

INCORPORATED  
UNDER THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
**B2B SOFTWARE TECHNOLOGIES LIMITED**

- I. The name of the Company is B2B SOFTWARE TECHNOLOGIES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Telangana.
- 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 design, develop, acquire, assemble, manufacture, fabricate, generate, erect, install, implement, support, advise, train, distribute, transmit, maintain, exchange, mortgage, transfer, purchase, sell, hire, lease, trade, import, export, advertise and to act as dealer, broker, advertiser and franchise, participate, to provide management and marketing services in the fields of Software Development, Computer Software, hardware, peripherals, accessories, consumables, stationery, servers, mini and microcomputers, network computers, internet services and E-mail services.
2. To undertake, develop, generate, E-Commerce, business solutions and related activities including Web Page Hosting, Web Page Designing, Voice-Mail, E-Mail and other allied computer related activities, globally and indigenously.
3. To carry on business of E-commerce related activities and/or import, export, trading, purchase, sell and deal in all kinds of merchandise products of any nature like computer hardware, consumables, books, software, granites, textiles, dairy products etc., subject to such other approvals as may be required.



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Whole Time Director  
(DIN: 06399503)

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:\***

1. To render assistance to buy, sell, import, manipulate, prepare for market merchandise of all kinds.
2. To borrow or raise money by the issue or sale of any bonds, mortgages, debentures or debenture-stock of the Company, whether perpetual or otherwise, and to devote any money so raised to any of the objects of the Company.
3. To aid financially business of exporters and importers of all products made in the Union of India or elsewhere.
4. To aid financially all kinds of agency, contract, business and represent imports and exports in the Union of India or elsewhere.
5. To aid financially of the businesses of printers, stationers, lithographers, type founders, book binders, book sellers, publishers and advertising agents.
6. To receive deposits and borrow, raise or secure the repayment of any money to be borrowed or raised on any terms thought fit by the Company and particularly to mortgage or charge, all or any of the property or assets of the Company present or future.
7. Subject to the provision of the Banking Regulation Act, 1949, to advance, deposit or lend money, securities and properties to or with any Company, body corporate, firm, persons or association with or without security and on such terms as may be determined from time to time.
8. To acquire or amalgamate with any other company whose objects include objects similar to those of this company, whether by sale or purchase (fully or partly paid up shares or otherwise) of the undertaking, subject to liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any other company as aforesaid, or partnership or in any other manner.
9. To carry out and enter into all types of public/private contracts in connection with the Main Objects.

**\*The shareholders approved for adoption of Memorandum of Association of the company as per the provisions of Companies Act 2013 in the 24<sup>th</sup> Annual General Meeting held on Friday, the 28<sup>th</sup> Day of September, 2018**

10. To enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concessions, or otherwise, with any person, firm or

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company carrying on or engaged in or about to carry on, engage in any business or transaction which this company is authorised to carry on or conducted so as directly or indirectly to benefit the company and to-lend money, to guarantee the contracts of or otherwise assist any such persons, firm or company and take or otherwise acquired and hold shares or securities of any such person, firm or company and to sell, hold re-issue with or without guarantee or otherwise deal with the same.

11. To enter into any agreement with any Government authorities (municipal, local or otherwise) or any corporations, companies, or persons, which may seem conducive to the company's objects or any of them and to obtain from any such Government, authority corporation, Company or person any contracts, rights, privileges, and concessions which the company may think desirable and to carry out, exercise and comply with any such contracts, rights, privileges and concessions.
12. To be interested in promote, and undertake the formation and establishment of such institutions, business, companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the company and to carry on any other business (industrial agricultural, trading, manufacturing or other) which may seem to the company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly to benefit the company.
13. To amalgamate with any company or companies having objects altogether or in part similar to those of this company.
14. To obtain any act of legislature, order, license and the like for enabling the company to carry out any of its objects into effect or for effecting any modification of the company's constitution, or for other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.
15. To pay all the cost, charges and expenses of and incidental to the promotion and formation, registration and establishment of the company and the issue of its capital including costs, charges, expenses of negotiations and contracts and arrange merits made prior to and in anticipation of the formation and incorporation of the company.
16. To remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid share or share credited as fully or partly paid up or in any other manner) any persons, firms, associations, or companies for services rendered or to be rendered or in rendering technical aid and advice, granting licenses or permission for the use of patents, trade secrets, trademarks, processes and acting as trustees for debenture holders or debenture stock-holders or the company or for subscribing or agreeing to subscribe whether absolutely or conditionally for any shares, debentures or debenture or for service rendered in or about the formation or promotion for the company or for service rendered in or about the formation or promotion for the company or any company or for service rendered in or about the formation or promotion for the company or any company promoted by this company or in introducing, any property or business to the company or in or about the conduct of the business this company or for guaranteeing payment of

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such debentures-stock or other securities and any interest thereon.

17. To procure the incorporation, registration or other recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, State legislature, Local Government, Municipal or other authority or body, India, or foreign, for any acts of Parliament, Lawa, Decrees, concessions, orders, rights or privilege that may seem conducive to the company's' objects or any of them and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.
18. To open and keep a register or registers in any state in India or abroad wherever it may be deemed necessary and expedient so to do and to allocate any number of shares in the company to such register or registers.
19. To undertake and execute any trusts, the undertaking where of may seem desirable, either gratuitously or otherwise.
20. Subject to the Banking Regulations Act, 1949, to draw, make issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keepers, certificates and other negotiable or commercial or mercantile instruments connected with the business of the company.
21. To open account or accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw money's from such account or accounts.
22. To invest, apply for and acquire or otherwise employee money belonging to or entrusted to or at the disposal of the company upon securities and shares with or without security, upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the company may think fit.
23. To lend or deposit money belonging to or entrusted to or at the disposal of the company to such persons, or company and in particular to customers and other having dealings with the company with or without security, upon such terms as may be thought proper and to guarantee the performance of contracts by such person or company but not to do the business of banking as defined in the Banking Regulations Act, 1949.
24. To insure debts and Obligations for the conduct of any business of the Company and to purchase on or hire goods, materials or machinery or credit or otherwise for any business or purpose of this company.
25. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the company.
26. Subject to the provisions or Section 58A of the Companies Act, 1956 and rules made thereunder and directions of the Reserve Bank of India from time to borrow or raise money, or to receive money on deposit at interest, or otherwise in such manner as the company may think fit, or the purpose of financing the business of the company and in particular by the issue or sale of any bonds, mortgages, debenture or debenture-stock

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perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company, or perpetual annuities and or securities of any such money so borrowed, raised or received, to mortgage, pledge or change the whole or any part of the property assets or revenue of the company present or future, including its uncalled capital by assignment or otherwise, may seem expedient and to purchase, redeem or payoff any such securities.

27. To sell, mortgage, assign or release and in any other manner deal with or dispose of the undertaking or property of the company or any part thereof, whether movable or immovable for such consideration as the company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this company.
28. To improve, manage, work, develop, alter, exchange, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions of the company.
29. To distribute any of the property of the company amongst the members in cash, specie or kind upon the winding up of the company.
30. To create any Depreciation Fund, Reserve Fund, Insurance or any other Special Fund, whether or depreciation or for repairing, improving, extending or maintaining any of the property of the company or for other purpose conducive to the interests of the Company.
31. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above Objects or any of them in any part of the world, and as principals, agent's contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
32. To advance and lend money and acquire assets of all kinds upon such terms as may be arranged.
33. To carry on the business as import, export, distribution of all merchandise and to act as agents, stockists, distributors for firms, companies in India and abroad.
34. To buy, sell, manufacture, refine, manipulate, export, and deal wholesale and retail in commodities sub- stances, apparatus, articles and things of all kinds, capable of being used or which can conveniently be dealt in by the company in connection with any of its objects.
35. To undertake and execute any contract involving computerized information systems, feasibility studies, turnkey projects, know-how, research and development, training recruitment, system development, soft and hardware development, market research surveying and survey data analysis, reorganization of management, financial management, operations research and real time applications, time sharing business applications, industrial engineering applications, process and process control.



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- 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. The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each with such rights, privileges and conditions attached thereto as may be prescribed by the regulations of the company. The company has and shall always have the power to divide the share capital from time to time into different kinds of shares to vary, modify and abrogate any rights, privileges and conditions attached to the shares in such manners as may for the time being provided in the regulations of the company, but subject to the provisions of the Companies Act, 2013.

**\*\*The shareholders approved for alteration of Memorandum of Association of the company as per the provisions of Companies Act 2013 in the 24<sup>th</sup> Annual General Meeting held on Friday, the 28<sup>th</sup> Day of September, 2018**

- VI. We, the several persons, whose names and addresses are subscribed, 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 against our respective names:



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S.No.	Signatures, Addresses and Occupations of the Sbscribers	Name, Descriptions of the	No. of Equity Shares taken by each subscriber	Signature, Address, Description & Occupation of the Witness
01.	Sd/- P. SAMANTHA REDDY W/o. P. Srinivas Reddy 7-1-214/12, Ameerpet, Hyderabad - 500 016. Occ: Business		10	
02.	Sd/- Sri P. RAVINDRA REDDY S/o. Ramana Reddy, 7-1-214/12, Ameerpet, Hyderabad-500 016. Occ: Business		10	
03.	Sd/- J. MADAN MOHAN REDDY S/o. J.CK Reddy 8-2-616/83, Road No.11, Banjara Hills, Hyderabad - 500 034. Occ: Business		10	
04.	Sd/- P. SRINIVAS REDDY S/o. P. Ravindra Reddy 7-1-214/12, Ameerpet, Hyderabad --500 016. Occ: Business		10	Sd/- Mr. T. Chandra Reddy S/o. Mr. T. Veera Reddy Flat No. 1, III Floor, Badamsohnam Apartments, Somajiguda, Hyderabad - 500482

Place: Hyderabad

Date: 18.08.1994



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S.No.	Signatures, Name, Addresses Descriptions and Occupations of the Sbscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Address, Description & Occupation of the Witness
05.	Sd/- J. VASANTHA W/o. J. Mad.an Mohan Reddy 2-6161B3, Road No.11, Banjara Hills, Hyderabad - 500 034. Occ: Housewife	10	
06.	Sd/- P. LEELAVATHI W/o. P. Ravindra Reddy 7-1-214/12, Ameerpet, Hyderabad - 500016 Occ: Housewife	10	
07.	Sd/- R SUBBARAMI REDDY S/o. RK. Reddy 4-405, Divyashakthi Apts., Ameerpet, Hyderaabd - 500 016. Occ: Business	10	Sd/- Mr. T. Chandra Reddy S/o. Mr. T. Veera Reddy Flat No. 1, III Floor, Badamsohnam Apartments, Somajiguda, Hyderabad - 500482
08.	Sd/- N. CHINNAPPA REDDY S/o. N. Prabhakar Reddy J-606, Divyashakthi Apts., Ameerpet, Hyderabad - 500 016. Occ: Business	10	
09.	Sd/- ARUNRAJ S/o. Iswar Raj 7-1-214/12, Ameerpet, Hyderabad - 500 016 Occ: Business	10	
Total No. of Equity Shares Taken		90 (Ninety Only)	

Place: Hyderabad

Date: 18.08.1994



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