

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
***MAJESCO LIMITED**

- I. The name of the Company is * **MAJESCO LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra. i.e. within the jurisdiction of Registrar Of Companies, Maharashtra at Mumbai.
- 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 carry on the business of manufacturers, distributors, importers, exporters, assemblers, installations, maintainers, repairers of and dealer in computers and computers peripherals and storage media being tape, drives, printers, video terminals, consoles, floppy disk drives hard disk drives, on line data entry systems, modems, acoustic, couplers, computer and tele-communication data network equipment and punches, voice recognition/ input/ output peripherals, microprocessors chips, mother board, circuit cards and printed circuit boards, floppy diskettes, hard disks, magnetic tapes, cards, continuous stationery paper, tape, cathode ray tubes, computers and peripherals cabinets and any other computer memory or peripherals equipment or storage media currently in use or to be invented/ developed/ utilized at any time in the future and also to purchase, develop, sell, export or otherwise deal in goods, products, articles or things and computer software and hardware including electronic equipments, programmes, systems, data and other facilities relating to computer operations and data processing equipment and business of Information Technology enabled services and all other related activities.
2. To undertake and carry on the business of leasing of immovable and movable properties of all kinds and description and right, title and interest therein, equipment leasing and leasing of all kinds of goods required for consumption or for commercial, industrial or business use or for any purpose whatsoever, to purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices, workshops and other things found necessary or convenient for the purpose of the company, to manage, land, building and other property both movable and immovable whether belonging to the company or not, and to collect rents and incomes and to supply to tenants, users and occupiers attendants, servants, waiting rooms, reading rooms and other conveniences and other services as may be necessary.
3. To invest moneys of the Company (including the moneys not immediately required) in subsidiaries in such manner as may be determined from time to time and to invest, acquire, subscribe, purchase, hold, sell, mortgage, pledge, endorse, discount, assign, divest or otherwise deal in any securities, hybrid securities, commercial papers, Government securities/ bonds, fixed deposits, units of mutual funds or instruments of any kind or description for strategic purposes or otherwise, whether in India or abroad.

**As per the Scheme of Arrangement approved by Hon'ble High Court of Mumbai, Maharashtra and the Hon'ble High Court of Gujarat vid. Dated 30th April, 2015, the name of the Company has been changed from Minefields Computers Limited to Majesco Limited.*

**The Board of Directors of the Company has recommended alteration of Object Clause of Memorandum of Association of the Company at its meeting held on May 15, 2019, subject to the approval of Members of the Company by way of Special Resolution at ensuing Annual General Meeting of the Company scheduled to be held on August 6, 2019.*

Vaivika Restogi



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

1. To enter into agreement, contract for, undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, brochures, reports, materials, articles and things belonging to any other company or firm, institution or person or persons, by means of delivery by hand or otherwise.
2. To negotiate loans, to draw, accept endorse, discounts, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
3. To receive money, securities and valuable of all kinds on as may be expedient.
4. To give any guarantee or indemnity for the payment of money or the performance of any obligations undertakings.
5. To borrow or raise money and secure and discharge any debt or obligation binding on the company in such manner as may be thought fit, and in particular by the mortgages of the undertaking and all or any of the immovable or movable property (present or future) and the uncalled capital of the company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture-stock, perpetual or otherwise, or other securities of any description.
6. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.
7. To give guarantees and carry on transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares.
8. To purchase, take on lease or in exchange, hire or otherwise howsoever acquire may immovable or movable property, patents or licenses rights and privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, tenements, buildings and casements and to sell, lease or otherwise dispose or grant right over any immovable property belonging to the company.
9. To develop and turn to account any land acquired by the company or in which it is interested and in by laying on and preparing the same for building purposes, constructing, altering, pulling down decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming cultivating and letting building on lease and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
10. To undertake and execute and trusts and also to undertake and execute the offices of executor of will of any deceased persons, trustees for debentures holders or debenture-stock holders of any company and of receiver, treasurer, to appoint trustees, to hold securities on behalf and to protect the interests of the company.
11. To obtain any provisional order or act of the government for enabling the company to carry any of its objects into effect or for effecting any modification of the company's constitution.
12. To open current or other accounts with any banks, pay money into and draw money from such accounts.



Anika Rastogi

13. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition, with any individual, person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
14. To enter into any arrangements with any Government or authorities that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such government or authority, any rights privileges, licenses and concessions which the company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concession.
15. To distribute any of the company's property among the members in specie subject to the provisions of the companies act in the event of winding up.
16. To form, promote, subsidize, organize and assist or aid in forming promoting, subsidizing, organizing or aiding companies, syndicates, or partnerships of all kinds, for the purpose of accepting and undertaking any property and liabilities of this company, or for advancing directly or indirectly the objects thereof, or for any other purpose which the company may think expedient.
17. To acquire, purchase, take over and/or amalgamate business of companies which under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the company: to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreement with the object of acquisition of such undertakings, and / or business.
18. To invest the surplus funds of the company from time to time in Government securities or in any other including bills of exchange, acceptance as may from time to time be determined by the Directors and from time to time to sell or vary all such investment and to execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
19. To provide for the welfare of the employees or ex-employees of the company and wives, widows and families of the dependents of such persons by grant to money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and other payments or institutions, trusts, and by providing or subscribing towards medical or other attendance and other assistance as the company may think fit and to subscribe to or to contribute or otherwise assist to charitable, benevolent, national and or to other institutions or objects.
20. To procure the recognition of the company under laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.
21. To pay all costs, and expenses incurred or sustained in or about the promotion, incorporating and establishment of the company, or which the company shall consider to be preliminary out of the funds of the company.
22. To establish competition in respect of contributions or information suitable for insertion in any publications of the company, or otherwise for any of the purposes of the company, and to offer and grant prizes, rewards and premium of such character and on such terms as may be seem expedient.
23. To provide for and furnish or secure to any members or customers of the company or to any subscribers to or purchasers or possessors of any



Julika Pastori

publication of the company or of the coupons or tickets, issued with any publications of the company any conveniences advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.

24. To refer to or agree to refer my claims, demand, dispute or any other question by or against the company or in which the company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the company and third parties to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
25. To apply for, promote, and obtain any statute, order, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the company and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
26. To sell, dispose of, or transfer the business, property and undertakings of the company, or any part thereof for any consideration which the company may seem fit to accept.
27. To receive money on deposit at interest or otherwise for fixed periods, and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporations having dealings with company. The company shall not carry on any business of banking as defined by the Banking Regulation Act, 1949, or any statutory modifications thereof.
28. To take part in the formation, supervision or control of the business or operations of company or undertaking and to that purpose act as an issue house, registrars and share transfer agents, financial advisers or technical consultants or in any of the capacity and to appoint and remunerate any Directors, administrators or accountants or other experts / agents.
29. To carry on the business of promoting, building, operating, developing, leasing of software parks, infrastructure for Information Technology, Information Technology enabled services and all other related activities.
30. To act as management consultants, and to provide advice, services, consultancy in various fields general administrative, commercial legal, economic, labour, industrial and public relations, scientific technical, direct, and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
31. To acquire, lease or lend sophisticated machineries such as computers, tabulators equipments, addressing machines and other equipments and leasing or lending such equipments for providing services of these machines to various clients.
32. To carry on all or any of the business of printers, stationers, lithographers, type foundry, stereotypers, photographic printers, photo-lithographers, chromelithographers, engravers, diesinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publisher, advertising agent, engineers and dealers in manufacturers of any other articles or things or any of them or concerned therewith.
33. To carry on the business of purchase and sale of movable and immovable properties of all types, including land (agricultural and non-agricultural), building, house, flats, bungalows, shops offices, showrooms and godowns.
34. To acquire, lease or lend or provide on hire purchase basis plant and machinery for manufacturing enterprises and leasing or lending such plant and machinery for providing services to various clients.

Vaika Pastor



35. To carry on business as general merchants and traders in goods and commodities, on ready or forward basis, commission agents, buying and selling agents, brokers, importers, exporters and to act as manufacturer's representatives.

II. The liability of the Members is limited.

- ** V (a) "The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.5 (Rupees Five) each."
- (b) The minimum Paid up Capital of the Company is Rs. 5,00,000/- (Rupees Five Lac only).

*** The above clause V (a) altered by Members of the Company in Extra-Ordinary General Meeting held on January 11, 2018.*

Vanka Rastaj 

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

| Name, address, Description and occupation of subscriber | No. of shares taken each subscriber | Signature of Subscriber | Signature, Name Address description and occupation of witness. |
|---|--|-------------------------|--|
| <p>1. Mr. Mandar Hatkar S/o Mr. Hiraji Hatkar Add:- ol Building No. 28/21, 2nd floor, Room no. 79, 5th Kumbharwada, Mumbai- 400004.</p> <p>Occupation:-Service Individual</p> | <p>5000/- (Five Thousand Only)</p> | Sd/- | <p>Witness for Both Hemant & company Hemant Sundardas Toprani S/o Sundardas Jivandas Toprani E/ 704, Mahavir Darshan, Charkop Sector no. 2, Kandivali (west) Mumbai- 400067. Individual- Practicing Company Secretary.</p> |
| <p>2. Pratik Rohit Toprani S/o Rohit Toprani Add:- 23/820, Tilak Nagar, Chembur, Mumbai- 400089</p> <p>Occupation:- Service Individual</p> | <p>5000/- (Five Thousand Only)</p> | Sd/- | |
| Total | 10000/- (Ten Thousand) | | |

Mumbai dated this 20th day of May, 2013.

Vaivika Rastogi

