, pamphlets, calendars, posters, hoarding, cut-outs etc. and to act as agent, broker, vendor, owner, franchiser, organizer, promoter, sponsor, or manager of advertising and publicity business and to do all incidental acts and things necessary under these presents.
3. To carry on in India or abroad the business to manufacture, repair, produce, maintain, fabricate, assemble, buy, sell, import, export develop, design, recondition, remodel, renovate, turn to account, hire, let on hire, lease, charter, tender, provide or otherwise to deal in all varieties, descriptions, specification, capacities, strength & applications of air crafts used for transportation of goods, passengers, animals or for defence, security, rescue operations, including aeroplanes, supersonics, airbus, helicopters, hover crafts, training planes, bombers and their components, parts, accessories, fittings, equipment , instrument, tools, systems, devices, consumable, and other allied products thereof.
4. To carry on in India or abroad the business as travel agents, flight couriers, freight & passenger ticket booking agents, aircraft players, and to undertake any contract or assignment from government, semi-government, or other authorities to operate any air taxi route in world and to buy, sell, import, export, store or otherwise to deal in all goods, articles and things connected to the foregoing activities and to do all such incidental acts and things necessary for the attainment of foregoing objects.
5. To carry on the business in India or elsewhere to manufacture, fabricate, assemble, alter convert, extrude, design, develop, research, export, import, handle, job, work, modify, machine, prepare, produce, finish, anodise, purchase, sell resale, project mould, remold, melt and to act as stockists, distributor, agent, broker, representative, consultant, advisor, supplier, contractor, subcontractor, or otherwise to deal in all shapes, sizes, gauge, thickness, dimensions and varieties of hexagons, tubes,

packing, materials, springs, plates, circles, coils, powder their parts, accessories, equipment, plants, machinery's, tools, tackles, components, raw materials, stores, consumable and other ingredients thereof used in industrial, commercial, domestic, business, public utilities, transport, aviation, shipping, building, power, railway, agriculture and other areas and to do all such incidental acts and things necessary for the attainment of foregoing objects.

6. To buy sell, import, export, consign, store, clean, recondition and develop or otherwise deal in all types of intermediates, chemicals, instruments, equipment, apparatus, accessories, filling, goods, articles, or things which are required for the attainment of the above objects,
7. To initiate, promote Educational Infrastructure development Programmes, Socio-scientific research, collaboration and Awards programme, Archaeological and Archives, cultural development, Tourism and Tourism engineering, Alternative health research and development programmes, Alternative energy generation, transmission and conservation programmes, Alternative appropriate technologies research and development programme, Genetic research and resources development programmes, Statistical information research and development, Advanced technologies R & D programme for Agriculture, Veterinary, Diagnosis, and Agricultural Engineering Technologies,
8. To carry on in India or elsewhere the business to establish, form, promote, manage, organise, handle, sponsor, operate, supervise, or to float an asset management company to manage all sorts of assets of mutual funds through a duly constituted trust under the Indian Trust Act in all its branches whether open ended, close ended, or other scheme as may be approved by securities and exchange board of India or other authorities from time to time under prevailing laws, rules and guidelines, and to charge such management and advisory fees and incidental expenses from mutual funds floated by it and to do all such acts and things necessary for the attainment of foregoing objects.
9. To carry on in India or abroad programme of Small & Rural Technologies Promotion and Development, Food and nutrition Disaster Management, Human rights, Customer education & protection, Computer and Information Technologies Research and Management, Added - Value Programmes.
10. To carry on in India or abroad project of Development, Employment creation and opportunities Development, Leadership development, legal aid & Protection, Antipoverty, Refugees, Public Health, Micro Enterprises Development, Techno-Entrepreneurship development, Slum community development, Social Welfare, Street Children, Labour Children, Prisoner's education.
11. To conduct in India or abroad Vocational Education Guidance, Training and Skill Development Programmes, Conversion of traditional Indian languages in multinational languages and according Software Development, Water Shed & wasteland /other unutilised resources Management, Communication, Electronic and printing technologies development and utilities, Vocational education, research training and development programmes.
12. To carry on in India or elsewhere the business to promote, establish, organise, conduct, undertake, manage in India or abroad the business of auctioneers, surveyors, loss assessors and appraisers of all kinds of movable of immovable assets, goods merchandise, chattels and to do all necessary of all kinds of movable of immovable of above objects.
13. To promote, encourage, establish, provide, maintain, conduct, operate, organise, subsidies, and run health clubs, beauty parlours, yoga centres, massage centres, swimming pools, gymnasiums and to run the business as beauticians, manicurists, hairdressers, hair dyers, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstration, education and training programmes for betterment of body and beauty care and to do all incidental acts and things necessary for the attainment of foregoing objects.
14. To carry on in India or elsewhere the business of builders, contracts, designer, architects, decorators, furniture, consultants, constructors, financier, & brokers of all types of buildings and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, hopping cum residential complexes and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, , commercialise, turn to account , fabricate, handle, and control all such buildings and structures an to purchase , sale or deal in all types of movable or immovable properties for distributor, stockists, or otherwise to deal in all types of raw material , goods, fitting, parts, accessories, know how, consumable, plants and machinery's, tools

and tackles used for the foregoing purpose and to do all incidental acts and things necessary for the attainment of the objects.

15. To carry on in India or elsewhere as body builders of all means of transports, including, buses coaches, trucks, minimises, ambulances, special purpose vans, tankers, cars utility vans, trawlers and to produce, manufacture, maintain, repair, install, build, construct, fabricate, equip, assemble, alter, remove, job work, convert, finish, buy, sell, import, export, recondition, turn to account, acquire, undertake and act as agent broker, collaborator, consultant, contractor, subcontractor, metal workers, welders, machinists, wood workers, enamelled, hirer, wholesaler, retailer, or otherwise to deal in all such fixture, ,fittings, accessories, consumable, tools, jugs, dies, equipment, instruments, components , parts, goods, articles and things which are necessary for the foregoing purpose and to do all incidental acts and things necessary for the attainment of the above objects.

IV. The liability of the members is limited.

V The authorised share capital of the company is Rs.2,00,000/- (Rupee Two Lakh Only) divided in to 2,000 (Two thousand) equity shares of Rs. 100/- (Rupee hundred ) each with power to increase the share capital as per provisions of the companies Act, 1956.

We the several persons , whose names and addresses are subscribed , are desirous of being formed into a company in pursuance of theses 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 :-

Names , Addresses, Descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscribers	Names , Addresses, Descriptions and occupations of Witnesses
Ravi Bhushan S/o-Surya Bamsi Prasad Singh. Address- Vill+Post Gorakhari, Dist Patna, (Bihar) Pin- 801104 Software related work, Computer (stn and h/w training and education), It enabled services.	825 (Eight Hundred Twenty five)	Ravi Bhushan.	
Surya Bamsi Prasad Singh. Sp. Late Ram Swaroop Singh. At & Po- Gorakhari Dist- Patna Pin- 801104 Retired Govt. Service	675 (Six hundred seventy five)	Surya Bamsi Prasad Singh	Sanjeev Kumar Sinha Advocate. (Sanjeev Kumar Sinha) 670 Lilla, Bakeshwar Rd. Sinha 325 A, Adison Arcade Fraser Road, Patna - 1 (Bihar)

Place:- Patna 1500 (Fifteen  
hundred)  
Date:- 30.07.11