

**THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION
OF
SCIMORES CORPORATION (INDIA) LIMITED**

- (I) The Name of the Company is “**SCIMORES CORPORATION (INDIA) LIMITED**”
- (II) The Registered Office of the Company will be situated in the State of Tamil Nadu.
- (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 and manufacture workflow automation hardware & software products for local and international markets.
2. To venture capital projects/companies in the area of Architectures (Residential and Commercial Complexes), Recreation & Hotels (Restaurants, Hotels, Health & Fitness Clubs), Fashion (Creating/Promoting Local and International Brands), and Education as part of corporate investment and market capitalization strategy.
3. To carry on the business of the above related hardware/software maintenance, import and export.

(B) Objects incidental and ancillary to the attainment of main objects

1. To acquire and take over the whole or part of the business, property, goodwill and liabilities of any person, firm or company carrying on or about to carry on any business which the company is authorized to carry on or possessed of any property or rights suitable for the purposes of this company.
2. Upon any issue of shares, debentures or other securities of the company, to employ any person, firm or company as brokers, commission agents and underwriters, and to provide for remuneration of such persons, firm or company for their services by payment of cash or by issue of shares, debentures or other securities of the company or by granting of options to take the same or in any other manner allowed by law.
3. To establish agents and brokers in India or elsewhere for the company's business and to regulate and discontinue the same.
4. To take to otherwise acquire or hold shares in any other company having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as to directly or indirectly benefit this company.
5. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company which may seem directly or indirectly calculated to benefit this company and invest in the shares thereof of the moneys of this company.

6. To obtain approvals under any other act of Parliament, State, Municipal or local legislative body for enabling the company to carry out any of its purposes or for affecting any modification of the company's constitution, or for any purpose which may seem expedient and to oppose any application or proceedings which seem calculated directly or indirectly to prejudice the company's interest.
7. To enter into any agreements with the Government of India or any State Government or with any authorities - Municipal, local railway, or otherwise, or with any other person, firm or company that may seem conducive to the objects of the company or any of them, and to obtain from any such Government or authority any rights, privileges, contracts, licenses and concessions which the company may think as desirable to obtain, and to carry out, exercise and dispose of or turn to account the same.
8. To amalgamate with any other company or companies having objects similar to those of this company.
9. To enter into partnership or other arrangements for sharing profits, union of interest, co-operation or joint venture with any person or company carrying on or engaged in, or about to carry on or engage in, any business transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit this company.
10. To purchase, lease, license, hire, exchange or otherwise obtain any buildings, easements, machinery, plant, equipments, stock-in-trade and other immovable & movable property which the company may think necessary or convenient for the purpose of its business, and to sell, lease, mortgage, exchange, convey or otherwise dispose of the same.
11. To vest any immovable or movable property, rights or interest acquired by the company in any person or company on behalf of or for the benefit of the company.
12. To sell, exchange, mortgage, lease, grant licenses, easements, and other rights with respect to or dispose of the undertaking property and assets of the company as it may think fit, and in particular for shares of any other company.
13. To undertake and execute any contracts for the supply of the product if any manufactured or dealt with by the company, and to carry out all sundry works comprised in such contracts.
14. To purchase or otherwise acquire all or any part of the business, property, rights and liabilities of any persons, firm or company, carrying on or proposing to carry on any business which the company is authorized to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company, and in particular to purchase, acquire, sell any property, shares stock, debentures stock of any such person, firm or company and to make arrangement in regard to the winding up of the business of any such person, firm or company.
15. To establish, maintain or substitute research laboratories and training schools that may seem calculated to promote any of the business which the company is authorized to carry on.

16. To make known the company and its services and activities by such means as may seem expedient, including advertising in newspapers, by publication of books and periodicals, by awarding and rewards.
17. To subscribe for absolutely or conditionally, purchase or otherwise acquire and to hold, sell and otherwise to deal in shares, stocks and securities of any other company whether Indian or foreign, provided however that the same is for the purpose of promoting the interests of the company and in accordance with the application statutes.
18. To distribute among the members of the company, in special, on winding up any property of the company and in particular - shares, debenture stocks or other securities of other companies belonging to the company subject to the provisions of the Companies Act.
19. To remunerate any person, firm or body corporate rendering services to the company either in cash, or by allotment of shares or securities of the company paid in full or part or otherwise.
20. To pay for any property or rights acquired by the company either in cash or fully or partly paid up shares, or by issue of securities, or partly in one mode and partly in another, and generally on such terms as the company may think fit.
21. To pay all costs, charges and expenses incurred in or incidental to the promotion, formation and registration of the company and the issue of its capital including any underwriting or other commission, brokers fees and charges and remunerate any person, firm or company.
22. To appoint attorneys for and on behalf of the company and to execute the necessary powers to the said attorneys to act for and in the name of and on behalf of the company, and to revoke all or any of such persons and appointments as may be deemed expedient.
23. To undertake, research, develop and apply for, purchase or otherwise acquire patents, trademarks, secret processes, formulate methods, designs, blue prints, drawings and other technical and commercial data with respect to the products within the scope of the company and to enter any agreements with any person, firm or company, whether domestic or foreign, to obtain any right, privileges, licenses and concessions regarding the patents, trademarks and other information as aforesaid.
24. To train and pay for the training in India or abroad of any of the companies employees or persons to be employed by the company all in furtherance of company's objects.
25. To invest any moneys of the company not immediately required for the purpose of the business in investment or securities as may be expedient.
26. To give credit on such terms as may seem expedient to customers and others having dealings with the company.
27. To borrow or raise or secure the payment of money by mortgage or by issue of debentures or debenture stock, perpetual or otherwise, from any bank, Financial Institutions or in such other manner as the company shall think fit and for the purpose aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, collaterally or further to secure any securities of the company by a trust deed or other assurances.

28. To draw, make, accept, endorse, discount, execute, issue and negotiable Bills of Exchange, Promissory Notes, Bill of Lading, Warrants, Debentures and other negotiable or transferable Instruments.
29. To procure recognition of the company in any place outside India.
30. To form, incorporate or promote any company or companies having amongst its or their objects, the acquisition of all or any of the assets or control or management of the company or any other objects which in the opinion of the company might directly or indirectly assist the company in the management of its business or the development of its properties and to pay at or any of the cost and expenses incurred in connection with any such promotion, registration or incorporation and to remunerate any person, firm or company in any manner the company shall think fit for services rendered in obtaining subscriptions for placing or assisting to place or to obtain subscriptions for any shares, debentures, obligations or securities of such other company.
31. 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, pension, allowances or emoluments to any person who are or were the Directors of the company and to establish or subscribe to or subsidize any institution, association, club or funds calculated to benefit or to advance the interest or to promote the well-being of any such persons, and to make payments to or towards medical expenses or insurance of any such person or persons as aforesaid.
32. To provide housing, educational, recreational and other amenities and facilities for directors, employees, workmen and such other persons as the companies may seek expedient and to grant compensation/gratuities or other aid to any person or persons who may have served the company or to their wives, children or other relatives and to make payments towards insurance and to form and contribute to provident fund and other benefit funds established for the employees of the company.
33. To make any payment, support or subscribe to any charitable or public Institutions, 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.
34. To do all or any of the above things either as principals, agents, or otherwise either along or in conjunction with other and by or through agents sub-contractors or otherwise.
35. To subscribe, contribute, spend or guarantee money for any national benevolent, public, or general useful object or fund or for any exhibition or festival.
36. To organize, support, encourage or undertake and spend for any activity in India for any social, educational or cultural cause intended to benefit the people of the country or any area thereof in general and backward classes and backward areas in particular.
37. To stand guarantors, and surely or answerable for the debts or default of any person, firm or company arising on contracts for payment or repayment of moneys or loans, or the fulfillment of any obligation or performances by any such person, firm or company, including that of any subsidiary company, and to give guarantee/indemnity of any/all descriptions.

38. To open a bank account with any Commercial Bank and operate the same and avail any type of credit facility required by the company.
39. To promote any subsidiary company that will be in the interests of this company.

(C) The Other Objects of the company not indicated in 'A' and 'B' are:-

1. To act as consultants and advisers to any person, firm, association concern, company or corporation, on problems of finance, Investments, management, technical, industry, trade, commerce and business.
 2. To carry on business of carriers and warehouse men and forwarding agents.
 3. To import, export, buy, sell or deal in all kinds of goods.
- (IV) The liability of the members of the company is limited.
- (V) The share Capital of the company is Rs.10,00,00,000 (Rupees Ten Crores only) divided into 4000000 Equity Shares of Rs. 25/- (Rupees Twenty Five only) each with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the regulations of the company with power to increase and reduce the capital of the company into several classes and to attach thereto respectively such preferential, qualified or special 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 provided by the regulations of the company.