



सत्यमेव जयते

**Government of India
And
Government of Maharashtra
Form GST REG-25**

Certificate of Provisional Registration

1.	GSTIN	27AAMCA6506E1ZR
2.	PAN	AAMCA6506E
3.	Legal Name	ADJM TECHNOLOGIES PRIVATE LIMITED
4.	Trade Name	ADJM TECHNOLOGIES PRIVATE LIMITED
5.	Registration Details under Existing Law	
	Act	Registration Number
(a)	TIN under Value Added Tax	27111074502v
(b)	Central Sales Tax Registration Number	27111074502c
(c)	Service Tax Registration Number	aamca6506esd001
(d)	Corporate Identity Number / Foreign Company Registration Number	u72300mh2014ptc254815
Date	28/06/2017	

This is a Certificate of Provisional Registraion issued under the provisions of the Act.



भारत सरकार
Govt. of India
सूक्ष्म, लघु और मध्यम उद्यम मंत्रालय
MINISTRY OF MICRO, SMALL & MEDIUM ENTERPRISES

MSME
सूक्ष्म, लघु और मध्यम उद्यम
MICRO, SMALL & MEDIUM ENTERPRISES



उद्योग आधार



Udyog Aadhaar



D

Type of Enterprise	Micro	Small	Medium
Manufacturing	A	B	C
Services	D	E	F
UAM No.	MH19D0070937		

Udyog Aadhaar Registration Certificate

Udyog Aadhaar Number: MH19D0070937
Name of Enterprise: ADJM TECHNOLOGIES PRIVATE LIMITED
Location of Plant Details:

SN	Flat/Door/Block No.	Name of Premises/Building Village	Road/Street/ Lane	Area/Locality	City	Pin	State	District
1	No. 214/214A	2nd Floor, Rizvi Chambers	Hill Road	Bandra West	Mumbai	400050	MAHARASHTRA	MUMBAI CITY

Official Address of Enterprise: NO.214/214A, 2ND FLOOR, RIZVI CHAMBERS, HILL ROAD, BANDRA WEST
District: MUMBAI CITY State: MAHARASHTRA PIN: 400050
Mobile No: 9930983994 Email: anand.mistry@adjm.in

Date of commencement: 18/09/2014

Major Activity: SERVICES

Enterprise Type: Micro

Previous Registration details-if any: ::

National Industry Classification Code

SN	NIC 2 Digit	NIC 4 Digit	NIC 5 Digit Code	Activity Type
1	43 - Specialized construction activities	4321 - Electrical installation	43212 - Installation of telecommunications wiring, computer network and cable television wiring, including fibre optic, satellite dishes	Manufacturing
2	59 - Motion picture, video and television programme production, sound recording and music publishing activities	5914 - Motion picture projection activities	59141 - Motion picture or video tape projection in cinemas, in the open air or in other projection facilities	Services
3	71 - Architecture and engineering activities; technical testing and analysis	7110 - Architectural and engineering activities and related technical consultancy	71100 - Architectural and engineering activities and related technical consultancy	Services

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MyMsme Mobile App (Beta Version) is available now for download. <https://play.google.com/store/apps/details?id=msme.mysmsme>





सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U72300MH2014PTC254815

2013 - 2014

मैं एतद्वारा सत्यापित करता हूँ कि पंजीकृत

ADJM TECHNOLOGIES PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक इककीस मार्च दो हजार बीस चौदह को मुंबई में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U72300MH2014PTC254815

2013 - 2014

I hereby certify that ADJM TECHNOLOGIES PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Mumbai this Twenty First day of March Two Thousand Fourteen.

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

*Note: The corresponding form has been approved by Aya Jayant Pyarelal, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2008. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राणार का पता :

Mailing Address as per record available in Registrar of Companies office:

ADJM TECHNOLOGIES PRIVATE LIMITED

A-5, PURSHOTTAM NAGAR, JARIMARI TEMPLE ROAD, BANDRA(WEST),

MUMBAI - 400050,
Maharashtra, INDIA



THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ADJM TECHNOLOGIES PRIVATE LIMITED

- I. The name of the Company is **ADJM TECHNOLOGIES PRIVATE LIMITED**.
- II. The Registered office of the Company will be situated in the State of Maharashtra i.e. within the Jurisdiction of the Registrar of Companies Maharashtra at Mumbai.
- III. The object for which the Company is established are :-

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business such as buyer, sellers, suppliers, traders, merchants, importers, exporters, manufacturers, distributors, hire purchaser, dealers, brokers, sub-brokers, stockiest, commission agents, service provider for design, supply installation & maintenance, let on hire/ commission/ service charges/ rent of all & any kinds of audio visual equipments, computer systems, computer hardware, software & networking solutions, telecommunication & video conferencing equipments, video walls, LED displays, sound systems, projectors, equipments relating to T. V, serial/ movie editing, equipments relating to e-commerce, cameras, all types of electronic goods & attachments and spare parts and accessories of all above mentioned equipments/ goods and the business of repairs & maintenance, other related support services and consultancy services thereof.

B. Matter which are necessary for furtherance of objects specified in clause III(A) are:-

2. To develop, design, buy, sell, import, export and deal in audio video system and automation, sound and lighting system, networking & software solutions, software packages, video and audio equipments and to carry on business through internet and also to develop, assist in development of business solution activities, develop web site on contract/ sub contract/ job work basis and to deal in and develop portals and other internet related products and services in India and abroad and to develop and provide software and hardware solutions in the business and non business field.

3. To design, invent, prepare, own, make use of, lease, or otherwise dispose of or to license or otherwise authorize others to engage in and, generally, to deal in and with computers data processing machines, types, cards, memory equipments or any other equipments and material of every kind and description useful in connection with business.
4. To carry on the business of an investment company (other than business of NBFC) and to underwrite, sub underwrite, to invest in, and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds units, obligations and securities issued or guaranteed by Indian or foreign Governments, State, Dominions, Sovereigns, Municipalities, or Public Authorities or Bodies and shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued and guaranteed by any company, corporations, firms or persons whether incorporated or established in India or elsewhere.
5. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
6. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as an Secretaries, Financial Advisers or Technical Consultants or in any other capacity and to appoint and remunerate any directors, administrators or accountants or other experts or agents.
7. 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 the Company. The company shall not carry on any business of NBFC and Banking as defined by the Banking Companies Act, 1949, or any statutory modification thereof.
8. To invest in, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debentures, debenture stocks, bond, negotiable instruments, securities of any company, government, Public Body or Authority, Municipal and Local Bodies, whether in India or abroad. The company shall not carry on any business of NBFC and Banking as defined by the Banking Companies Act, 1949, or any statutory modification thereof.

9. To carry on the business of purchasing and letting on lease or hire in any part of India or abroad, all kinds of machinery, plants, tools, jigs and fixtures, agricultural machinery, ships, trawlers, vessels, barges, automobiles and vehicles of every kind and description, computers, office equipment of every kind, construction machinery of all types and description, air conditioning plants, aircrafts, and electronic equipment of all kinds and description.
10. To render leasing, consultancy and advisory services to clients in the field of equipment leasing.
11. To carry on all types of selling and purchasing activities directly (both in internal and external markets on its own or as sales, purchase or commission agents and brokers) to act as service agents for providing services after sales and other technical services; to carry on business as marketing, technical consultants, both for internal and external markets.
12. To act as selling agents, sales organizers as well as consultants, agents and advisers in all the respective branches and in such capacity, to give advice and information and render services to person, firm, company or body corporate or authority or government, which may be given or rendered, while carrying on such business as aforesaid, which may lead to or be conducive to the adoption by the constituents or principals or generally, of:
- (i) Efficient methods of effecting sales and marketing goods;
 - (ii) Economy in effecting sales and marketing goods;
 - (iii) Rendering of all services whether incidental to the above or not.
13. To open accounts with any bank or banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon the same (whether overdraft or not) as may be required for any of the objects or purposes of the Company.
14. To take over and acquire the industrial/technological license, import and export license, patent, trademark, brand, permit, property, rights, information, structures, strategies, technologies, innovations, skills, secret formula, craft and/or ideas, on a worldwide basis and to pay compensation for technical services rendered in connection therewith and to acquire and take over business of any company, partnership, individual or any other entity/party and for that purpose to enter into necessary agreements, deeds and arrangements.

15. To purchase or otherwise acquire and protect and renew in any part of the world any patents, patents rights, trademarks, designs, licenses, concessions, and the like conferring any exclusive or limited rights to their use 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 calculated directly or indirectly to benefit 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 or to expend money in experimenting upon testing or improving any such patents, inventions or rights.
16. To acquire and undertake whole or part of the business, property, and liabilities of any of the person or the company carrying on or proposes to carry on any business which the company is authorized to carry on or possessed of the property suitable for the purpose of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly benefit to Company.
17. To amalgamate or enter into partnership, or into joint agreement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any other person or company carrying on or engaged in, or about carry on or engage in any business or 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 on being conducted so as directly or indirectly benefit to Company.
18. To improve, carry on, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and/or any rights of the company.
19. To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company or carrying on any business capable of being conducted so as to directly or indirectly benefit the company.
20. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities.

21. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or Company as the case may be. The company shall not carry on any business of NBFC and Banking as defined by the Banking Companies Act, 1949, or any statutory modification thereof.
22. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
23. To apply for, promote and obtain any act of parliament, charter, privilege, concession, license or authorization of any government, state or municipality, or other 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 or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the interests of the Company.
24. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company, any rights, privileges, charters, contracts, licenses and concessions, which the company may think it desirable to obtain and to carry out, exercise and comply therewith.
25. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications or taking, placing or underwriting or producing the underwriting of shares, debentures or other securities of the company.
26. To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the Company, credited as paid up in full or in part or otherwise.

27. 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, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

28. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for the purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwriting subscribe for or otherwise acquire all or any of the shares, debenture or other securities of any such other company.

29. To sell, lease, mortgage, or otherwise dispose of the property, assets or undertaking of company or any part thereof for such consideration as the company may think fit, any in particular for shares, stock debentures, or other securities of any other company, whether or not having objects all together or in a part similar to those of the company.

30. To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to reduction of capital be made except with the sanction (if any) for the time being required by the law.

31. To act as agents or agents and as nominee/ trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world an either as principals, agents, trustees, contractors, or otherwise, and either alone or jointly and others, and either by or through agents, sub-contractors, trustees or otherwise.

32. To liaise with Judicial and quasi Judicial authorities like Courts, Department of company affairs, Income tax authorities, Reserve Bank of India and such other departments as may be required in connection with the business of the company.
33. To negotiate loans, under-writing contracts, mortgages, equity participation, cash credit, overdraft and other financial facilities from banks, financial institutions, Government and Semi Government Bodies and others, as may be required in connection with the business of the Company.
34. To promote, undertake and participate financially and otherwise, in an entity, in joint ventures or independently, in India and abroad, in association with Indian or overseas companies, either State owned or private, individuals and firms.
35. To mortgage, hypothecate, pledge all or any of the property whether movable or immovable, of any description whatsoever and other valuable securities of the company.
36. To invest and deal with the surplus moneys of the Company not immediately required in any manner as the Company may determine from time to time.
37. To borrow or raise money, other than public deposit, from any person or Bank or Company or Governments in such manner and to extent as the Company thinks fit, and in particular by the issue of debentures, or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or Company, as the case may be. The company shall not carry on any business of NBFC and Banking as defined by the Banking Companies Act, 1949, or any statutory modification thereof.
38. To establish, and regulate branches or agencies of the Company at any place in India or abroad and discontinue the same.
39. To adopt such means of making known the business in which the Company deals or is interested as may seem expedient and in particular by advertising and giving publicity to the business of the Company in all legitimate and proper way.
40. To promote, form and invest in Company (ies), in India and abroad directly or as joint ventures in association with other appropriate bodies, organizations, Companies, Individuals,

41. To form, incorporate or promote any company or companies whether in India or abroad, having objects which in the opinion of the Company could directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the cost and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in the formation or promotion of the company or the conduct of its business or in or about the promotion of any other company in which the Company may have a interest or in the issue of any securities of the Company or any company promoted by this Company.
42. To acquire by purchase or otherwise lands, buildings or any interest in immovable property for the purpose of the Company.
43. To acquire from any person, firm, body corporate or incorporate, whether in India or abroad, technical information, know-how, processes, engineering, and operating data plans, lay-out, and blue prints useful for the design, erection, operation of plant required for any of the businesses of the Company and to acquire license or any other rights and benefits in the forgoing matters and things.
44. To subscribe for, take or otherwise acquire, and hold shares, stock debentures or other securities of any other Company, Co-operative Society or Society registered under the Societies Registration Act 1860.
45. To lend, advance money or give credit to such persons or companies and on such terms as may seem to be expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any such contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities. The company shall not carry on any business of NBFC and Banking as defined by the Banking Companies Act, 1949, or any statutory modification thereof.
46. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit.
47. To act as agents, indenters or/and as trustees for any person or Company or Government and to undertake and perform subcontracts and to do all or any of the above things in any part of the world, alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
48. To collect and circulate statistics and other information relating to trade, commerce and industry.

49. To undertake and execute any trusts, the undertaking of which may seem to benefit the Company either gratuitously or otherwise.

50. To employ and pay experts, Indian and/or foreign consultants, in connection with the business of the Company.

51. To enter in to all sorts of the internal and/or external foreign collaborations, technical assistance, financial or commercial arrangements, including export, market survey, study of market conditions in India or outside India for fulfillment of any object herein contained.

52. To acquire or secure membership, act or privileges either in the name of the company or its nominee or nominees in and of any association, market, club or other institution in India or in any part of the world for the furtherance of business of the company.

53. To insure any of the persons, properties, undertakings, contracts, guarantees, or obligation or profits of the company of every nature and kind in any manner whatsoever.

54. To refer any dispute, claim or demand by or against the company to arbitrators and to secure and perform the awards.

55. To collect information from the market related to the trade, commerce and industries for the business of the Company.

56. To apply for, secure, acquire by grant, legislative enactment, assignments, transfer, purchase or otherwise and exercise, carry out and enjoy any charter, licenses, power, authority, franchise, concession, rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for and in aid contribute towards carrying the same into effect.

57. To accept gifts, bequests, devices and donations from members and others and to make gifts, to members and others in money, assets and properties of any kind, subject to the provisions of the Companies of Act.

58. To design, buy, sell, import, export, and deal in software packages, hardware parts, web sites on internet and to act as factors, assemblers, designers, agents, packers in computer and their accessories and upgrade the same and to provide total computer solutions and to undertake annual maintenance contract and also to develop, assist in development of e-commerce activities, web t.v and web radio and to design, edit, write, print, publish and sell articles and software for print medium, web design, development of art works and graphic designs, and to deal in and develop portals and other internet related products and services and to carry on activities of convergence of off line and online communications and to develop and provide software solutions in the field of communications, to equipment manufacturers, service providers, telecom administrators

for the internet enabled systems, devices and services.

59. To develop, design, structure, establish, maintain and to set up the business of handling customer support services by establishing call centers, Data centers, Medical Transcription Centers whether pertaining to own customers or client's customers from within India or outside, for requests received by telephone, fax, email, web, kiosk, post or any other mode through which any customer can communicate by accessing information in possession of the company or provided by the client and to set up research and development and train, educate in one or more of the above areas and to market the latest developments in national and international scenario and implement the same to economize and simplify the operations and to carry on the business of providing communication facilities either computer aided or telephone or any other mode and also to trade in data communication equipment, broad cast, telecast, relay and reception equipment and other equipment used in audio and visual communications, satellite communications and satellite earth stations.

60. To set up state of art software development centers and develop customized software technology for web hosting, speech to text, text to speech and other related software fields and to set up facilities for video conferencing and internet telephoning and other related fields and to carry on the business of designing, developing, exporting, importing, consultancy and training in all kinds of computer software for all purposes more specifically for call centers.

61. To carry on the business of consultants and advisers to individuals, bodies corporate, societies, undertaking, institutions, associations and government local authorities, and other relating to the administration and management, of industry and business.

62. To do all such other things as may be deemed incidental or conducive to the attainment of above objects or any of them.

IV. The liability of the members is limited.

V. A. The Authorized Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lacs only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

B. Minimum paid-up capital of the company shall be Rs.1,00,000/- (Rupees One Lac Only) divided into 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.

We, the several persons, whose names, addresses and descriptions are hereunder 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 opposite to our respective names:

Sr No.	Name address, description and occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature of witness and his name address description and occupation
1.	ANAND DEVSHIBHAI MISTRY S/O: DEVSHIBHAI MISTRY A-5, PUSHOTTAM NAGAR, JARIMARI TEMPLE ROAD, BANDRA(WEST), MUMBAI - 400050 MAHARASHTRA, INDIA BUSINESS	5,000	Sd/-	WITNESS TO BOTH Sd/- HEMANT.G.JOSHI. S/O GAJENDRA C.JOSHI. 307 SANGAM ARCADE, VALLABHBHAI ROAD, OPP. RAILWAY STATION. VILE PARLE (WEST). <u>MUMBAI-400056.</u> PRACTICING CHARTERED ACCOUNTANT.
2.	NETAL ANAND MISTRY W/O: ANAND D MISTRY A-5, PUSHOTTAM NAGAR, JARIMARI TEMPLE ROAD, BANDRA(WEST), MUMBAI - 400050 MAHARASHTRA INDIA HOUSEMAKER	5,000	Sd/-	
	TOTAL	10000		

PLACE: MUMBAI

DATE: 11/03/2014

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ADJM TECHNOLOGIES PRIVATE LIMITED

I. TABLE F TO APPLY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in Schedule I to the Companies Act, 2013(hereinafter referred to as Table 'F') shall apply to the Company. But the regulations for the management of the Company and for the observance of the members thereof and their representatives shall be subject to any exercise of the Statutory power of the Company with reference to the repeal of, alteration or addition to its regulations by special resolution as prescribed by the said Act, be such as are contained in these Articles.

II. INTERPRETATION

2. Unless the context otherwise requires words or expression contained in interpretation these Articles shall bear the same meaning as in the Act.

The marginal notes hereto shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith.

"The Act" means the Companies Act, 2013.

"These Articles" means these Articles of Association as originally framed or as from time to time altered by Resolution.

"The Company" means ADJM TECHNOLOGIES PRIVATE LIMITED.

"The Directors" means the Board of Directors of the Company for the time being.

"The Office" means the Registered Office of the Company for the time being.

"The Register" means the Register of Members to be kept pursuant to the Act.

"Dividend" includes bonus.

"Seal" means the Common Seal of the Company.

Words imparting the singular number also include the plural number and vice versa.

Words imparting the masculine gender also include the feminine gender.

III. PRIVATE COMPANY

3. The Company is a private company within the meaning of section 2(68) of the Act, and accordingly:
 - (a) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter provided.
 - (b) The number of members of the Company (exclusive of persons, who are in the employment of the Company and persons, who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased) shall be limited to two hundred; PROVIDED that for the purpose of this provision, where two or more persons hold one or more shares jointly in the Company, they shall be treated as a single member.
 - (c) No invitation shall be issued to the public to subscribe for any shares in, or debentures of the Company.

IV. SHARE CAPITAL & VARIATION OF RIGHTS

4. (a) The Authorized Share Capital of the Company is Rs.10,00,000/- (Rupees Ten Lakh Only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Company shall have power to increase or reduce the same and to divide the shares in the capital for the time being, into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions and to vary, modify or abrogate any such rights privileges or conditions in such manner as is for the time being provided under the Act and/or the Articles of the Company and consolidate or subdivide these shares and to issue shares of higher or lower denomination.
 - (b) Subject to the provisions of the Act and all other applicable provisions of law, the Company may issue shares either equity or any other kind with non-voting rights and the resolutions authorizing such issue shall prescribe the terms and conditions of the issue.
 - (c) The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid shares whether or not they are redeemable and may make payment out of capital in respect of such purchase.
 - (d) The minimum paid up Capital of the Company shall be Rs. 1,00,000 (Rupees One Lakh Only).
5. Subject to as hereinafter provided in these articles, the shares in the capital of the Company shall be under the control of the directors, who may allot or otherwise dispose of the same or any of them to such person (whether already members or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount against payment in cash and/or in kind and at such time as they may from time to time think fit and proper.

6. Without prejudice to any special rights conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or on such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by special resolution determine.
7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the shares of that class) may, subject to the provisions of the Act and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.
8. The Board :
 - (a) may if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become, presently payable) pay interest at such rate as may be agreed upon between the Board and the member paying the sum in advance.

V. TRANSFER AND TRANSMISSION OF SHARES

9. The Directors at their absolute and uncontrolled discretion may refuse to register any transfer of shares and shall not be bound to give any reason for such refusal and in particular may so decline in respect of and upon which the Company has alien, or to a person of whom they do not approve and, this regulation shall apply not withstanding that the proposed transferee may already be a member.
10. No fees shall be charged for the registration of any transfer, grant of probate or letter of administration, certificate of death or marriage, power of attorney or any other instruments.
11. Subject to the provisions hereinafter contained, shares in the Company shall be transferable by written instrument in the prescribed form signed by or on behalf of both, the transferor and the transferee, and transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register of members in respect thereof.
12. The Board of Directors may decline to recognize any instrument of transfer unless the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.
13. If the Board of Directors refuses to register transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferor and the transferee notice of such refusal.
14. If the Board of Directors refuses to register transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferor and the transferee notice of such refusal.

15. Where it is proved to the satisfaction of the Directors that an instrument of transfer signed by or on behalf of the Transferor and the Transferee has been lost, the Company may if the Directors think fit, on an application in writing made by the Transferee and bearing a stamp required or an instrument of transfer, register the transfer on such terms and conditions as the Directors may think fit.
16. All the limitations, restrictions and provisions of these regulations relating to the right of transfer and the registrations to transfer of share shall be applicable on transmission of shares as if the death, lunacy or insolvency of the member had not occurred.
17. The provisions of articles 2 and 3 of Table F of Schedule I of the Act, shall mutatis mutandis apply to the debentures of the Company.

VI. GENERAL MEETINGS

18. In pursuance of Section 96 & Section 100 of the Act, the following provisions shall apply :
 - a) A general meeting of the Company may be called by giving shorter notice in writing.
 - b) With the consent in writing of the 95% of the members entitled to vote at such meeting for the time being, a general meeting may be convened on a shorter notice or without notice and Section 101 of the Act, shall apply.
19. A body corporate may be represented at the meeting of the Company in any of the manners set out in Section 113 of the Act, but in each case either a copy of the resolution of the said body corporate duly certified by one of its principal officers, or the instrument of proxy shall be filed with Company at least twenty four hours before the commencement of the meeting.
20. The quorum for a General Meeting shall be two members present in person.
21. The Directors may, whenever they think fit, call an Extraordinary General Meeting provided however if at any time Directors capable of acting who are sufficient in number to form a quorum, are not within India, any Director or any two members of the Company, present in India, may call an Extra ordinary General Meeting in the same manner as nearly as possible as that in which such a Meeting may be called by the Board.
22. At every General Meeting, the Chair shall be taken by the Chairman of the Board of Directors. If at any meeting, the Chairman of the Board of Directors shall not be present within fifteen minutes after the time appointed for holding the Meeting or though present shall be unwilling to act as Chairman, the Members present shall choose one of the Directors present to be Chairman or if no Director shall be present and willing to take the Chair, then the members present shall choose one of their member, being a member entitled to vote, to be Chairman.
23. Any act or resolution which, under the provisions of this Article or the Act, is permitted shall be sufficiently so done or passed if effected by an ordinary resolution unless either the Act or the Articles specifically requires such act to be done or resolution passed by a special resolution.

24. If within half an hour from the time appointed for the Meeting, a quorum be not present at the Meeting, if called upon a requisition of shareholders, shall be dissolved but in any other case, it shall stand adjourned to the same day in the next week at same time, place, unless the same shall be a public holiday when the Meeting shall stand adjourned to the next day, not being a Public Holiday at the same time and place and if at such adjourned meeting, a quorum shall not be present within half an hour from the time appointed for the meeting, those members who are present and not being less than two persons, shall be a quorum and may transact the business for which the meeting was called.
25. In the case of equality of votes, the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.
26. The Chairman of a General Meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. It shall not be necessary to give notice to the members of such adjournment or of the time, date and place appointed for the holding of the adjourned Meeting.
27. If a poll be demanded, the demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
28. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

VII. BOARD OF DIRECTORS

29. Except as otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two or more than twelve.
30. The first Directors of the Company shall be :
1. ANAND DEVSHIBHAI MISTRY
 2. NETAL ANAND MISTRY
31. A Director shall not be required to hold any qualification share.
32. Any casual vacancy caused by death, resignation or otherwise among the Directors may be filled up by the Board; but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.
33. The Board of Directors shall have power at time and from time to time to appoint any person as a Director as an addition to the Board but so the total number of Directors shall not any time exceed the maximum number fixed by these articles. Such Additional Director shall hold office until the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting, subject to the provisions of the Act.
34. The Board of Directors may appoint an Alternate Director to act for a director, who is absent or is likely to be absent for a period of not less than three months from the state in which the meetings of the Board are ordinarily held. The appointee whilst he holds the office as an Alternate Director shall be entitled to notice of the meetings of the Board and to attend and vote there at provided that he shall vacate office as and when the Director concerned returns to the state.

35. The sitting fees payable to the Directors shall be such sum as may be fixed by the Board of Directors, not exceeding the sum fixed under Section 197 of the Act from time to time, for each meeting of the Board of Directors or Committee thereof attended by them. Additional remuneration, as may be fixed by the Company, may be paid to anyone or more of their number, for services rendered by him or them and the Directors shall be paid further remuneration (if any) as the Company in general meeting shall from time to time determine the remuneration of the directors including additional and alternate directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
36. In addition to the remuneration payable to them, the directors may be paid all travelling, hotel and other expenses incurred by them,
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) In connection with the business of the Company.
37. If any Director shall have performed extra or special services, whether on special committee or otherwise, or made any special exertions in going or residing abroad, or in securing or attempting to secure for the Company special contracts, business, rights, or privileges or information or otherwise for any of the purposes of the Company, the Company may remunerate such Director in such manner as the Board may determine either by a fixed sum or on percentage basis or otherwise as may be determined from time to time.
38. The office of Director shall be vacated in accordance with Section 164 & Section 167 of the Act.

VIII. PROCEEDINGS OF DIRECTORS

39. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit. Notice in writing of every meeting of the Directors shall ordinarily be given by a Director or such other officer of the Company duly authorized in this behalf to every Director for the time being in India and at his usual address in India.
40. The quorum for a meeting of the directors shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Directors it shall be adjourned until such date and time as the Directors present shall appoint.
41. The Secretary may at any time, and upon request of any two Directors shall summon a meeting of the Directors.
42. Subject to the provisions of Sections 203 of the Act, questions arising at any meeting shall be decided by a majority of votes. Each Director will have one vote and in case of equality of votes the Chairman shall have a second or casting vote.
43. The Chairman of the Board of Directors shall be Chairman of the meetings of Directors. Provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, the Directors present shall choose one of their members to be Chairman of such meeting.

44. A meeting of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company and the act for the time being vested in or exercisable by the Directors generally.
45. The Directors may subject to compliance of the provisions of the Act, from time to time delegate any of their powers to committees consisting of such members or member of their body as they think fit, and may, from time to time revoke such delegation. Any committee so formed shall in exercise of the power so delegated conform to any regulations that may from time to time be imposed on it by the Directors. The meetings and proceedings of such Committees if consisting of two or more members shall be governed by the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Article.
46. All acts done at any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors, Committee of persons acting as aforesaid or that they or any of them were disqualified.
47. A resolution may be passed by the Directors or Committee thereof by circulation in accordance with the provisions of Section 175 of the Act. And any such minutes of any meeting of Directors or any Committee or of the Company if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding meeting shall be receivable as Prima Facie evidence of the matters in such minutes.

IX. POWERS OF DIRECTORS

48. The Management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association and by these presents or otherwise authorized to do and as are not by these presents or by the Companies Act or any other statute directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to these presents provided that such regulations shall not invalidate any prior act of the Board which would have been valid if such regulation had not been done.

X. MANAGING/WHOLE TIME DIRECTORS

49. The Board of Directors may from time to time /appoint any one or more of their body to be Managing/Whole Time Directors of the Company upon such terms and conditions as they may deem fit and may from time to time remove or dismiss him or them from office and appoint another or other in his or their place or places.
50. The Board of Directors may from time to time /entrust to and confer upon the Managing/Whole-time Director for the time being such of the powers exercisable under these Articles by the Directors as they think fit and may confer such powers for such time and to be exercisable for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with 'Directors' in their behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

XI. CONTRACTS IN WHICH DIRECTORS ARE INTERESTED

51. No Director shall be disqualified from his office by reason of his contracting with the Company either as Vendor, purchaser or otherwise; nor shall any contract, agreement or arrangement entered into by or on behalf of firm, association, of persons or the Company in which any Director shall be in any way interested be avoided, or shall any Director be liable to account to the Company any profit realized by any such contract, agreement or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established; but it is declared that the nature of his interest must be disclosed by him at the meeting of the directors at which the contract, agreement or arrangement is determined or entered into. A general notice that Director is a member of any specified firm, association of persons or company and is to be regarded as interested in all transactions with that firm, association of persons, company shall be a sufficient disclosure under these Articles as regards such Director and the said transactions and after such general notice it shall not be necessary for such director to give a special notice relating to any particular transaction with that firm, association of persons or company.
52. A Director of the Company may, as a Director, take part in the discussion of, or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, notwithstanding the fact that he is concerned or interested in the said contract or arrangement, whether directly or indirectly.

XII. DIVIDENDS

53. The Board may deduct from the dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to shares of the company or not.

XIII. BORROWING POWERS

54. The Directors may from time to time, at their discretion, subject to the provisions of Section 179 of the Act, borrow any sum or sums of money for the purposes of the Company from directors, members of the Company or other persons. The Directors may raise or secure the repayment of such money in such manner and upon such terms and conditions in all respects, as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the Company any notes, bills of exchange, or other negotiable instruments, or giving or issuing any other security of the Company, and/or by mortgage or charge of all or any part of the property of the Company or of its uncalled capital, if any, for the time being.

XIV. THE SEAL.

55. The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the seal for the time being, and the Seal shall never be used except by the authority of the Board or Committee of the Board previously given. The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India.

56. Every Deed or other instrument, to which the Seal of the Company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by two directors or one director and secretary or some other person appointed by the Board for the purpose; provided that in respect of the share certificate, the seal shall be affixed in accordance with the prescribed rules under the Act.

XV. INDEMNITY

57. Save as provided under the Act, every officer or agent for the time being of the Company, shall be indemnified out of the assets of Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or discharged or in connection with any application, under section 463 of the Act, in which relief is granted to him by the Court.

XVI. SECRECY

58. Every Director, Manager, Auditor, Trustee, Member of a committee, Officer, Servant and Accountant or other person employed in the business of the Company shall before entering upon his duty sign a declaration, pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers and the state of accounts with the individual and in matter relating thereto and shall by such declaration pledge himself not to reveal any of the matters that may come to his knowledge in the course of his duties except when required so to do by the Directors or by any meeting or a court of law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained or by the Act or any other law.

We, the several persons, whose names, address and description are subscribed hereunder as desirous of being formed into a Company in pursuance of these Articles of Association.

Sr No.	Name address, description and occupation of each Subscriber	Signature of Subscribers	Signature of witness and his name address description and occupation
1.	ANAND DEVSHIBHAI MISRTY S/O: DEVSHIBHAI D MISTRY A-5, PUSHOTTAM NAGAR, JARIMARI TEMPLE ROAD, BANDRA(WEST), MUMBAI - 400050 MAHARASHTRA, INDIA BUSINESS	Sd/-	WITNESS TO BOTH Sd/- HEMANT. G. JOSHI. S/O GAJENDRA.C.JOSHI. 307 SANGAM ARCADE, VALLABHBHAI ROAD, OPP. RAILWAY STATION. VILE PARLE (WEST). <u>MUMBAI-400056.</u> PRACTICING CHARTERED ACCOUNTANT.
2.	NEPAL ANAND MISTRY W/O: ANAND D MISTRY A-5, PUSHOTTAM NAGAR, JARIMARI TEMPLE ROAD, BANDRA(WEST), MUMBAI - 400050 MAHARASHTRA INDIA HOUSEMAKER	Sd/-	

Place: MUMBAI.

Dated : 11/03/2014