

**MEMORANDUM  
OF  
ASSOCIATION  
OF  
NOVAVENTE LIMITED  
(A COMPANY LIMITED BY SHARES)  
(A COMPANY INCORPORATED UNDER THE COMPANIES ACT 1956)  
(Adopted as per the Companies Act, 2013)**

1. **\*\*The Name of the Company is \*NOVAVENTE LIMITED.**
2. The Registered Office of the Company will be situated in the state of Maharashtra, under the jurisdiction of Registrar of Companies, Mumbai.
3. (a) The objects to be pursued by the company on its incorporation are:
  1. To carry on all or any of the businesses of information technology, business process outsourcing, provide information technology enabled services, product/software development and other related services and solutions in information technology related business and other facilities including training in information technology, and other areas using technology

**\*\*New Memorandum of Association adopted as per Companies Act 2013, vide resolution passed in Extra Ordinary General Meeting of members of the company held on 16<sup>th</sup> July' 2024 subsequent to conversion of Private Limited Company to Public limited company i.e.: "NOVAVENTE PRIVATE LIMITED" to "NOVAVENTE LIMITED".**



**THE COMPANIES ACT 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**\* NOVAVENTE LIMITED**

- I. The name of the Company is\* **NOVAVENTE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Mumbai Maharashtra.
- III. The objects for which the Company is established are:
- A. **MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
1. To carry on all or any of the businesses of information technology, business process outsourcing, provide information technology enabled services, product/software development and other related services and solutions in information technology related business and other facilities including training in information technology, and other areas using technology
- B. **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**
1. To buy or sell, install, integrate and maintain any technology equipment, (hardware, software) used for data communication, voice communication or computing or any other software applications required for business.
2. To setup and operate a Remote Operations Center for providing IT enabled Services to all enterprise, corporate or multinational customers.
3. To carry on and do the business of hire purchase and leasing of technology equipment, hardware, software, applications or all, for all domestic and international customers.
4. To enter into agreement for custom software solutions development for any business requirements of the customers,

\*Company Converted from Private Limited to Public limited vide Special Resolution passed in Extra Ordinary General Meeting of the Company held on 11/07/2024.



setting up software development center or jointly with some other software solutions or Development Company in India or abroad

5. To effect all such insurances in relation to the carrying on of the company's business and any risks incidental thereto as may seem expedient and if thought fit, to joint or become a member of any mutual insurance company or to carry apart or the whole of such insurance risk in connection with the company's business.

6. To purchase or otherwise acquire and undertake the whole 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, and to purchase acquire apply for hold, sell, and deal in shares, stocks, debentures or debenture stock of any such person, firm or company , and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any person, firm or company.

7. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and of assets, property or rights in which the Company will be interested for its business.

8. To guarantee or become liable for the payment of money or for the performance of any obligations and to transact business connected or ancillary to the main objects.

9. To draw, make, endorse, execute, issue, discount, buy, sell and deal in bills of exchange, promissory notes, hundies, bills of lading, warrants, coupons, import entitlements and other negotiable or transferable securities or documents in course of Company's business.

10. To sell or dispose of the undertaking 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, debentures, debenture-stock or securities of any other Company whether promoted by the Company for the purpose or not and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

11. To acquire from any person, firm or body corporate whether in India or elsewhere, information, know-how, copyright, trademark, patent, or operating data plans, lay outs, and blue prints useful for the business of the Company and to acquire any grant or license

\*Company Converted from Private Limited to Public limited vide Special Resolution passed in Extra Ordinary General Meeting of the Company held on 11/07/2024.





and other rights and benefits in the foregoing matters and things, cases and other cash or any other assets as may be thought fit.

12. To provide for the welfare of employees or ex-employees of the Company and the wives, widows, families or dependants of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions allowances, gratuities, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other funds, institutions and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.

13. To provide solutions, to advise, provide consultancy services, develop and implement products on all matters relating to computer technology, software and hardware, systems, mobile technologies, e-commerce and e-business technologies, apps services, service deliveries using app, management of data processing and information systems and data communication systems and to design, develop, implement, import, export, procure, purchase or otherwise acquire, sell or otherwise transfer, market, distribute, exchange, provide, use, train, dispose of, operate, charter, hire, lease, install, repair, service, maintain, alter, remodel, improve, provide, license, recondition, work upon or otherwise deal in, any and all kind of, Information Technology products and services, including, but not limited to, information technology consultancy, business advisory services, business process or any other outsourcing, information / data processing, call center services, back office operations, content development or animation, engineering and design, geographic information system services, desktop system management, business recovery services, project management, application software services, network or communication related services, internet or web related services including e-commerce, gaming and digital entertainment services, online education, telephony and business productivity, site services, information kiosk services, logistics and delivery services, business suites, Shared-application-services(SAS) business model, retail, online retail, e-business suites, cloud technology suites and solutions, gaming technologies, apps aggregations, application based service aggregations, services to e-commerce service providers, information and business intelligence management and related services, human resource services including recruitment, selection and training of personnel for jobs, contracts, assignments related to or connected therewith, ecommerce, logistics, retail, cloud systems and services, ERP systems, in-memory systems and related application services, legal databases, medical transcription, payroll, remote maintenance including online, technical and managerial support, revenue accounting and related activities, IPO related consulting and services, franchise model business, franchise consulting, franchise networking, whether In India or anywhere in the world.

14. To enter into any agreement with any Government or authorities, Municipal, Local or otherwise that may seem conducive

\*Company Converted from Private Limited to Public limited vide Special Resolution passed in Extra Ordinary General Meeting of the Company held on 11/07/2024.



to the Company's activities or any of them and to obtain from any such government or authority privileges and concessions which the company may think fit desirable or expedient to obtain any to carry out exercise and comply with any such arrangements, rights privileges and concessions.

15. To invest and deal with the moneys of the Company not immediately required in shares, stock, bonds, debentures, obligations or other securities of any company or association or in Government securities or in deposit with Banks or in any other investments or commodities or in any other manner as may from time to time be determined.

16. To provide consultancy, manpower requirement and operational and maintenance services for the attainment of the main objects.

17. From time to time subscribe, contribute or otherwise to assist or guarantee money for any national, charitable benevolent or public, objects or public character or to social, cultural or economic organizations, or for any social purposes the support of which will in the opinion of the Company, tend to increase its repute or popularity among its employees, its customers or the public.

18. To insure any of the properties, undertaking, guarantee or obligations of the Company of every nature and kind in manner whatsoever.

19. To establish and maintain locally registered agencies and branches, places of business and procure the Company to be registered, or recognized and carry on business in any part of the world.

20. To adopt such means of making known the business of the Company as may seem expedient or convenient and in particular by advertising in the press by circular, by publication of books and periodicals, online marketing, email marketing, use of social media platform or any other mode.

21. To refer and or to agree to refer any claim, demand, dispute by or against the Company is interested or concerned and whether between the Company and the members of his or their representative or between the Company and third parties, to arbitration in India or at 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.

22. To setup and operate a Technology helpdesk for handling technology

\*Company Converted from Private Limited to Public limited vide Special Resolution passed in Extra Ordinary General Meeting of the Company held on 11/07/2024.



complaints from all the customers to provide complaint logging, complaint management, complaint escalation and service level reporting services for domestic and international customers.

23. To acquire by purchase or otherwise the Intellectual Property Rights of any new technology solution required for optimizing the existing technology solutions or for solving any particular business requirement.

24. To enter into agreement for partnership, on operational and marketing level, with any established technology solutions providers for sale, installation, integration, development and maintenance of the technology solutions provided by that company.

25. To enter into agreement for marketing, on exclusive or non-exclusive basis, with any established technology solutions providers for sale, installation, integration, development and maintenance of the technology solutions provided by that company in India or abroad.

26. To purchase, take on lease, mortgage or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the company and in particular any land, building, easements, machinery, plant, vehicles and stock in-trade.

27. To apply for, purchase or otherwise acquire any patents, brevetsd' invention, licenses, concessions, and the like, conferring any exclusive or nonexclusive or limited right to use or preparation which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit 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.

28. To provide for the welfare of Directors or persons in the employment of the Company or formerly engaged in any business acquired, by the Company and the wives, widows, and families or dependents of such persons by grants of moneys, pensions or other payments and by establishing and supporting or siding in the establishment and support of associations, institutions, funds, trusts, conveniences and providing or subscribing towards places of any recreation and hospitals, dispensaries, medical and other attendance and other assistance, as the Company shall think fit and to for subscribe to or, otherwise aid benevolent, religious,

\*Company Converted from Private Limited to Public limited vide Special Resolution passed in Extra Ordinary General Meeting of the Company held on 11/07/2024.





scientific, national, social public or other institutions or moral or other claims to support or aid by the Company by reason of the locality of its operation or otherwise.

29. To purchase, charter, hire or otherwise acquire, steam and other ships or vessels, aircrafts, vehicles on land with all equipment and fittings and to employ the same for providing services of all types.

30. To create any description, fund, reserve fund, sinking fund, insurance fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures of redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.

31. To establish representative office in any country outside India, subject to compliance of laws prevailing time to time in the respective countries, in association with individuals/association or inside or outside India and to act as representative in India of medical institution/association in India or outside India.

32. To remunerate or make donations (by cash or in kind or by the allotment of fully or partly paid up shares or by calls or option on shares, debentures, debenture stock securities of this Company or any other company or in any other manner) whether out of Company's capital, profits or otherwise to person or persons for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper but not to political part or for political purpose.

33. To refer to arbitration any disputes, present or future between the Company or any other company, firm, association of persons, individuals or body of individuals or any other person by an arbitrator in India and/or abroad and either in accordance with the laws time being in force in India or laws of any other country or the international agreements for enforcement of arbitral awards.

34. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.

35. To distribute amongst the members of the Company in specie or kind any property of the Company any proceeds of sale or

\*Company Converted from Private Limited to Public limited vide Special Resolution passed in Extra Ordinary General Meeting of the Company held on 11/07/2024.



disposal of any property of the Company in the event of winding up of the Company.

36. To undertake and execute any trusts, the undertaking of which may seem to the Company beneficial either gratuitously or otherwise in connection with the objects of the Company.

37. To act as trustees of trusts established either by the Company itself or by any other person, which trust seeks to achieve objects similar to any of the objects of the Company.





- IV. The liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. a) The Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each.

\*Company Converted from Private Limited to Public limited vide Special Resolution passed in Extra Ordinary General Meeting of the Company held on 11/07/2024.





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

Name, Address, Description & occupation of the subscriber	Number of Shares Subscribed	Signature of the subscriber	Signature, name address, Description of the witness
<p>1. RONAK RAJAN  S/O, SOOLAMANQALAM  SOUNDARAJAN  THYAGARAJAN  ADD: 502, SRI SIDDHI-  -VINAYAK CHS, OPP HOMI  BHABA SCIENCE CENTER,  S-T-ROAD, MANKHURD  NAKA, MUMBAI-400088,  OCC: BUSINESS</p>	<p>5000  (5000  (FIVE  THOUSAND  ONLY)</p>	 	<p>I witness to Mr Ronak Rajan, who has signed in my presence at Navi Mumbai on 23<sup>rd</sup>/03/2016  Further I have verified his identification particulars as filed in  Parag Pratap  CA Parag Pratap  S/o Ramnik Pratap  I witness Mr Samrat Parashni who has subscribed and signed in my presence at Navi Mumbai on 23<sup>rd</sup>/03/2016. I have further verified his identification particulars as filed in.  Parag Pratap  CA Parag Pratap  S/o Ramnik Pratap</p>
<p>2. SAMRAT DILIP PARASHNI  S/O. DILIP BALAKRISHNA PARASHNI  ADD -  101 ROYALE -  ASTAR RESIDENCY  VACANT VIEWAR  THANE(W) 400607  OCC: BUSINESS</p>	<p>5000  (FIVE  THOUSAND  ONLY)</p>	 	<p>I witness to Mr Samrat Parashni who has signed in my presence at Navi Mumbai on 23<sup>rd</sup>/03/2016. I have further verified his identification particulars as filed in.  Parag Pratap  CA Parag Pratap  S/o Ramnik Pratap</p>
Total:	10,000		CA Parag Pratap S/o Ramnik Pratap

(TEN THOUSAND ONLY)

Place: NAVI MUMBAI,  
Date: 23/03/2016,

