

**MEMORANDUM OF ASSOCIATION**

**OF**

**DRAUP BUSINESS SOLUTIONS PRIVATE LIMITED**

**UNDER**

**THE COMPANIES ACT, 2013**

**(18 of 2013)**

**COMPANY LIMITED BY SHARES**

**1<sup>st</sup>** The name of the Company is Draup Business Solutions Private Limited

**2<sup>nd</sup>** The registered office of the company will be situated in the State of **Karnataka**

**3<sup>rd</sup> (a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of software development, software as a service (SAAS), mobile application development, information technology, database management, IT enabled services, training and development, web development, technological absorption and research in the respective fields.
2. To establish, maintain, conduct, provide, procure or make available training/webinars/conferences on talent assessment, key market trends and thought leadership to help users understand product capabilities and market landscape and any other matter relating to the business.
3. To prepare, implement, review and publish project reports and point of views about emerging skills, talent hotspots, talent ecosystem, location based-hiring analysis and any other situation-specific insights, account-specific insights in the fields of financial, accountancy, medical, legal, educational, technology, social, political, secretarial, industrial, commercial, marketing or advertising.
4. To manufacture, export, import, buy, sell, rent, hire, lease or deal in all kinds of computer software, computer hardware, computer technology, machines, computer aided teaching aids and all other related components, parts and products used in computers

**(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (a) ARE:**

1. To do anything necessary for the attainment of all or any of the above-mentioned objects.
2. To setup, undertake and carry on social, scientific, geographical, educational, technical, political and commercial researches, surveys and tests in all manner of all kinds along with assisting workshops, libraries, lectures, meetings, conferences, contribution to scholarships, prizes, grants to students or independent student researchers, investigators of any kind that may be considered likely to assist any business which the company is authorized to carry on.
3. To obtain the necessary legal authorization, permits, licenses and approvals to achieve and perform the primary objects referred above.
4. To pay for any movable and immovable property, inventory, rights or privileges acquired by the company or for the services rendered or to be rendered in connection with the promotion of the business of the company either wholly or partially in cash or in shares, bonds, debentures or other securities of the company and to issue any shares either as fully paid up or with such amount credited as paid up thereon, as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the company.
5. To apply for, obtain, purchase or otherwise acquire and renew any patents, copyrights, trademarks, licenses, concessions and like rights which may seem capable of being used for or in connection with any of the purposes of the company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and grant licenses or sell or otherwise deal with and make use of the same.
6. To sell, exchange, mortgage, let on lease, royalty, grant licenses and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property assets, rights and effects of the company for such consideration as may be thought fit and in particular for cash or for stocks, shares, whether fully or partly paid up or securities of any other company.
7. To enter into contracts of indemnity or guarantee and to guarantee the performance of any contract or obligation and the due payment and repayment of any debt or liability present or future or contingent on the performance of any contracts or obligations of any persons, firms or company or body corporate.
8. To invest the surplus funds of the Company from time to time in any securities, deposits, movable and immovable properties or advancing loans and to sell whole or part of such investments as may be determined from time to time and to execute all assignments, transfers, receipts and documents that may be necessary on that behalf.

9. Subject to the provisions of the Act, to amalgamate or enter into partnership or any other arrangement for sharing profits or joint venture with any person, firm, LLP or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted.
10. To purchase, take on lease or in exchange, or hire or otherwise acquire any moveable or immoveable property, patents, licenses or rights or privileges which the Company may think it necessary or convenient for the purpose of its business and in particular any land, building, machinery, plant and stock in trade.
11. To pay all costs, charges and expenses of and incidental to the formation, promotion, registration and establishment of the Company and arrangements made prior to or in anticipation of the formation and incorporation of the Company.
12. Subject to the provisions of the Companies Act, 2013, to receive money on deposit or loan or raise money in such manner as the company shall think fit and in particular by the issue of convertible and/or redeemable debentures and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the assets of the company (both present and future), including its uncalled capital.
13. To make, draw, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of landing, debentures and other negotiable or transferable instruments.
14. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for depreciation, or for repairing, improving, extending or maintaining any of the property of the Company or for reduction of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the interests of the Company.
15. To distribute as bonus shares among the members, as the Company may from time to time think fit, out of any monies received by way of premium on issue of shares or debentures and monies accrued to the Company against forfeited shares.
16. To open an account or accounts with any bank or banks, in the name of the Company and to draw, make, accept, endorse, discount, negotiate and execute bills of exchange, promissory notes and other negotiable instruments.
17. To enter into any agreements or arrangements with any government or authorities or other persons or firms or associations or companies in any part of the world that may seem conducive to the attainment of the Company's objects.
18. To establish subsidiaries or associated companies, branches in India or elsewhere.
19. To undertake merger, de-merger or restructuring process in the best interest of the company.

20. To advertise and adopt means of publicity for business activities of the company or any articles, goods or services traded or dealt-in by the company in any way as may be expedient and in particular by advertising in the press by issue of circulars, books, pamphlets and price list; and by advertising on television, radio, hoardings and conducting of contests, competitions, exhibitions and giving prizes, rewards and donations.
21. To undertake and execute any trusts, the undertaking where of may seem desirable either gratuitously or otherwise.
22. To make and enter into forward and speculative transactions in furtherance of the objects of the company subject to any law in force in this regard.
23. To distribute the properties and assets of the company amongst the members in specific or kind, upon the winding up of the company
24. To apply for, promote and obtain under any act of legislature or other authority any concession, privilege etc., for enabling the company to carry any of its objects into effect or for any other purpose which may seem expedient or oppose any proceedings or application which may seem calculated directly or in directly to prejudice the company's interests.
25. To depute any member of the staff of the company for sale promotion to any place in India or abroad.
26. To do all or any of the above things in any part of the world and as principals, agents. Contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

**4<sup>th</sup>** 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.

**5<sup>th</sup>** The Authorized Share Capital of the Company is Rs. 10,00,000 (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10 (Rupee Ten Only) each.



# The State of Texas

## Secretary of State

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Certificate Validation available at [www.sos.state.tx.us](http://www.sos.state.tx.us)

### APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

**1. Country**

United States of America

This public document

**2. has been signed by**

SHELLY SHEPPARD

**3. acting in the capacity of**

Notary Public, State of Texas

**4. and bears the seal/stamp of**

SHELLY SHEPPARD,  
Notary Public, State of Texas,  
Commission Expires: 03-13-24

### CERTIFIED

**5. at Austin, Texas**

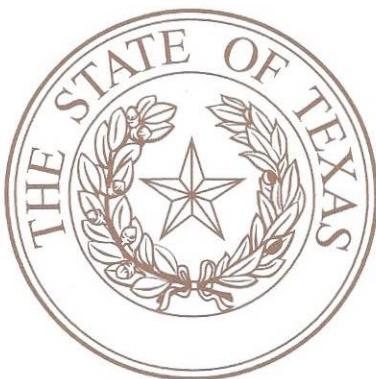
**6. on March 30, 2021**

**7. by the Secretary of State of Texas**

**8. Certificate No. 12101271**

**9. Seal**

**10. Signature:**

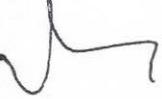


A handwritten signature in black ink, appearing to read "Ruth R. Hughes".

Ruth R. Hughes  
Secretary of State

GF/bg

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:

Sl. No.	Names, Addresses, Description and Occupations of the subscribers	No. of Shares taken by each subscriber	Signature of subscribers	Signature, Names, Addresses, Descriptions and Occupations of witnesses
	 <p>FIRST SUBSCRIBER DRAUP INC REGISTERED OFFICE 21 WATERWAY AVENUE SUITE 300 THE WOODLANDS TX 77380 REPRESENTED BY SIR VIJAYAKUMAR SWAMINATHAN S/o R. SWAMINATHAN RESIDING AT 14142, ASPEN WOODS CT, CONROE TX 77384 OCCUPATION BUSINESS DATE 26th Mar PLACE TX, USA</p>	<p>99,999 (NINETY NINE THOUSAND NINE HUNDRED AND NINETY NINE ONLY)</p> <p>EQUITY SHARES OF INR 10/- (RUPEES TEN ONLY) EACH</p>		<p>I witness to subscriber, who have subscribed and signed in my presence on March 29, 2021 at The Woodlands, Texas. Further I have verified his identity details drivers license for their identification and satisfied myself of his identification particulars as filled in.</p> <p><i>Shelly Sheppard</i> March 29, 2021</p> <div style="border: 1px solid black; padding: 5px; display: inline-block;"> <p>SHELLY SHEPPARD Notary Public, State of Texas Comm. Expires 03-13-2024 Notary ID 12914305-0</p> </div>

Sl. No.	Names, Addresses, Description and Occupations of the subscribers	No. of Shares taken by each subscriber	Signature of subscribers	Signature Names, Addresses, Descriptions and Occupations of witnesses
	 <p>Second Subscriber Mr. Parth Natarajan Residing at 1158, The Magic Faraway Tree, Talaghattapura, Kanakapura Main Road Bangalore - 560062 Occupation: Business Date: 26th March 2021 Place: Bangalore, Karnataka, India</p>	<p>1 (one)</p> <p>Equity shares of INR 10/- (Rupees Ten only) each</p> <p></p>		<p>I witness to subscriber, who have Subscribed and Signed in my presence on (26<sup>th</sup> March 2021) at (Bangalore, ) further I have Verified his identity details (ID) for their identification and satisfied myself of his identification particulars as filled in</p>
		<p>1,00,000 (One lakh) Equity Shares 10/-</p> <p>(Rupees Ten only) each.</p>		<p>Signed before me  Signature:- (Signature)</p> <p>Name: BNG KUMAR B.N. ARAYANASWAMY Father's name Residing at No 315, 6TH MAIN ROAD, HAL 2ND STAGE, INDIRANAGAR BANGALORE - 38 Date: 26<sup>th</sup> MARCH 2021 Place BANGALORE Occupation CHARTERED ACCOUNTANT</p> <p>29 MAR 2021</p>

