



( THE COMPANIES ACT, 1956 )

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**LEE & NEE SOFTWARES (EXPORTS) LIMITED**



21-45587

नाम में कम्पनी के परिणामस्वरूप निम्न के लिये नया प्रमाण-पत्र  
**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
 ON CHANGE OF NAME**

कम्पनी के रजिस्ट्रार के कार्यालय में

[ कम्पनी अधिनियम, 1956 ( 1956 का ) के अधीन ]

in the Office of the Registrar of Companies...

[ Under the Companies Act, 1956 ( 1 of 1956 ) ]

IN THE MATTER OF... *Lee & Nee Softwares Private Ltd.*  
*1, Balaram De Street, Calcutta-6*

मैं एतद्द्वारा प्रमाणित करता हूँ कि ... परिसीमित जिसका निवयन मूलतः 19 ... के ... के  
 ... दिन हुआ ... अधिनियम के अधीन और ... परिसीमित  
 नाम द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22(1) (ख) के निर्देशनों के अनुसार आवश्यक  
 संकल्प पारित कर चुकी है और इसकी बायत केन्द्रीय सरकार की लिखित अनुमतिकम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that *Lee & Nee Softwares Private Limited*, which was originally incorporated on *18th*  
 day of *November* 19*88* ... under the *Companies Act, 1956* and under the name *Lee & Nee Software*  
*Private* Limited having duly passed the necessary resolution in terms of section 21/22(1)(a)/  
 22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing  
 having been accorded thereto in the Department of Company Affairs.

अंशोय निर्देशक के तारीख ... 19 ... के पत्र सं ... द्वारा प्राप्त हा  
 जान पर उक्त कम्पनी का नाम इस दिन ... परिसीमित से तदर्थक कर दिया गया है और यह  
 प्रमाण पत्र उक्त अधिनियम की धारा 23 (1) के अनुमरण में जारी किया जाता है।

Regional Director... *ROC'S* ... letter No. *NCR/CN/45587/191* dated *03.12.1991*  
 the name of the said company is this day changed to *Lee & Nee Softwares (Exports) Private*  
 Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख ... को दिया गया।

Given under my hand at... *Calcutta, Six* this day of *December* ... 19*91* ...  
 (One thousand nine hundred and *Ninety One* ... )

*B. K. Rao*  
 (B. K. Rao)

कम्पनी का रजिस्ट्रार  
 A.B.H. Registrar of Companies  
 W.B.

यहाँ पर कम्पनी का वह नाम लिखिए जो कि तददोली से पूर्व था।

\*Here give the name of the Company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रेशन और निगमन किया गया था।

\*Here give the name of the Act(s) under which the Company was originally registered and incorporated.

जे. एस. सी. 7

J. S. C. 7





प्रारूप० आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० ..... का सं० .....  
No. 2145537 of 1988

मैं एतद्द्वारा प्रमाणित करता हूँ कि आज .....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that

Lee & Nee  
Softwares Private Limited

is this day incorporated under the Companies Act 1956 ( No. 1 of 1956 ) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया।

Given under my hand at Cuttack this eighteen  
day of November One thousand nine hundred and eighty eight

H. T. Khari  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies

जे० एम० सी-1

J. S. C-1

S. T. C.—'86

# THE COMPANIES ACT, 1956

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

#### OF

## LEE & NEE SOFTWARES (EXPORTS) LIMITED

The name of the Company is **LEE & NEE SOFTWARES (EXPORTS) LIMITED**.

The Registered Office of the Company will be situated in the State of West Bengal.

The objects for which the Company is established are :

**A. The main objects to be pursued by the Company on its incorporation :-**

1 To establish and carry on in India and/or abroad the business of developing, designing manufacturing, processing, assembling, computer software and hardware products and allied products.

2 To establish and carry on in India/Abroad the business of buying, selling, importing exporting, marketing, wholesaling, retailing, preparing for the market otherwise dealing in Computer Software and hardware products and allied products.

3 To act as consultants, advisors and agents in India and/or abroad to the Computer software and hardware and allied industries and to negotiate contracts anywhere in the world for the acquisition of supply of computer software and hardware products.

4 To carry on the Business Activities connected with Real Estate including to build, erect, demolish, re-erect, alter, remodel, development of multi purpose Special Economic Zone and together with the all types of infrastructure facilities or do any other work in connection with any building or building scheme roads, highways, docks, ships, sewerage, dams, power plants, boars, wharves, ports, reservoirs, embankments, tramway, railways, irrigation, improvements, sanitary, water, gas, electric light, telegraphic and power supply works, town planning surveying or any other structural or architectural work of any kind whatsoever and for such purpose to prepare estimates, designs, plants, specification or models and do such other or any act that may be requisite thereof.

- \*\*5. The Company is authorized to exhibit, distribute, give or take on hire, exchange, purchase or sell and to deal in any manner in films both of own manufacture or other manufacture, India or foreign, in India, or elsewhere outside India and also to engage agents or representative for the above or any other purposes of the Company and to remunerate such agents, representative for the above or any other purposes of the Company and to remunerate such agents, representative and servants of the Company and to manufacture, produce and exhibit cinematographic films and pictures and to engage directors, actors and other servants, authors, play writers, dramatists, dialogue and scenario writers, film editors, story writers, and other persons, technicians, engineers and experts, cameraman, musicians, art directors, artists, painters, carpenters and other experts necessary for conducting the business of the Company and to pay and remunerate persons so engaged.
6. To carry on the business of purchase, sale and deal in shares, securities in cash market as well as future market and options, bonds, mutual funds, currencies and commodities in MCS, NCDX etc. dealt in various stock exchanges directly or through brokers engaged in bulk deal and/or off market transactions subject to SEBI guidelines, rules and regulations of stock/commodity exchange and the law of land
- \*\*7. To carry on the Business as traders in fabric and raw jute and to act as weavers or otherwise, manufacturers, buyers sellers, importers, exporters and dealers of jute and jute products, silk, art silk, synthetic, woolen and cotton fabric and other fibrous product including dressing and furnishing materials, uniforms, blankets padding knitted goods, woven bags, Hosier gloves, yarn and sewing thread and to carry on the business of packing, grading, crimping, twisting, texturing, bleaching, dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, synthetic and other fibers or blends thereof.

**B. Objects incidental or ancillary to the attainment of main objects :-**

To do or perform all or any of the following operations, act and things which are necessary or incidental to carry on the above objects :-

1. To conduct Computer Services of all kinds including Rent out Computers and allied hardware and software equipment, making available time sharing services offer and perform data processing services and undertake specific tasks including analysis of customers information requirements, preparation of Computer programme, conversion of Computer input data into machine and acceptable forms and production of output informations from such input data, facilitates and in connection therewith to design write/prepare and test programmes, prepare flow charts, produce softwares, make printout copies, and undertake and analyses methods and designs, diagrams and undertake storage of all material including printout formats and flow charts for the attainment of the main objects.
2. To let out, do servicing and act as distributors, mountaineers, researchers, training centre runners, developers and computers distributors of and dealers in electronics data processors, mathematical instruments, calculating machines, office machines and appliances and tabulators of every kind, description and activities, accounting, book keeping, calculating, counting, reckoning, registering, recording, tabulating, sorting,

---

\*\*Clauses No.5 to 7 adopted vide Board Resolution dated 30.07.2011

adding, subtracting, dividing, multiplying, copying, reproducing and distributing, machines and financial automatic system, guidance and counted equipment, information retrieval and other systems, apparatus, appliances and devices of all kinds and for all purpose and any products and components, parts or accessories thereof or materials or articles used in connection therewith and any and all other machines, machinery appliances, apparatus, devices, materials, substances, articles and/or things of a character similar or analogues to or connected with all or any of the foregoing, including semi-conductors, chips, printed circuits, micro-circuits to attain the main objects of the Company.

3. To carry out researches, investigations and experimental work of every description in relation to Computers, Electronics and any business machines and the applications and use of computers, electronics and business machines, for the attainment of the main objects.
4. To fabricate, assemble, import, export, buy, sell and otherwise deal in all kinds of plant machinery equipment tools, dies, jigs and fixtures required and necessary or in connection with the business authorised by the main objects.
5. To organise, set up and participate in exhibitions, trade fairs, art galleries and fashion shows in connection with the business of the Company.
6. (a) To open, establish and run schools, colleges and institutions for instructions in any type of education that is conducive to the attainment of the object of the company or any other subject of other educational purpose and to obtain licence and diplomas in this behalf or to grant such certificate of efficiency in any of the items of training and instructions that may be undertaken by the Company.
- (b) To run computer maintenance house and to undertake all sorts of repairing and maintenance jobs of any hardware or allied products and peripherals.
7. To subscribe for, absolute or conditionally, purchase or otherwise acquire and to hold, dispose off and deal in shares, stocks properties, rights and securities or obligations of any other company, whether Indian or foreign
8. To form, incorporate or promote any company or companies, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or development of the Company, could or might, directly or indirectly, assist the Company in the management of its business or the development of its properties or the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
9. 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 or proposing to carry on any business which this Company is authorised to carry on or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable or being conducted so as directly or indirectly to benefit the Company and to purchase, acquire, sell and deal in properties,

shares, stocks, debentures of any such person, firm or company and to conduct make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.

10. To procure the registration or incorporation or recognition of the Company in/or under the laws of any other place outside India.
11. To sell, exchange, manage, mortgage, let on lease, royalty tribute, grant licence, easements, options and other rights over and deal in any other manner with or dispose of the undertaking, property assets rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other company.
12. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities pensions, allowances or emoluments to persons who are or were at any time in employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary of the Company who are or were at any time the Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependents of any such person, and also establish and subsidise and subscribe and donate to any institutions, associations, clubs or funds calculated to benefit or to advance the interest and well being of the Company or of any such other company as aforesaid and make payments for or towards medical relief or the insurance of any such persons as aforesaid and make payments for or towards medical relief or the insurance of any such persons as aforesaid and for any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
13. To pay out of the funds of the Company all expenses which the Company may lawfully pay with regard to the formation and registration of the Company.
14. To adopt such means of making known the business products and properties of the Company as may seem expedient and in particular by advertisement in the press or over the radio, by circulars and posters and by publication of books or periodicals or through any other publicity media and by granting prizes, rewards and donations.
15. To enter into agreements and contracts with Indian and Foreign individuals, companies, or any other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
16. Subject to the provisions of section 394 of the Companies Act, 1956 to amalgamate or to enter into partnership or into any arrangement for sharing profits or into any union of interests, joint adventure, reciprocal concession or co-operation with any person or persons or any Governmental authorities or company or companies carrying on, or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which this Company is authorised to carry on, engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

17. To guarantee the performance of the obligations of and the payment of interest on any stocks, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company or the interests of its shareholders.
18. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whom so ever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contract or obligation.
19. (i) To acquire by lease, purchase, to develop and turn to account any land which is acquired by the Company and or in which the Company is interested in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building, collect rents and income, lease or building agreements of all kinds with builders, tenants and others.  
  
(ii) To erect upon any lands and property held or which may be hereafter purchased or leased or acquired by the Company such mills, factories, buildings, houses and erections as may be conveniently carried on and to purchase and put into working order such plants and machineries as may from time to time be required for carrying on any business.
20. To provide for the welfare of Directors, or employees, or the ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building quarters or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus or benefit or any other payments or by creating and from time to time subscribing or contributing to provident funds, and other associations, institutions, funds, profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, Medical and other attendance and other assistance as the Company shall think fit.
21. To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business to give pensions, gratuities or charitable aid to persons who may have been Directors of or may have served the Company or to the wives, children or other relatives or dependants of such persons to contribute to provident fund and benefit fund for the benefit of such person or of their wives, children or other relatives or dependents.
22. To design, build, construct, alter, improve, maintain, enlarge, develop, pull down, remove or replace and to work, manage, layout and control any building, offices, factories, furnaces, kilns, mills, shops, stores, roadways, bridges reservoirs, warehouses water works, parks, gardens and other works and conveniences including construction and exhibition of cinema which may seem calculated directly or indirectly to advance the

Company's interest and to contribute, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working management carrying out or control of multi-storied buildings and to sell or otherwise dispose of the same on ownership or instalments basis.

23. To indemnify Members, Officers, Directors, Agents and servants of the Company against proceeding, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company for any loss, damage, or misfortunes whatsoever which shall happen in the execution of their duties of their offices or by relation thereto.
24. To aid pecuniarily or otherwise any association, Chamber, body of commerce or management or movement having for its object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
25. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise or to aid financially any trust, society having its object for public welfare, National importance, advancement of education and upliftment of national character.
26. To act as agents of or enter into any arrangement with the Government of India, or any state Government, undertaking or with any authorities Municipal, local, railway, transport or shipping companies or otherwise or other persons, that may seem conducive to the Company's object or any of them, and to obtain from such Government or Authority, railways or companies or other persons, rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
27. In the event of winding up to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property 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 required by law.
28. To act as agents, brokers, trustees, for any person, firm or company and to undertake and perform any sub-contracts subject to the provisions of any law in force for the time being.
29. To appoint agents and constitute branches and agencies of the Company in any part of the world.
30. To send to foreign countries employees of the Company or other calculated to promote the interest of the Company.
31. To provide and construct refreshment rooms, newspapers rooms, reading and waiting rooms, drawing rooms, telephones and other conveniences for the use of constituents, customers and others.
32. Subject to the provisions of any law for the time being in force, to do the business of money changers and to deal in foreign exchange, either in cash or traveller's cheques.
33. To invest surplus funds of the Company with industrial enterprises and to lend and advance money to entrepreneurs promoters and industrial concerns on such terms and conditions and with or without security as may be thought appropriate.

34. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular 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 all or any of the property or assets of the Company (both present and future) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation undertaken by the Company.
- \*\*35. To offer and enter into contracts and agreement for services in connection with the understanding of market surveys and for the development of Market in party of the word for raw-materials, minerals, substances commodities, goods and other articles and things and for that purpose to act as superintendents, surveyors, valuers and analyzers.
36. To acquire and takeover as a going concern by purchase or lease to undertake to carry on the whole or any part of the business together with Goodwill and Trade name, property rights and liabilities of any persons or persons, firm or any Company carrying on any business, any part of the purpose of which is within the Objects of the Company or which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company and to pay for the same by shares, debentures, debenture stocks, bonds, cash or otherwise and to conduct, carry on, liquidate or wind up any such business.
37. To amalgamate or enter into foreign or Indian technical and/or financial collaboration or partnership or into any arrangement, for sharing or dealing in profits, union of interest, co-operation, joint ventures, reciprocal concession or otherwise with any person, firm, corporation of government or company carrying on, engaged in or about to carry on engage into any business, undertaking or transaction which the Company is authorized to carry on or engaged in or any business undertaking or transaction and to lend money, to guarantee the contracts or otherwise assign any such person, firm, government or Company and to take or otherwise acquire and hold shares or securities of any such person, form Companies and to sell, hold or reissue them with or without guarantee deal with the same.
38. To enter into, make and perform contract and arrangement with corporate body, municipality, local body State or Central Government or any companies, firm or persons and to obtain from any such authority and rights, privileges, charters, contracts, concessions, licenses or purchase and sale of goods, machinery, spare parts, securities, shares, stock debentures and to carry out exercise and comply with such arrangement, rights, privileges, and concessions.
39. To sell, sublet, mortgage, lease, manage, develop exchange, property and undertaking of the Company or any part thereof dispose off, or transfer the business, immovable or movable or any part of the property, rights and concession of the Company in such manner and upon such terms and conditions and for such considerations as the Directors of the Company, for the time being, may think fit to accept and in particulars for cash, shares, debentures, debentures stocks, bonds of securities of any other company having Objects altogether or in part similarly to those of this Company.

- \*\*\*40. To promote, subsidies and undertake the formation and establishment of such institution, association, chambers of commerce, or other bodies, business, industrial trading within the Objects of the Company as may be considered to be conducive to the profit and interest of the Company.

**C. Other Objects for which the Company is established are :-**

1. To carry on the business of manufacturers, importers, exporters and dealers of all kinds of steel and fasteners in various forms, quality, description and generally in all its branches and specifications including products and by-products whatsoever.
2. To carry on the trade industry and business of manufacturing bolts, nuts, screws, rivets, nails, and other fasteners of each and every description, composition, size and specification whatsoever & its dealings liaison Agents, Resident Representative.
3. To carry on the business of Commission agent, liaison agent, resident representative, adhatia, delcredere agent, clearing and forwarding agent, transporters, labour suppliers, contractors, sub-contractors, undertaking the work of the principal on job charges, processing charges, fabrication.
4. To establish & carry on the business of plastic goods of all kinds and types.
5. To purchase, sale, import export, speculate and deal in food and other grains, seeds of all kinds, country produce, flex, hemp, jute and jute products, bullion and specie chemicals, pharmaceuticals, medicinals, perfumery and toilet preparation, salt, shellac, glass, ware, musical goods, apparatuses and instruments, clocks, watches and accessories there of, umbrella ribs and other fitting, sugar, provisions, oils, paints varnishers, electrical goods and machineries plants and other equipment and fittings, photographical and scientific materials, timber wood and their products.
6. To carry on the business of manufactures, exporters, importers, sellers, buyers and or dealers in rubber, synthetics rubber, vulcanising materials, rubber tubes, tyers, films moulded goods from rubber, hygienic goods, made from rubber and latex, other rubber products, transmission belts and conveyors, rubber containers, bottles and rubbers lined vessels, toys and other allied goods, leather floor, cloth dress preservers, dress linings, umbrellas, waterproof goods and all kinds of articles made therefrom.
7. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of yarn, nylon polyester, acrylic rayon, silk artificial, silk linen cotton, wool, jute and any other fibre or fibrous material whether synthetic, artificial or natural, textile substances, allied products, and substitutes for all or any of them and to treat and utilise any waste arising from any such manufacture, product or process whether carried on by the Company or otherwise.
8. To carry on the business of manufacturer, repairer, importer, exporter or otherwise dealers in furniture and fixtures made from wood, brass, steel, fibre glass, plastics or other

---

\*\*\*Clauses No. 35 to 40 amended vide Special Resolution dated 14.04.2011 by Postal Ballot.

alloys and to carry on the business by wholesale or retail and whether manufacturing or otherwise or of house furnitures, upholsters and dealers in and hirers, repairers, cleaners, stores and warehouses or furniture, carpet, linoleum, furnishing fabrics, and other floor coverings, household utensils, china and glass wood fittings, colourful curtains, hand made home furnishing and carpets and household requisites, of all kinds and all the things capable of being used there-with or in the maintenance and repairs thereof.

9. To acquire by purchase, lease, exchange or otherwise and to carry on the business of cultivators, manufacturers, exporters, importers, buyers and sellers of tea and coffee and any other product and any other mercantile business connected therewith or conducive thereto.
10. To carry on the business as manufacturers, dealers, importers, exporters and traders in cardboards, packing materials, packing, wrappers, wrappings, linings, covering of all materials, including cloth, plastic materials and bakelite and all other substitutes, whether synthetic or not, for any of the materials aforesaid and all articles and things made or constructed wholly or partly from any of the materials aforesaid including the manufacture of containers, boxes, canisters, trunks, suitcases, travelling cases and requisites, toys, games, sports and athletics and recreational requisites of all kinds.
11. To carry on the business of engineers, whether general consulting mechanical, electrical, structural, marine, civil constructional or otherwise general contractors, importers and exporters of and dealers in plant and machinery, articles property and things of all kinds including ores, metal hardware in which the Company is authorised to carry on business.
12. To carry on business of manufacturers of cement, lime, plasters, whiting clay, gravel, sand, marbles, earth coke fuel, artificial stones and builders, requisites and convenience of all kinds.
13. To carry on industry of saw mills, rice mills, oil mills, sugar mills, jute mills, cotton mills, glass works pottery, ironworks, plastic works and cottage industries of any and every description and in connection therewith to acquire, work, construct establish, operate and maintain mills, factories & workshops.
14. To carry on the business as store keepers, contractors and suppliers of stores and merchandise of all kinds to Government public department, public and private corporation, firms and persons.
15. To carry on the business of electrical and motor engineers and contractors, manufacturers of and dealers in railway and tramways apparatus and requirements and telegraphic and wireless apparatus and requirements, dynamos, motor accumulators and all kinds of electrical machines, appliances and devices whatsoever.
16. To carry on the business of an Electric Company in all its branches and in particulars to lay down, construct and carry out all necessary cables, wires, lines, accumulators, lamps and works to generate, accumulate, distribute and supply electricity for the purpose of light, heat motive power or otherwise and to carry on the business of mechanical

engineers, electricians and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with such business as may conveniently be carried on with the main business of the Company.

17. To carry on the business of carriers by land water and let on hire or on charter and to carry on the business of carriers by inland rivers, canals or otherwise and to purchase, acquire, hire or to take on charter boats, launches, tugs, steamships and other vessels for carrying cargo as may conveniently be carried on with the main business of the Company.
18. To carry on the business of manufacturers, dealers, importers, exporters, repairers to buy acquire on agency or hire purchase system or on instalment basis or on hire or otherwise and sell, grant agencies, let out on hire purchase system or on instalment basis or on hire or otherwise deal in motor, omni-buses, motor buses, motor cars, lorries, trailers, taxi cabs, motor vans, scooters, motor cycles, and mechanicals and all other types of vehicle, electrical goods, plastic goods, synthetics fibres, photographicals, surgical, industrial, hardware materials of all kinds and other preparations, grinders etc. as may conveniently be carried on with the main business of the Company.
19. To establish, undertake, acquire, manage and carry on the business as or as agents of manufacturers, dealers, importers, exporters, and traders in all kinds of papers including straw papers, card boards, hard boards, straw boards, paper boards, wood pulp, bamboo pulps, and all others products, goods and substances connected therewith.
20. To manufacture and deal in cold storage plants and refrigerators and act as cold stores.
21. To carry on business of forestry and forest products of all kinds of articles made out of such products.
22. To carry on the business of money lenders, financiers, finance brokers in India or in any foreign country or countries and to borrow, to raise or to take money, lend or advance money on securities, properties, or otherwise the discounting, buying selling and dealing in bills of exchange, hundies, promissory notes, drafts, bills of lading, warrants, debentures and other instruments and securities, whether negotiable or not, the granting or issuing letters of credit, the buying and selling and dealing in bullion and specie, the acquiring, holding, issuing on commission, underwriting and dealing in Bonds, Stocks, Funds, Shares, Debentures, obligation securities and investment of all kinds, the negotiation of loans and advances, the receiving of money and valuables on deposit or otherwise, the collecting and transmitting of money and securities, the managing of properties and transacting all kinds of agency business and other kind of business commonly transacted by money lenders, financiers, hundi brokers and general traders provided that nothing herein contained shall be deemed to empower the Company to carry on the business of banking.

IV. The liability of the members is limited.

V. The authorised share capital of the Company is Rs. 6 (Six) Crore divided into 60,00,000 (Sixty) Lakh equity shares of Rs. 10/- (Ten) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the share of the Capital for the time being into several clauses and to attach thereto 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, for the time being, be provided by the regulations of the Company subject to the Companies, Act, 1956.

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

Names, Address, and Description of subscribers	No. of Equity Shares taken by each subscriber	Names, Address and Description of Witness
<b>LEELA MURJANI</b> D/o. Late G. D. Murjani 51A, Mott Lane Calcutta - 700 013 <i>Business</i>	<b>50</b> (Fifty only)	I Witness to all the signatories Sd/- S. M. Gupta (S.M. GUPTA) S/o. Late Rameshwar Lal Gupta 1 Balaram Dey Street Calcutta - 700 006 Chartered Accountants
<b>SMT. TULSI MURJANI</b> W/o. Late Goverdhandas Murjani 51A, Mott Lane Calcutta - 700 013 <i>House Wife</i>	<b>50</b> (Fifty only)	
<b>TOTAL</b>	<b>100</b> (One Hundred Only)	

Calcutta

Dated 16th day of November, 1988

# **THE COMPANIES ACT, 1956**

## **COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION**

#### **OF**

## **LEE & NEE SOFTWARES (EXPORTS) LIMITED**

1. The Regulations contained in Table 'A' in the First Schedule of the Companies Act, 1956 (hereinafter referred to as Table 'A') shall apply to the Company in so far as the same are applicable to a Private Company and are not repugnant and/or inconsistent with any of the regulations contained hereinafter provided that Regulations 36, 43, 64, 66, 71 and 84 of Table 'A' shall not apply to the Company.

#### **SHARE CAPITAL AND ALLOTMENT**

2. (a) The Authorised Share Capital of the Company is Rs. 6 (Six) Crore\* divided into 60,00,000 (Sixty) Lakh\* Equity Shares of Rs.10/- (Ten) each with power to increase or reduce the capital.  
(b) Subject to the provisions of these Articles and of Section 80 of the Act, the Company shall have no power to issue Preference Shares, which are, or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company may determine.  
(c) Subject to the provisions of these Articles, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit.
3. Every share certificate shall be issued under the seal of the Company which shall be affixed in the presence of :-
  - (a) Two Directors or persons acting on behalf of them under a duly registered power of attorney, and
  - (b) The Secretary or some other person appointed by the Board for the purpose. Such persons shall also sign the share certificates. At least one of the aforesaid two Directors should be other than a Managing Director or a Whole-time Director.

---

\*As amended vide Special Resolution dated 14.04.2011 by Postal Ballot.

4. No transfer of any shares in the capital of the Company shall be made or registered without the previous sanction of the Directors who may without assigning any reason whatsoever decline to give such sanction and to register any transfer of any shares upon which the Company has a lien or any share whether or not it is fully paid up share or to any transferee whom the Directors do not consider desirable to be admitted as a member. If the Directors, refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee and to the transferor notice of the refusal.

### GENERAL MEETING

5. (a) Every Annual General Meeting of the Company shall be called at a time during business hours on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town or village in which the Registered Office of the Company is situated, and the notice calling the meeting shall specify it as the Annual General Meeting.
- (b) A General Meeting of the Company may be called by giving not less than seven days notice in writing provided however, it may be called after giving shorter notice, if consent is accorded thereto by all the members entitled to vote thereat.
6. Until otherwise determined by the Company in General Meeting the number or Directors shall not be less than two or more than seven.
7. The first Directors of the Company shall be :-
- (a) Miss Leela Murjani
- (b) Smt. Tulsi Murjani
8. Unless otherwise determined by the Company in General Meeting each Director shall be paid out of the funds of the Company by way of remuneration for every meeting of the Board of Directors attended by him at such rate as may be decided by the Board from time to time. The Directors shall also be entitled to be paid their reasonable travelling expenses incurred in connection with their attendance at Board Meetings in addition to the remuneration as above specified and any other expenses properly incurred in connection with the business of the Company.
9. If any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the Registered Office of the Company for any of the purposes of the Company or in giving special attention to the business of the Company, the Board may remunerate the Directors so doing either by a fixed sum or by a percentage in profits or otherwise either in addition to or in substitution for his or their share in the remuneration above provided for the Directors. This Article shall be subject to the provisions of Section 314 of the Companies Act, 1956.
10. Any casual vacancy occurring among the Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Directors would have retained the same if no vacancy occurred, provided that the Directors

may not fill a casual vacancy by appointing any person who has been removed from the office of a Director of the Company under the Article 23.

11. (a) The Board of Directors may appoint an Alternate Director to act for a Director (hereinafter called) the Original Director during his absence for a period of not less than three months from the State in which the meeting of the Board are ordinarily held.
- (b) An Alternate Director appointed under sub-clause (a) above shall vacate office if and when the Original Director returns to the State in which the meeting of the Board are ordinarily held.
- (c) If the terms of the office of the Original Director are determined before he so returns to the State aforesaid, any provision for the automatic re-appointment shall apply to the Original and not to the Alternate Director.
12. An alternate Director shall, in the absence of a direction to the contrary in the instrument appointing him, be entitled to receive notice of and to vote at General Meeting of the Company on behalf of his appointor and generally to represent his appointor in the same manner as if he had been appointed a general proxy under the provisions of the Articles.
13. In case the Union Government or any State Government or Bank or any finance corporation like the Industrial Credit and Investment Corporation of India or IDBI, grants loans or accepts participation in the Capital and direction of the Company, such Government or Corporation or Bank may during such period as it holds shares in the Company or the loans granted by them remain unpaid be entitled to nominate and from time to time on terms and conditions agreed between them to substitute in place of such nominee one or more Directors of the Company and such nominee while holding such office shall not be liable to retire by rotation.
14. The Meeting of the Directors shall be convened by the Chairman or Managing Director or any other person authorised by the Chairman in this behalf as and when considered necessary and shall be held at such time and place as may be fixed by such notice. The quorum for the Board Meeting shall be two Directors or one-third of the total strength (any fraction contained in that one-third being rounded off as one) whichever is higher.
15. (a) A Chairman of the Company shall be elected by the Board of Directors for such period and on such remuneration as the Board of Directors may determine from time to time taking into consideration the progress of the Company and its financial position, subject to the provisions of Section 314 of the Companies Act, 1956. The first Chairman of the Company is Miss Leela Murjani.
- (b) The Chairman of the Board shall be entitled to take the Chair of every General Meeting. If there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the members present shall choose another Director as Chairman and if no Director be present or if all the Directors present decline to take the Chair, the members present shall on a poll if properly demanded, elect one of their members, being a member entitled to vote, to be the Chairman.

16. (a) The Directors may from time to time appoint one or more of their body to the office to Managing Director or Manager for such term and on such remuneration (whether by way of salary or commission, participation in profits or partly in one and partly in another) as they think fit and a Director so appointed shall not while holding that office, be subject to retirement by rotation or taken into account in determining the rotation by retirement of Directors but his appointment shall be subject to determination ipso facto if he ceases, from any cause, to be a Director or if the Company in General Meeting resolves that his tenure of the office of Managing Director or Manager be determined.
- (b) Miss Leela Murjani shall be the first Managing Director of the Company.
- (c) Subject to supervision, control and direction of the Board of Directors the Managing Director shall be responsible for the general direction and management of the business of the Company.
17. Until otherwise determined by the Directors, the Managing Director shall have power to do all acts, matters and things deemed necessary, proper and expedient for carrying on the business and concern of the Company including the power to :-
- (a) Pay all necessary expenses of and incidental to the promotion, formation, establishment and registration of the Company.
- (b) Engage, dismiss, appoint, remove, promote or demote all the technical and non technical staff of the Company
- (c) Retain, re-imburse and pay out of the Company's money all salaries, wages and other expenses lawfully incurred on behalf of the Company from time to time.
- (d) Make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- (e) Make and sign all contracts and draw, sign, accept, endorse and negotiate on behalf of the Company all cheques, bills of exchange, promissory notes, hundies, drafts, Government securities and other instruments and to operate the Company's Bank accounts.
- (f) To enter into, carry out, rescind or vary all financial arrangements with any bank, person, or corporation for or in connection with the Company's business or affairs.
- (g) With the approval of the Board of Directors, to raise or borrow any sum of money for the purpose of the Company and to secure payment of such money in such manner and on such terms and conditions as they think fit.
- (h) With the approval of the Board of Directors, to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such securities or investment and in such manner as they think fit and from time to time, vary or realise such securities and investments.
- (i) Institute, prosecute, defend, withdraw or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company.

#### **ROTATION OF DIRECTORS**

18. At every Annual General Meeting one of the Directors shall retire from office. The Director to retire in every year shall be one who has been the longest in office since his last election, but as between persons who became Directors on the same day, the

Director to retire shall (unless otherwise agreed among themselves) be determined by lot.

19. A retiring Director shall be eligible for re-election.
20. The Company in General Meeting may from time to time by Ordinary Resolution increase or reduce the number of the Directors within the limits fixed in this behalf by these presents.
21. The Company may, by any Ordinary Resolution, remove any Director before the expiration of his period of office, and appoint another qualified person instead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed but he may be eligible for re-election.

### **POWERS OF DIRECTORS**

22. The control of the Company shall be vested in the Directors and the business of the Company shall be managed by the Directors, who, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by any statute or law expressly directed or required to be exercised or done by the Company in General Meeting.
23. Subject to the provisions of Section 297, 299 and 302 of the Act, the Directors (including a Managing Director, if any) shall not be disqualified by reason of his or their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise nor shall any such contract or arrangement entered into by or behalf of the Company with any Director or with any company or partnership firm in which any Director shall be a member or a partner or otherwise interested be avoided, nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by him or them at the meeting of Directors at which the contract or arrangement is determined if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest.

### **BORROWING POWERS**

24. Subject to the provisions of the Act, and without prejudice to the powers conferred by any other Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purpose of the Company either from any Director or member or elsewhere on security or otherwise and may secure the repayment or payment of any sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the creation of any mortgage or charge on the undertaking or the whole or any part of the property present or future, or the uncalled capital of the Company or by the issue of debenture or debentures stock of the Company, perpetual or redeemable, charged upon the undertaking or all or any part of the property of the Company, both present and future, including its uncalled capital for the time being and the Directors or any of them may

- guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon, and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantee by means of a mortgage or charge on the undertaking of the Company or any of its property or assets or otherwise.
25. Any debenture, debenture stock, bonds or other securities may be issued at a discount, premium, or otherwise, and with any special privilege as to redemption, surrender, drawings, allotment of shares, and attending at General Meetings of the Company and appointment of Directors.
26. The Directors shall cause proper books of accounts to be kept showing receipts and expenses, sales and purchases and the assets and liabilities of the Company and otherwise comply with the provisions of the Companies Act, 1956.
27. The Books of account shall be kept at the Registered Office of the Company and the Directors may determine whether and to what extent and at what time and place and under what conditions and restrictions the accounts and books of the Company or any of them shall be open for the inspection of members.
28. The provisions of the Companies Act, 1956 in regard to audit and the appointment of Auditors shall be observed.
29. Whenever in their opinion the prospects of the Company permit, the Directors may declare an interim dividend. This clause is subject to the provisions of Section 205 of the Companies Act, 1956.

#### THE SEAL

30. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the Authority of the Directors or a Committee of the Directors previously given and one Director at least shall sign every instrument to which the Seal is affixed. PROVIDED, NEVERTHELESS that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same.

#### SECRECY

31. the Directors Manager, Secretary, Trustee for the Company, its member or debenture holder, member of a Committee, officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties shall sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and the matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do, so, by the Board

or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

### INDEMNITY

32. Every Director, Manager and Secretary of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, whether Secretary or Officer, employee or Auditor in defending any proceedings, civil or criminal, in which judgement is given in his favour or in which he is acquitted, or discharged or in connection with any application under section 633 of the Act in which relief is granted to him by the Court subject to Section 201 of the Companies Act, 1956.

We, the several persons whose names and address are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association and respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, Address, and Description of subscribers	No. of Equity Shares taken by each subscriber	Names, Address and Description of Witness
<b>LEELA MURJANI</b> D/o. Late G. D. Murjani 51A, Mott Lane Calcutta - 700 013 <i>Business</i>	<b>50</b> (Fifty only)	I Witness to all the signatories Sd/- S. M. Gupta  <b>(S.M. GUPTA)</b> S/o. Late Rameshwar Lal Gu 1, Balaram Dey Street Calcutta - 700 006 Chartered Accountants
<b>SMT. TULSI MURJANI</b> W/o. Late Goverdhandas Murjani 51A, Mott Lane Calcutta - 700 013 <i>House Wife</i>	<b>50</b> (Fifty only)	
<b>TOTAL</b>	<b>100</b> (One Hundred Only)	

Calcutta

Dated 16th day of November, 1988