

Form No. INC-33

e-MOA (e-Memorandum of Association)

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]



Form language

☒ English

☐ Hindi

Refer instruction kit for filing the form

All fields marked in * are mandatory

* Table applicable to company as notified under schedule I of the Companies Act, 2013

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

A - MEMORANDUM OF
ASSOCIATION OF A COMPANY
LIMITED BY SHARES

Table A/B/C/D/E

1 The name of the company is

IONEOSYS TECHNOLOGIES
PRIVATE LIMITED

2 The registered office of the company will be situated in the State of

Uttar Pradesh

3 (a) The objects to be pursued by the company on its incorporation are:

Other information technology
and computer service activities
n.e.c

1. To carry on the business
of Software designing,
development, customisation,
implementation, maintenance,
testing and benchmarking,
designing, developing and
dealing in computer software
and solutions, and to import,
export, sell, purchase, distribute,
host (in data centers or over the
web) or otherwise deal in own
and third party computer
software packages, programs
and solutions, and to provide
internet / web based
applications, services and
solutions, provide or take up
Information technology related
assignments on subcontracting
basis, offering services on-site/
offsite or through development
centers using owned /hired or
third party infrastructure and
equipment, providing solutions/
Packages/ services through
applications services provider
mode via internet or otherwise,
to undertake IT enabled services

like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.

2. To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

3. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e- commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

4. To carry on the business of providing outsourcing services for all processes, sub Processes,

transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

(b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To acquire, store, purchase, sell, distribute export, import, any kind of merchandise, machinery, appliances, goods, or articles which may directly or indirectly be dealt with in or pertain to the business as may conveniently be carried on with the aforementioned business of the company.
2. To enter into contracts, agreements and arrangements with any other company, firm, trust, Government or Local authority, society, organization, institution, authority, Body Corporate, concern, association of persons or individual that may be required for or conducive for the attainment of the objects of the Company for the purchase, sale and supply of goods, merchandise, stocks, shares,

securities, movable articles and things or otherwise and to provide consultancy services of all types to them on such terms and conditions as the Board of Directors deem fit from time to time and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.

3. To apply, approach, purchase, tender, auction, hold, protect, prolong, work, use or to otherwise acquire, renew or dispose of in any part of the world any patents, copyrights, trade secrets, secret processes, information, know-how, formulas, inventions, trademarks, monos, licenses, concessions and the like, conferring any absolute exclusive, non-exclusive, limited, temporary or permanent right to use or work the same or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem beneficial to the company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account, the property, rights, or information so acquired, and to expand money in experimenting upon, testing or improving or seeking to improve any such patents, inventions, rights or information as aforesaid which the company may acquire or propose to acquire.

4. To advance money with or without securities to such companies, firms or persons, and on such terms as may seem expedient and in particular to the clients and others having dealings with the Company and to guarantee the performance of contracts by any persons, firms or companies, provided that, the Company shall not carry on the Banking business as defined under the Banking Regulation Act, 1949.

5. To establish, settle, promote, form, undertake or to

execute any public charitable or welfare trust for the benefit of employees, exemployees, directors, their dependants and general public or for the development and advancement of any activity in the field of education, healthcare, public welfare, science for their benefit.

6. To amalgamate, merge, compromise and collaborate with and to takeover any Company, Partnership Firm whether registered or not, Association of Person, Society, Trust, Undertaking, Body Corporate having similar objects or to enter into Partnership, Joint Venture or other arrangement, reciprocal concession with any person or company, firm or other organization and undertaking whether registered under any Act such as Companies Act, 2013, LLP Act, Partnership Act, Societies Registration Act or any other act or not.

7. To apply for, promote, obtain, and protect the intellectual property of the company and to deal in any patent, patent right, copyright, trademark, formulas, designs, licenses and concessions conferring any right.

8. To enter into technical collaboration agreement with the foreign companies having same or relative object as that of the company and to obtain or render technical support through the respective expertise in the field of construction, enter into knowhow, patent agreements with the foreign companies.

9. To incorporate, float, form, constitute and promote any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this company, or for carrying on any business which this company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit this company and to incur, pay or reimburse the expenses in connection therewith, including preliminary expenses, brokerage

or commissions.

10. For the purpose of investment, to acquire by purchase, lease, exchange, rent, auction or otherwise lands, buildings and hereditaments of any size, tenure or description and any estate or interest therein and any rights connected with lands so situated and to turn the same to account as may be deemed expedient and in particular by laying out, developing or assisting in developing and preparing land by constructing, decorating, furnishing and maintaining office, flats, services, flats, houses, hotels, restaurants, guest houses, bungalows, chwals, factories, warehouses, shops cinema houses, buildings, works and conveniences and by consolidating or connecting or subdividing properties for leasing, letting or renting, selling outright or by installments on ownership, hire purchase basis or otherwise and /or disposing of the same on any other terms and conditions.

11. To purchase, sell, subscribe, underwrite, acquire, invest, exchange, take up, hold, or otherwise to deal in shares, stocks, bonds, debentures, warrants, entitlements, premium notes, obligations or securities issued or guaranteed by the companies, corporations, mutual funds, government undertakings, government authorities, banks, financial institutions, foreign institutional investors, foreign companies, or by any other body or authority in India or abroad either by original subscription, tender, conversion, offer, renunciation, purchase or otherwise and to subscribe for the same either conditionally or unconditionally and to guarantee the subscription thereof and to exercise, enforce and enjoy all rights and powers conferred by or incidental to the ownership thereof.

12. To invest and deal with surplus money of the company in shares, securities, fixed deposits

or in deposit with banks or otherwise in such manner as the board of Directors may think fit and from time vary, transfer and realize such investments.

13. Subject to the provisions of Companies Act, 2013 and its Rules, RBI Act and its rules, SEBI Act, Rules and its Guidelines, as the case may be, to borrow, raise, secure, invite, promote undertake and accept the payment of moneys as deposit, loan or advance with or without interest, secured or unsecured, conditional or unconditional or in such other manner as the directors may, in their absolute discretion, deem fit, and in particular by the issue of debentures, bonds, debenture stocks, commercial papers or other securities whether convertible or non convertible, on mortgage, pledge or charge on the whole or any part of the property, assets, revenue and profits of the company, including its uncalled capital, by special assignment or otherwise, and to purchase, redeem, pay off or discharge any such securities.

14. To accept, invite, promote, raise, secure, borrow, undertake, otherwise to negotiate loans, underwriting contracts, mortgages, leases, equity participations, cash credits, letters of credit, guarantees, obligations, commitments, overdrafts and other financial facilities from banks, financial institutions, leasing companies, government or semi-government bodies, companies, firms, individuals, societies, associations, bodies corporate, and other entities.

15. To sell, transfer, lease, let on hire, dispose of or exchange any undertaking, division, branch, property, right, claim, or other beneficial interest of the company or any part thereof for such consideration as the company may think fit and to take or hold mortgages, liens, sureties or secure payment of the sale price, or any unpaid balance of the sale price of any part of the

company's property of any kind sold by the company, or any money due to the company from the buyers.

16. To acquire or issue and use, deal in, and pledge, mortgage, transfer, assign, sell or negotiate mercantile documents of every kind and description, and without prejudice to this generality, to draw, make, accept, endorse, discount, execute, issue and assign cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts and other negotiable or transferable instruments or securities and to purchase, sell, endorse and surrender for renewal any government promissory notes or government war loan bonds or other securities of the Government of India or any other government.

17. To adopt such means for making known the business and / or products of this company or any company in which the company is interested as its principal agents, representatives or in any other way by advertisements and publicity in press, periodicals, magazines; through corner slides and films; by issue of circulars, posters, calendars, show cards, playing cards, gifts, complementaries, hoardings; by radio programmes and TV programmes; by exhibitions, sponsorship of games, sports activities, cultural or other programmes; by publications of books & periodicals; by purchase and exhibition of works of art or interest by granting prizes, rewards and donations or in any other manner as the Board of Directors may think fit.

18. To apply for, approach, obtain, hold, renew, protect, defend, prolong, procure and manage any recognition in India or abroad in any establishments, authorities, Chamber of Commerce, institutions, organizations, trusts, associations, councils, chapters, clubs or other entities whether

belonging to government, semi-government, local authorities, public bodies, private persons or otherwise for the purpose of standardization of quality, know-how, formulas, exports, imports, quotas, rights, entitlements and other benefits as are conducive for the attainment of the objects of the company.

19. To pay for any property, rights, services or benefits acquired by the company either in cash or by the allotment of fully or partly paid up shares of the company with or without preferential rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue or partly in one mode and partly in another on such terms and conditions as the company may determine from time to time.

20. To create any type of mortgage or charge on the whole or any part of the undertaking, properties, stocks / investments / rights, titles of the company, both present and future and on any uncalled share capital of the company, both present and future and on any uncalled share capital of the company, and to create, issue, make and give debentures, debenture, stocks, bonds or other securities and obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of the items aforesaid.

21. To pay, reimburse or give credit for all costs, charges and expenses out of the funds of the company which are incidental to the promotion, formation, registration and establishment of the company as are incurred by the promoters in its preliminary or pre-incorporation stage and, alternatively, to issue shares against such expenses as may be decided by the Board of Directors from time to time.

22. To insure the company fully or partly against any losses, damages, risks, accidents and

liabilities of all kinds which may affect it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, articles, guarantees, & obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurances from time to time.

23. To make donations, charities and contributions to individuals, firms, companies, trusts, institutions, welfare funds, national relief funds, hospitals, recognized political parties, either in cash or in kind, of such sums as may be allowed by law and, in particular, to remunerate any person, company, firm, body, association, or corporation introducing business to this company and also to subscribe and contribute to religious, political, benevolent, national, public, cultural, educational or other institutions, funds or trusts established for the benefit of the employees, ex-employees (including directors) business associate or their dependents and relatives, or for the general public.

24. To design, develop, promote, launch or establish Application Software, websites or portals to provide own information to general public and its members for the promotion of business and commerce under one or more domain names.

25. To provide for the welfare of directors or employees or ex-employees of the company and the wives, widows and families or the relatives of such persons by building or contributing to the building of houses, flats, quarters, chawls or by grants of loans, pensions, gratuities, allowances, bonuses, or benefits any other payments or by creating and from time to time subscribing or contributing to provident fund, pension funds, super annuation funds and other associations and institutions,

profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of recreation, educational institutions, hospitals, dispensaries, health centres, resort houses, guest houses, holiday homes, and to maintain and grant scholarship money to any person for higher studies and education India and elsewhere in the world, and to support exhibitions, demonstrations, clubs, societies, and other assistance as the company shall

think for from time to time.

26. To refer, or agree to refer, to arbitration the matter related to any claim, demand, dispute, or for any other question raised by or against the company, or in which the company is directly or indirectly interested or concerned, and to do all acts, deeds, matters and things to carry out and enforce the award.

27. To create depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for redemption of redeemable preference shares, debentures, bonds or other securities; or for equalisation of dividends; or for repairing, improving, extending and maintaining any part of the property of the company or for any other purpose conducive to the interest of the company.

28. To secure, promote, organize, manage or enter into collaboration agreements in all its branches with any person, firm, partnership firm, company, corporation, authority, body or other entity in India or abroad to acquire technical knowhow, buy back arrangement, procurement of capital goods, financial assistance, training and development or for any other purpose whatsoever and subject to the law in force pay such commission, fees, royalty or other charges as may be agreed from time to time.

29. To open bank accounts in India or abroad with any

schedule, co-operative, nationalized, private or foreign banks of all descriptions, applications and uses and to operate, draw, accept, make, endorse, execute, issue discount, negotiate and transfer promissory notes, hundies, bills of lading bills of exchange, obligations, acceptances, commitments and other negotiable or transferable instruments in connection with the business of the company.

30. The company may from time to time invite, accept receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the members, shareholders or from any other person for all or any of the objection of the company with or without any special conditions, provided such conditions attached are not inconsistent with or derogatory to any of the objects of the company; subject to any such conditions as aforesaid, all such gifts, donations, contributions, grants, offerings, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming part of the properties of the company and be applied accordingly; the directors shall, at their absolute discretion, be entitled to decide whether they shall invite or accept any such gifts, donation, grant, offering, contribution, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.

31. To arrange, manage, promote, motivate, subsidize and organize training programmes for the employees, trainees and apprentices at all levels as may be conducive to the interest of the company and for the purpose to establish training centres, to organize and hold seminars, conferences, workshops, study meetings,

group discussions, written tests, lectures, practical training, demonstrations and other devices in India or elsewhere in the world and for the purpose to incur recurring and non-recurring expenses as may be necessary from time to time.

32. In event of winding up, subject to the provision of the Companies, Act, 2013, or any other law for the time being in force, to distribute or dispose in specie or otherwise as may be resolved, or ordered by court of law any movable or immovable properties or assets of the company or including the shares, or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the company to contributories, shareholders, members, creditors and to such other persons who are entitled to receive any claim in the event of winding up of the company.

33. To incorporate, promote, establish, form, run, support, subsidize, manage and float, societies for the purpose of providing loans and advances with or without concession or subsidy including housing loans, festival loans, educational loans, marriage loans, vehicle loans, equipment loans for providing commodities, company's products, provisions, cloths on concessional basis or otherwise; for promoting savings and deposits and for such other purposes and activities as may be approved by the company from time to time.

34. To undertake, carry out, promote, sponsor, assist, manage, organize, cooperate, encourage and care publications of any books, literature, newspapers, magazines, newsletters and bulletins in any language on any subject, and to organize lectures, conferences, seminars, workshops, training programmes, to give merit awards, scholarships, grants, prizes and loans or any other assistance to deserving students

of academic pursuits for researches; to establish competitions in respect of contributions or information suitable for insertion in any publication so f the company or otherwise for any of the purposes of the company and to do all incidental acts and things necessary for the attainment of the subjects of the company.

35. To levy, charge, impose, recover or other wise to bill and collect interest, fees, commission, commitment charges, service charges for any technical knowhow, for financial and industrial consultancy services or for providing any sort of facilities, licenses, trademarks, franchise, permission, brand name, copyright , patent or any other sort of services in all its branches whatsoever and to impose, charge and recover such fines for breach, infringement, default and violation of such arrangements as may be stipulated from time to time.

36. To establish branches, franchises, departments, office, showrooms, parlors, retail counters, service centers and other networks such as subletting in India or abroad for the purpose of the business of the company and to run, maintain or discontinue such establishment as may be necessary from time to time.

37. To receive grants, subsidies, contributions, donations, loans, advances or other moneys or deposits of whatsoever nature form state government, central government, foreign government and bodies, banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the company or for such other purpose as may be directed by the donor and to do all such acts and things as may be necessary for the said purpose.

38. To appoint, remunerate and remove any directors, trustees, employees, executives,

experts, consultants, advisors and retainers for the business of the Company and to depute any of the representatives, Directors or other employees of the Company to any part of India or abroad for the purposes of promoting and conducting more profitably all or any of the businesses of the company.

39. To adopt all pre-incorporation contracts entered into by the promoters with any person on behalf of the company by way of ratification or substitution and to remunerate any person or company for services rendered or to be rendered to the company for the formation or promotion of the company or for the acquisition of any property, license, letter of intent, allotments, knowhow or similar things by the company.

40. To incorporate, float, promote, constitute or form any subsidiary company or companies or to make any existing company as the subsidiary of the company for the purpose of carrying on any business or branch of a business which the company is authorized to carry on or not, and to enter into any arrangement with such subsidiary company for sharing profits and losses of any business or branch of business as carried on, or to make any other arrangement which may seem conducive with reference to any business so carried on, including power at any time to close any such branch or business.

41. To issue new equity shares, debentures, premium notes, bonds, stocks, or any other securities in lieu of services rendered by brokers, commission agents, underwriters, merchant bankers, advisors, and to pay for any business and rights and property rights and privileges acquired or agreed to be acquired by the company and to satisfy and such other obligation of the company in the aforesaid manner.

42. To approach, apply, purchase, promote, obtain, or

otherwise acquire and to get transferred any act, charter, privileges, concession, quota, license, facilities or authorization from any government, semi-government, local authorities, public sector undertakings, companies, or other bodies, any order or authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for effecting any modification of the company's constitution or for any other purpose which is directly or indirectly beneficial to the company.

43. To promote, encourage, motivate and undertake formation and establishment of business pools, combines, syndicates, associations or clubs as may be considered to be conducive for the advancement of the profits and interests of the company.

44. To provide guarantees, counter guarantees, third party guarantee or to stand as surety for the payment of money, secured or unsecured, obtained by the company from banks, financial institutions, mutual funds, public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of promissory notes, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations, banking facilities, instruments and securities of any such entities as aforesaid.

45. To let out or rent, on hire, lease, license or otherwise dispose of any property, rights, ways, works, privileges, titles, licenses, hereditaments, plants, machineries, trademarks, of the company absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis, in India or elsewhere and to receive rent, charges, royalties, fees, discounted values, lump sum

deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the company from time to time.

46. To Institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out execution, to enter into agreement of reference arbitration and to enforce and where need be, to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.

47. To issue fully paid up bonus shares to the members and shareholders of the company by way of capitalization out of the balances standing to the credit of securities premium account, general reserve, or such other reserves subject to such consents and approvals as may be necessary as per the laws, rules and regulations prevailing in the country from time to time.

48. To indemnify officers, Directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done by them for and in the interest of the Company of any loss, damage, or misfortune which shall happen in execution of the duties of their office or in relation thereof.

4 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.

The liability of the member(s) is limited

The liability of the member(s) is Unlimited

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among

themselves), such amount as may be required, not exceeding * rupees.

(iii) The share capital of the company is rupees, divided into

Equity Share	Shares of	10	Rupees each		100000
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6

- ☒ 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 we respectively agree to take the number of shares in the capital of the company set against our respective names:
- ☐ I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:
- ☐ 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:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	RAVI KUMAR SINGH Arara, Arara Bharsar, Ballia Ballia Uttar Pradesh 277401 NA India	06709756	7000 Equity,0 Preference		08/05/2023
2	MAHAK RADHACHAL GURUNANK ROAD B.P. COLONY CIVIL LINES RAMPUR Uttar Pradesh 244901 NA India	07217412	3000 Equity,0 Preference		08/05/2023
Total shares taken			10000 Equity,0 Preference		

Signed before me

Membership type of the witness (ACA/FCA/ACS/FCS/ ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
ACS	NEHA GUPTA	OFFICE NO. -205, LOTUS TOWER, F-06, VIJAY BLOCK, LAXMI NAGAR, DELHI-110092 (PRACTISING COMPANY SECRETARY)	42443		08/05/2023

7 Shri / Smt

Of

resident of

aged

years shall be the nominee in the event of death of the sole member.