

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
M E M O R A N D U M O F A S S O C I A T I O N
O F
XYZ PRIVATE LIMITED

- I. The Name of the Company is **XYZ PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- 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 provide outsourcing and consultancy in the field of finance, accounts, taxation, custom, excise, company law and all other laws.
2. To carry on the business of providing Business Process Outsourcing, IT enabled services, call centres, medical transcription services, back office service, data processing, internet services, maintenance, support & service, enter into any collaboration, after sales and other technical services, to carry on business as marketing consultants and technical consultants both in domestic & global marketing.
3. To set up in India or abroad call centre, business process outsourcing centres giving advise relating to business of, KPO, BPOs (Business Process Outsourcing) and call centres.
4. To carry on the business of direct sale agents of various, multinational banks, financial institutions and other similar institutions.
5. To provide consultancy and advisory services of all kinds in the DSA bank loan, credit and bank franchisers and other related services.
6. To carry on the business of outsourcing of all types of financial services like home finance, car loan, personal loan, credit cards, debit cards and other financial products and to do all the similar business by using information technology and to act as service agents for providing services, consultancy and advisory advertisements, media planning, exhibition and/or event and/or management of sales promotional activities, after sale, market research, and other support & technical services, to carry on business as technical consultants both in domestic and foreign markets.

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MEMORANDUM OF ASSOCIATION
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 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 1. To carry on the business of Internet Service Providers (ISP) by obtaining license from the Government, other ISP's lay, establish, procure, purchase, maintain, operate, rent, dispose or sell backbone network, gateways and to do all related work thereto and provide, VPN, LAN, WAN, MAN, Broadband Services, Private Networks, Voice over Internet (VoIP), E-mail, Web Hosting, Cable ISP's ISDN services, V-SAT, Dial-up connection, Leased Lines and all other services of every description related thereto.
 2. To acquire, establish, maintain and work telecommunication systems and/or internet systems and to procure, purchase, maintain, operate, rent, dispose or sell internet access and telecommunication systems including leased lines, satellite systems, associated ground control equipment, telephone exchanges, cable communication, and any other application of internet of telecommunication technology whether involving sounds, images, data packets, search engines or otherwise.
 3. To carry on the business as developers, designers, manufacturers, assemblers, repairers, services, researchers, maintenance engineers, buyers, sellers, publishers, importers, exporters, agent, licensors, hirers, consultants, advisors and dealers in all types of information technology (IT) and IT related, telecommunications and telecommunication related, communication systems, satellite and satellite related, software and software related, research and development, consultations, publication, education and training in IT products and related services, software tools and application and/or turnkey convergent technologies, integration software services/products computer hardware and hardware related, network and networking related, internet and internet related activities including Internet Service Providers (ISP), internet strategies and consulting related software development either as products or on turnkey basis, e-commerce, application including E-commerce application including in particular, developing and providing E-commerce platforms, developing dynamic database driven electronic commerce sites and systems for sales, fulfilment, financial and customer services and products over the Internet, building/providing e-commerce portals, sell and promote products and services of clients, building portals which feature online shopping malls, business to consumer, business to business, consumer to consumer and complements of news, information selling/providing brooking, advisory services and/or intermediation in selling financial products and/or providing services, portfolio management services, depository management services, registrar and transfer agent services, fund accounting and custody, research, trading in commodities and commodities futures and related online services, research in such products/services and generally to carry on the business related to computers, computing both in India and overseas.

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 1. To carry on the activities and business in Human Resource Consulting which include Executive Recruitment and Selection, manpower placements, skill profiling, outplacements and manpower relocation, temporary appointments, business process Outsourcing, projects, projects on turnkey basis, market surveys, feasibility surveys, remuneration surveys and remuneration structuring, setting up & implementing human resource strategies, change management, productivity benchmarking, human resource audit & evaluation of human resource assets, human resource planning and right sizing, organization design, training needs identification, conducting training workshops and programmes in soft and technical skills, management & technical education including setting up and running maritime institute, event management and related workshops and advice on payroll management linked with investment and tax management services for employees in call centre and or in any other business or company or industry or vocation or trade, whatsoever, with in India and/or abroad.
 2. To carry on the business of consulting, advising, recommending, making, arranging, sponsoring, hiring, recruiting, designing, reproducing, presenting, writing, conducting and implementing activities in human resource consulting for call centre or in any other business or company or industry or vocation or trade, whatsoever, with in India and/or abroad.
 3. To carry on as principals, agents or contractors the business of rendering management services such as staff and management recruitment, skill development, training and placement, technical analysis of data, electronic data processing and to establish and render all consultancy services of professional and technical nature in India and abroad and to provide Human Resource Consultancy in the field of call centre, logistics, transportation and other related areas.
 4. To act as into any managerial, technical or contractual collaboration with any other firm, company, corporation or association of persons of agency whether resident or non-resident, Indian or foreign for carrying out any of the objects of the company.
 5. To plan, establish, set up and carry on the business of rendering investigation detective and security services in all their spheres and areas viz. providing of security guards, staff and management requirement, training, skill development and placement of security personals and to establish and render consultancy with related to intelligence and secret service and investigation and detective service of every kind, nature and description.

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1. To develop I.T. Park and I.T. Enabled Services Park and to develop, run BPO, Call Centre and to lease and/or sub-lease the Park for I.T and I.T.E.S and to develop, manufacture, produce, generate, design, install, implement, distribute, license, buy, sell, import, export, customize, maintain, alter, adopt, upgrade, service, maintain and deal in all type of software development and design, software products, computer programs, and system studies.
2. To carry on business of providing facilities for rendering all kinds of information technology based and enabled services in India and internationally, electronic remote processing services, eServices, including all types of internet based/ web enabled services, transaction processing, payroll processing, fulfillment services, information of health facilities, medical transcription services, business support services. To establish and operate service processing centers for providing facilities providing all kinds of facilities relating to back office services, call centre operations, and business process outsourcing and other related services for rendering services for contacting & communicating to and on behalf of overseas customers by voice, data, image, printed communication using dedicated international lines; and to handle customer relationship management and customer servicing through call centers, email based activities and printed communication, knowledge storage and management, data management, warehousing, search, integration and analysis for all kinds of data.
3. To act as information technology consultants and to operate a high technology data processing centre for providing information processing, analysis, development and data to customers in India and internationally, to carry on the business of compiling, processing, analyzing, distributing, selling, publishing data and information and including conduct of studies and research, and marketing of information and services and providing access to all kinds of information.
4. To establish, promote, purchase, setup or connect with any database, network, data and information processing centers and bureaus either of its own or franchise centre for dissemination of knowledge and information related to the computer, communications and information technology industry in various forms including print, video, CD-ROM, electronic media and digital media.
5. To carry on the business of publishing and subscribing systems, and related software systems, conceptualizing, servicing, consulting, training and educating personnel, developing, designing, marketing, trading, selling, distributing and licensing computer software, hardware, code, algorithms and programs of any and all kinds of description, particularly those used in, for or in connection with electronic data processing equipment, computers, supercomputers, micro processor based systems, real time, web, internet, LAN, WAN, wireless systems and providing software, hardware, programmers and data processing, consultancy services and computer time sharing and CAD and CAM services for

preparing, collecting, storing, publishing, subscribing, processing, receiving and transmitting data of every kind.

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 3. To set up in India or abroad call centre, business process outsourcing centres giving advise relating to business of, KPO, BPOs (Business Process Outsourcing) and call centres.
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 5. To carry on the business of outsourcing of all types of business services and to do all the similar business by using information technology and to act as service agents for providing services, consultancy and advisory advertisements, media planning, exhibition and/or event and/or management of sales promotional activities, after sale, market research, and other support & technical services, to carry on business as technical consultants both in domestic and foreign markets.

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5. To carry on the business of consulting, advising, recommending, making, arranging, sponsoring, hiring, recruiting, designing, reproducing, presenting, writing, conducting and implementing activities in human resource consulting for call centre or in any other business or company or industry or vocation or trade, whatsoever, with in India and/or abroad.
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