

UNDER THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHAFIES
MEMORANDUM OF ASSOCIATION
OF
UNIPRO TECHNOLOGIES LIMITED

- I. The name of the company is UNIPRO TECHNOLOGIES LIMITED
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.
- III. The objects for which the company is established are:
 - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 - 1. To manufacture, develop, import, export, design, improve, maintain, buy sell exchange and other wise deal in Computer Software, Hardware, Medical Transcription, Information Technology enabled services, data processing, Image processing, Systems management, Network Management and other Computer related services,

2. To establish and run data processing and computer training centres and to offer Consultancy and data processing and others services that are normally offered by data processing and computer training centres to individuals, business organisations and other types of customers.
3. To carry on and to enter Into an arrangement involving supply of computer technology, information, manpower, Merchandise, knowledge and experience and as such undertake for and on behalf of the client to setup any project in or outside India.

(B) THE OBJECT INCIDENTAE OR ANCII~EARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:

1. To carry on at any place in India or elsewhere the business of Manufacturers, Tradesmen, Dealers, Agents, Exporters and Importers in all types of Plant, Machinery, Equipment and other Appliances used in or required in connection with the business of the company.
2. To carry on at any place in India or elsewhere Research and Development in the field of Machineries and equipments connected with Industrial and other gases or in any field relevant to the country's economy as viewed from time to time for the benefit of the company's business.
3. To exercise, develop, grant licences in respect of, sell, let or otherwise turn to account any inventions, processes, letter patent, brevetsd, invention licences, concessions rights or privileges belonging to the company or which it may acquire and interest in the same, to apply for, take out and register any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect of the same in any part of the world; and to manufacture, produce, trade and deal in all machinery, articles, plant, appliances and things capable of being manufactured, produced or traded in by virtue of or inconnection with any such inventions patents, brevetsd invention licence, concession rights or privileges as aforesaid.
4. To purchase or otherwise acquire any interest, invention, process, letter patent, brevtsd, invention, licence, concession, right and privileges subject to royalty or otherwise and whether exclusive, non-exclusive or limited, whether in India or in any other part of the world.

5. To erect and construct, purchase or take on lease, mills, factories, machinery, buildings and works or any plant that may be useful to the company for its business.
6. To construct, maintain, alter and improve any tank, well, reservoir, watercourse, railway ropeway, wharf, jetty, pier, dock, canal and other buildings and works necessary for the business of the company and to contribute to expenses of constructing, and maintaining of such works.
7. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's, property, right or interest.
8. To acquire, and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this company is authorised to carry on or any business or transaction capable of directly or indirectly to benefit this Company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or for property acquired, any cash shares debentures or securities that may be agreed upon and to hold, retain or sell, mortgage and deal with any cash, shares, debentures or securities so received.
9. To acquire from any person, firm or body corporate whether in India or else where technical information, know-how, process, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the designs, erection and operations of plant required for any of the business of the company and to acquire and grant licence and other rights and benefits in the foregoing matters and things, and offer cash or any other assets as may be thought fit.
10. To acquire by purchase, lease, exchange or otherwise lands, buildings and here diataments of any tenure description and any estate or interest therein and any rights over or connected with land and to retain the same for the purpose of the Company's business or turn the same to accounts as may seem expedient.
11. To acquire by lease, grants or otherwise any concession of any lands,

right or privileges from any government or other authority, or person or company or otherwise for raising and working petroleum, oil and any other liquid or solid hydrocarbons, coal or minerals in India or elsewhere and to perform and fulfil the conditions thereof for the business of the company.

12. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
13. To lend money either with or without security to such persons and upon such terms and conditions as the company may think fit in connection with its business provided that the company shall not carry on the business of 'Banking' as defined in the Banking Regulations Act. 1949.
14. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees of the company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowance and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
15. To acquire and under take all or any of the business, property and liabilities of any persons or company carrying on business similar to that of this company or which this company is authorised to carry on or possessed of property suitable for the purpose of the company.
16. To enter into any agreements or 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 carry out, exercise and comply with any such arrangements, rights privileges and concessions.
17. To enter into partnership or into any arrangement for sharing profits or into any union of interests, joint venture, reciprocal, concession or cooperation with any person or persons, or company or companies carrying on or engaged in or about to carry on or being authorised to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this company.

18. Generally to purchase, take on lease or In exchange, hire or otherwise acquire any immovable property and rights or privileges which the company may think necessary or convenient with reference to any of the objects and capable of profitably dealt with in connection with any of the company's property or rights for the time being.
19. To sell or dispose of undertaking of the company or any part thereof, for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the company.
20. To Invest and deal with moneys of the company not Immediately required upon such securities and In such manner as may from time be determined.
21. To borrow or raise or secure the payment of moneys in such manner as the company shall think fit and, in particular by the issue of debentures or debenture stock, perpetual or otherwise charges 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.
22. To take or otherwise acquire and hold shares In any other company having objects altogether or In part similar to those of this company or carrying on any business capable of being conducted so as to directly or indirectly benefit this company or to amalgamate with any such other company.
23. Subject to the Banking Regulation Act. 1949, to draw, make accept discount, assign, execute and issue bills of exchange, promissory notes, cheques, bills of lading, hundies, warrants and other negotiable or transferable instruments or securities.
24. To pay all or any costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the company.
25. To remunerate any person or company for services rendered or to be rendered In the acquisition of property by the company or the conduct of Its business.
26. To apply for, promote and obtain any act of parliament, provisional order licence of the Board of Trade, support of any Chamber of Commerce

and industry for effecting any modifications of the company's constitution or for any other purpose which may seem expedient and oppose any proceedings or applications which may directly or indirectly prejudice the company's interests.

27. Subject to the provisions of the companies Act, 1956 to indemnify officers, directors, employees of the Company or persons concerned with the company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company or any damage or misfortune which may happen in the execution of duties of their office, and or in relation thereto.
28. To open and operate any current, overdraft, loan, cash-credit deposit or such other account or accounts with any Bank, Shroff, Company or person and to pay into or to withdraw money from such accounts or account.
29. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property or assets of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the Interest of the company.
30. To train or pay for the training in India or abroad of any of the company's employees or any candidate in the interest of or for furtherance of the company's objects.
31. To provide residential and /or sleeping accommodation for workmen and others and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and for the purchase, sale and consumption of provisions and for the safe custody of their goods.
32. To refer or agree to refer any claim, demand, dispute or any other question, by or against the company or in which the company is interested or concerned and whether between the company and the member or members or his or their representatives or between the company and third parties to arbitration in India or any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
33. To distribute all or any of the property of the company amongst the

members in specie or kind in the event of winding up of the company.

34. To do all or any of the above things, in any part of the world either as principals agents, contractors, trustees or otherwise and by or through agents, sub contractors, trustees or otherwise either alone or in conjunction with other and to do all such things as are incidental or conducive to the attainment of the above objects.

C). THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

1. To carry on the business of civil, mechanical, electrical, and consulting engineers, agriculture engineers, aeronautical engineers, aviation engineers, construction engineers and engineers in all branches of work whatsoever known to engineering erectors, machinists, manufacturers of agricultural implements and any other kind of machinery which is used for the purpose of agriculture or for any other purpose whatsoever and / of any part thereof or accessories thereof: founders, manufacturers of welding appliances and all parts thereof or accessories thereto, boiler makers millwrights, wire drawers, tube makers Iron and steel converters, smiths, wheelwrights, woodworkers metallurgists, galvanizers, japanners, annealers, enamellers, electroplaters, silver platers, nickel platers, varnishers, vulcanizers, water supply and hydraulic engineers, marine engineers, motor engineers, painters and packing case makers; manufacturers of all other Instruments used In or In connection with any of the above business and of motors machinery and mechanical and scientific appliances apparatus and devices of every description whatsoever, rolling stock, timbergoods Iron, steel and other metal Implements, tools, utensils, and conveniences of every kind.
2. To carry on all or any of the business of manufacturers and sellers of and dealers in cement of all kinds, concrete, asbestos gypsum, coal, lime, plasters, whiting, clay, bauxite, soapstone, paints fixing materials, gravel sand bricks, tiles, pipes, pottery earthen ware, artificial stone and builders and dyers requisites of all kinds and to carry on the business of builders, contractors and colonisers or Land developers.
3. To purchase or otherwise acquire, manufacture, refine, treat, reduce, blend, purify and pump store, hold, transport, use, experiment with market, distribute, exchange, supply, sell and otherwise dispose of import, export and trade and generally deal in all kinds of petroleum, petroleum products and oils and the products or the by-products which

may be derived, produced prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances.

4. To carry on the business of general carriages, forwarding agents, establish and maintain transport services and so on and make transport facilities available to the public and for merchandise of every description whatsoever.
 5. To carry on the business of agriculturists planters, cultivators, farmers and to plant to cultivate and to deal in all kinds of goods, food stuffs, oils, seeds, vegetables, fruits, grass, timber bamboo, straw, cotton jute, rubber, sugarcane, tea, coffee, coco-nuts, cashew, tobacco, flowers and other commercial crops and to sell, purchase and deal in same as principals or agents and to deal in dairy, farm and garden produce of all kinds and in particular in milk and milk products, poultry and eggs, fruits, and vegetables, ham and pork and run production units using any of the items aforesaid and in particular to take over any khandsari or sugar mill or to run such mill.
 6. To establish maintain and operate educational, charitable and others trusts.
- IV. The liability of the members is limited.
- V. The Authorised share capital of the company is Rs. 70,00,000 (Rupees seven hundred lakhs only) divided into 70,00,000 equity shares of Rs. 10/- (Rupees Ten only) each with power to increase, modify and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential deferred, qualified or special rights, privileges or conditions as may be determined under the provisions of the Companies Act. 1956.

We, the several persons, whose names descriptions and address are subscribed, below and 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 our respective names.

Sl. No.	Names, Address, Descriptions and Occupation of Subscribers	No. of Equity Shares taken by each subscriber	Name, Address and Description of Witnesses
1.	CHANDRAREDDYDHANDU S/o. D. Narayana Reddy 1-6-249/10-C, Friends Colony, Ram Nagar, Hyderabad - 500 048. Business	10 (Ten Only)	T. VIJAY KUMAR Chartered Accountant S/o. T. Bali Reddy A.S.I. Floor, Abids Shopping Complex, Hyderabad - 500 001.
2.	D.SUKRUTHAREDDY W/o. D. Chandra Reddy 1-6-249/10-C, Friends Colony, Ram Nagar, Hyderabad - 500 048. Business	10 (Ten Only)	
Total Number of Equity		(20 Twenty Only)	

Place:HYDERABAD.

Date : 27 June 1985