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(City/State/Zip/Phone #)

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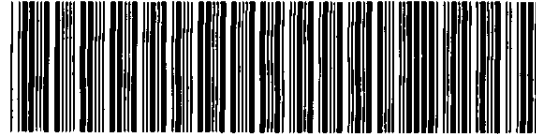
(Business Entity Name)

(Document Number)

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RECEIVED
DEPARTMENT OF STATE
16 SEP 27 AM 11:52

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2016 SEP 27 A 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S Warren
SEP 28 2016

September 27, 2016

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 10170382 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

Outsourcepartners International Private Limited (INDI)
Qualification
Florida

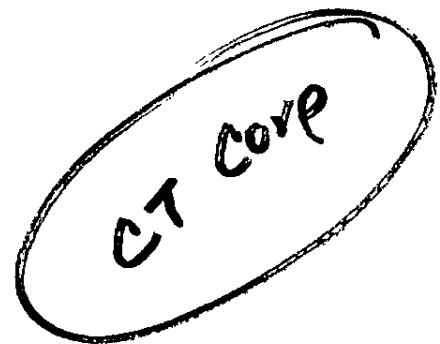
Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com



COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Outsourcepartners International Private Limited

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Aylin Ozsu

Name of Person

ExlService.com, LLC

Firm/Company

280 Park Avenue, 38th Floor

Address

New York, NY, 10017

City/State and Zip code

Aylin.Ozsu@exlservice.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Aylin Ozsu

212.624.5924

Name of Person

at ()

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Outsourcepartners International Private Limited Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Karnataka, India 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/27/2003 5. perpetual
(Date of incorporation) (Date of duration, if other than perpetual)

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Tower 2D, Embassy Tech. Village, Devarebeesanahalli, Outer Ring Road, Bangalore, Karnataka, INDIA - 560103
(Principal office address)

280 Park Avenue, 38th Floor, New York, NY, 10017

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, FL 33324, Florida _____
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: 

**Candice Pignataro
Assistant Secretary**

(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
2008 APR 27 A 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Pavan Bagai

Address: A-48, Sector-58, Noida, Uttar Pradesh, India, 201301

Director: Vikas Bhalla

Address: A-48, Sector-58, Noida, Uttar Pradesh, India, 201301

PLEASE SEE ADDITIONAL LIST OF DIRECTORS ATTACHED

B. OFFICERS

President: Pavan Bagai

Address: A-48, Sector-58, Noida, Uttar Pradesh, India, 201301

Vice President: Ravi Pallavoor (Title: Senior Vice President)

Address: A-48, Sector-58, Noida, Uttar Pradesh, India, 201301

Secretary: PLEASE SEE ATTACHED ADDITIONAL LIST OF OFFICERS

Address: _____

Treasurer: Sandeep Tibrewal (Title: Global Corporate Controller)

Address: A-48, Sector-58, Noida, Uttar Pradesh, India, 201301

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

x 12.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Ravi Pallavoor (Senior Vice President)

(Typed or printed name and capacity of person signing application)



भारत सरकार/GOVERNMENT OF INDIA
विकास आयुक्त कार्यालय/OFFICE OF THE DEVELOPMENT COMMISSIONER
कोच्चिन विशेष आर्थिक क्षेत्र/ COCHIN SPECIAL ECONOMIC ZONE

काक्कनाड, कोच्चिन/ KAKKANAD, COCHIN -682037

दूर भाषा/ PHONE: 0484- 2413234, 2413111

फैक्स/Fax: 0484-2413074

वेबसाइट: www.csez.gov.in ई मेल office@csez.gov.in

No. KA:04:06:VTV :2 E

Dated 16th September, 2016

TO WHOMSOEVER IT MAY CONCERN

This is to certify that M/s Outsourcepartners International Private Limited having its office at Tower 2D, Embassy Tech Village SEZ, Devarabeesanahalli, Outer Ring Road , Bangalore, Karnataka - 560037, India has been issued Letter of Approval(LoA) for setting up Special Economic Zone unit vide LoA No. 37/05/2007:Vikas Telecom SEZ dated 17.07.2007 for authorized operation viz. IT/TES services, and the LoA is valid till 16.10.2017. The company incorporated in India on 27.02.2003 and commenced production 17th October, 2007. The unit is actively engaged in export of IT/TES business and in the financial 2015-16, their export was to the tune of Rs.144.30 Crore. This certificate is issued on the request of the unit for furnishing to their clients.



(Saju K Surendran)

Deputy Development Commissioner

To,

M/s Outsourcepartners International Pvt. Ltd.
Tower 2D, Embassy Tech Village SEZ
Devarabeesanahalli,
Outer Ring Road
Bangalore.560037

सजु के. सुरेन्द्रन and.ई.एम.
SAJU K. SURENDRAN I.E.S
उप विकास आयोग
Deputy Development Commissioner
कोच्चिन विशेष आर्थिक क्षेत्र
Cochin Special Economic Zone
कार्गु भवन, अर्थिक उद्योग विभाग
Govt. of India, Min. of Commerce & Industry
रक्त प्रशासन भवन/CSEZ Admin Building
काक्कनाड, कोच्चिन-682037
Kakkanad, Cochin-682037

**(THE COMPANIES ACT 2013)
(COMPANY LIMITED BY SHARES)**

ARTICLES OF ASSOCIATION

OF

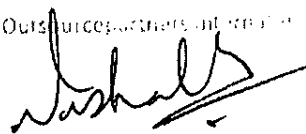
OUTSOURCEPARTNERS INTERNATIONAL PRIVATE LIMITED

1. Subject to anything to the contrary hereinafter provided and unless the context requires otherwise, the Regulations contained in Table 'F' in the first Schedule to the Companies Act, 2013 (hereinafter referred to as Table 'F') shall apply to the Company.

INTERPRETATION

2. (1) In these regulations—

- a) "Act" means the Companies Act, 2013;
- b) "Articles" means the articles of association of a company as originally framed or as altered from time to time or applied in pursuance of any previous company law or of this Act;
- c) "Company" means Outsourcepartners International Private Limited;
- d) "Control" shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner;
- e) "Director" means a director appointed to the Board of a company;
- f) "Dividend" includes any interim dividend;
- g) "Member" in relation to a company, means—
 - (i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;
 - (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;
 - (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;
- h) "Memorandum" means the memorandum of association of a company as originally framed or as altered from time to time in pursuance of any previous company law or of this Act;
- i) "Managing director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Director, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.



- j) "Seal" means the common seal of the company;
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

PRIVATE COMPANY

3. The Company is a Private Limited Company which means a company having a minimum paid up share capital of one lakh rupees or such higher paid up share capital as may be prescribed by articles within the meaning of Section 2(68) of the Companies Act, 2013, and accordingly-

- (i) Restricts the right to transfer its shares;
- (ii) Except in case of one person company, limits the number of its members to two hundred;

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purpose of this clause, be treated as a single member:

Provided further that-

- (a) Persons who are in the employment of the company; and
- (b) 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 not be included in the number of members; and

- (iii) Prohibits any invitations to the public to subscribe for any securities of the company;

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The Share Capital of the Company shall be that amount referred to in clause 5 of the Memorandum of Association
- (i) The paid up capital of the company shall be minimum Rs. 1,00,000/- (Rupees One Lac) only.
5. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
6. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
- (a) One certificate for all his shares without payment of any charges; or
 - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

7. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed, then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

8. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

10. (i) 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 issue of the shares of that class) may, subject to the provisions of section 48, 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 meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

12. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

13. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

14. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

15. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

16. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

17. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

18. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
20. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
21. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
22. 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 not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. Per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

23. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
24. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) Any transfer of shares on which the company has a lien.
25. The Board may decline to recognize any instrument of transfer unless—
- (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) The instrument of transfer is in respect of only one class of shares.
26. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) To be registered himself as holder of the share; or
- (b) To make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

31. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

32. The notice aforesaid shall—

(a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

34. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

35. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

36. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

37. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution

39. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person

40. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

CAPITALISATION OF PROFITS

42. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) That such sum is accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

- (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (b);
 - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

44. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

45. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.
- (a) The Board may, whenever it thinks fit, call an extraordinary general meeting.
 - (b) 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 may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

46. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
47. (i) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- (ii) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- (iii) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

48. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

49. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) On a show of hands, every member present in person shall have one vote; and
- (b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
51. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
52. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

53. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
54. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
55. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

56. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

59. The names of First Directors of the Company are:-
1. Mr. Kishore Mirchandani
 2. Mr. Anup Shah
60. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly 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.
61. The Board may pay all expenses incurred in getting up and registering the company.

62. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
63. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
64. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
65. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of 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.

PROCEEDINGS OF THE BOARD

66. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
67. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
68. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
69. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.
70. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
71. (i) A committee may elect a Chairperson of its meetings.

- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
72. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
73. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
74. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

75. Subject to the provisions of the Act—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
76. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

77. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

78. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
79. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
80. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
81. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
82. The Board may deduct from any 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 the shares of the company.
83. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
84. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
85. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

ACCOUNTS

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

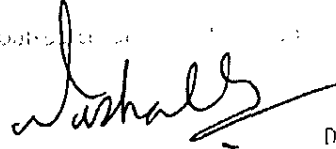
87. Subject to the provisions of Chapter XX of the Act and rules made there under—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

88. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

CERTIFIED TRUE COPY

DATE: 10/10/2019



Director

Name, Address, Description, Occupation of each subscriber	Signature	Name, Address, Description, signature and occupation of witness
<p>1. KISHORE MIRCHANDANI S/O LATE SHRI HIRANAND MIRCHANDANI</p> <p>R/O 4TH FLOOR, SURYA CHAMBERS, AIRPORT MAIN ROAD, BANGALORE 560017</p> <p>(CEO)</p>	Sd/-	<p>I hereby witness the signatures of both the subscribers to the memorandum of association of the Company.</p> <p>(Sd/-)</p> <p>(Mr. K.V.GOPALAKRISHNAYYA)</p> <p>S/o Shri K.VENKATARAMANA</p> <p>R/o SRI VINAYAKA MOTOR SERVICES BUILDING, KALASIPALYAM, BANGALORE 560 002</p> <p>CHARTERED ACCOUNTANT</p>
<p>2. BUSINESS PROCESS OUTSOURCING (INDIA) PRIVATE LIMITED REPRESENTED BY: MR. ANUP SHAH S/O SHRI SANMUKHLAL M.SHAH 2, ROYAL PARK, 34, PARK ROAD, BANGALORE 560051 (ADVOCATE)</p> <p>VIDE BOARD RESOLUTION DATED 6TH FEB, 2003</p>	Sd/-	

Place: BANGALORE

Date: 14.02.2003

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outsourcpartners International Pvt

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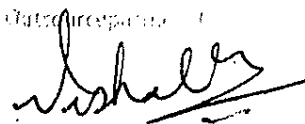
[Signature]

Director *[Signature]*

**Memorandum
and
Articles of Association
of
OUTSOURCEPARTNERS INTERNATIONAL PRIVATE LIMITED**

OF CERTIFIED TRUE COPY

Outsourcepartners



Director



प्रारूप, आर. आर.

Form I. R.

निगमन का प्रमाण - पत्र

CERTIFICATE OF INCORPORATION

ता. का से

CIN - 074110KA2003PTC031647

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that **OUTSOURCEPARTNERS INTERNATIONAL**
PRIVATE LIMITED

is this day incorporated under the companies Act, 1956 (No.1 of 1956)
and that the company is limited.

मेरे हस्ताक्षर से आज ता. को दिया गया।

Given under my hand at BANGALORE this **TWENTY SEVENTH**
day of **FEBRUARY** Two thousand and **THREE**



T.S.D. Prasad Rao

(T.S.D. PRASADA RAO)

कम्पनियों का रजिस्ट्रार

कर्नाटक, बेंगलूर

Asst. Registrar of Companies
KARNATAKA, BANGALORE

CERTIFICATE OF INCORPORATION

Outsourcepartners International Pvt. Ltd.

Shelly

Director

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

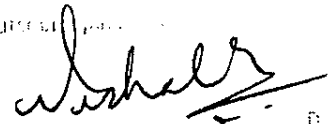
**OUTSOURCEPARTNERS INTERNATIONAL
PRIVATE LIMITED**

- I. The name of the Company is OUTSOURCEPARTNERS INTERNATIONAL PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The objects for which the Company is established-are: -

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To implement and deploy a comprehensive document account or information management or back office system that will provide document management or accounting support solutions by integration of state of the art accounting software electronic document management system and professional accounting services.
2. To provide services of any or every description in the area of information technology including electronic document and account management services back office services, e-commerce services, software are development services support services and any other similar or related services and to provide, technical and other support.

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Outsource Partners

P. 1

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

1. To identify, establish and implement all requisite infrastructure and applications including network architecture, computer systems, telecommunication systems, hardware, software and all other related facilities required or essential of for the services provided by the Company.
2. To adopt new technologies that have been developed in the field of information technology, computer, software and hardware, internet, intranet, telecommunications, transportation of voice, data, images and like, from time to-time and apply the same to the Company's business.
3. To buy in India or outside India any equipment, machinery, hardware or software of any description whatsoever including -any network or part of components thereof, computers, systems, cables bandwidth, auxiliaries, software packages and licenses which can be utilized by the Company to attain any of its objects and carry on operations or business or any nature which the Company from time to time may deem fit or expedient to carry on in connection with its business at any time being conducted.
4. To carry on in all their respective branches all or any of the business of the Company, and work with general construction, contractors and architects, planners and among others things construct, execute, carry out, equip, improve, work erections of every kind and business in creation of networks in all media, platforms and formats that are customarily or usually carried on in connection therewith or naturally incidental thereto.
5. To apply or bid for, tender, purchase or otherwise acquire any licenses, permits, contracts, sub-contracts and concessions for or in relation to the objects or business herein mentioned or otherwise for carrying on any of the businesses of the Company or any of them and to undertake, execute, carry out, dispose or otherwise, turn to account the same.
6. To apply for, obtain, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy and licenses, charter, power, authority or any corporation or other public or other body may be empowered to grant and to pay for aid in and contribute towards carrying on the same.
7. To apply for, purchase or otherwise acquire any patents, patent rights, copyright trademarks, formulae, licenses, concessions and the like or any secret or other information or other intellectual property of any nature whatsoever.
8. To apply for, promote and obtain any statute, order, regulation, exemption or other authorisation and to oppose any bills, proceedings or applications which prejudice the Company's interests.

9. To establish branches, agencies or appoint representatives in India and in any part of the world for the conduct of the business of the Company and for any one or more of the objects of the Company, to supervise, regulate and discontinue the same and/or to delegate such supervision/regulation to any other person.
10. To establish or set-up any establishment, premises, workshop, factory, plant, machinery, systems, network or any other equipments necessary for the purpose of business of the Company.
11. To build, erect, construct, operate, maintain, improve, expand, pull down, remove, replace, dispose off or take in exchange or lease, rent, hire, occupy or otherwise acquire for the purpose of the Company or develop, operate, work manage and control any networks, computers, message relay systems, microwave stations, repeater stations, telecommunications lines, satellites, cables, towers, buildings. Offices, godowns, warehouses, shops or any equipment, plant and machinery connected with design, development, construction, maintenance and operation of related services or conveniences, which may seem calculated directly or indirectly to advance the interest of the Company and to subsidize, contribute to or otherwise assist or take part in doing any of these things, and/or to join with any other person and/or Company and/or with any Government authority in doing any of these things.
12. To design, establish, provide, maintain and perform engineering, technical and consultancy services for any person including individuals, bodies corporate, firms, Companies, agencies and administrations for development of data processing accounting systems and other related projects of all types/descriptions in India and outside India including but not limited to surveys of all types, feasibility reports, detailed projects reports and techno-economic investigations.
13. To acquire from any person including individuals, bodies Corporate, firm, Companies, agencies and administration whether in India and/or outside India in the public or private sector, technical information, know-how, process engineering, manufacturing and operating data, plans, layout and blue prints useful for design, erection, construction, commissioning, operation and maintenance of networks, plant, and equipment of any or all description whatsoever required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
14. To collaborate with Indian or foreign persons including bodies corporate for acquiring, or offering technical know-how or to employ technical or experts or advisers on a Contract basis or otherwise and to loan on suitable terms to Company, technicals, plans, designs, plant and machinery, tools etc., for developing requisite systems in India or foreign countries on a joint venture basis or otherwise and to send out Company's personnel to foreign countries for further training, study or business in the Company's interest.
15. To invest or otherwise deal with the moneys of the Company in any manner whatsoever.

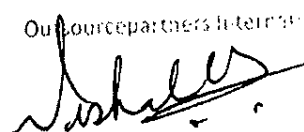
16. To advance to lend money to such persons including bodies Corporate and on such terms as may seem expedient and in particulars to persons having, dealings with the Company and to guarantee and to offer securities of the Company for the performance of contracts by such persons.
17. To purchase, take in exchange or on lease, rent, hire occupy or otherwise acquire for the purpose of the Company any land, buildings, offices, premises, garages, halls, flats, shops, residential accommodation, godowns, warehouses, dwelling houses or other properties, easements, licenses or other rights, privileges or interest in or with respect to any property as may be found necessary or suitable for the purpose of the Company.
18. To sell, mortgage, exchange, grant leases, licenses, easements and other rights in respect of, improve, manage, develop and turn to account or otherwise deal with any manner, the whole Of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other Company, whether partly paid-up or fully paid-up.
19. 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 issued of its capital including brokerage and commission for obtaining applications for subscriptions or taking, placing or underwriting of shares debentures or other securities of the Company.
20. To pay professional fees and/or charges or to remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid shares or shares credited as fully or partly paid shares or shares credited as fully or partly paid up or in any other manner) any persons including any bodies corporate for services rendered or to be rendered or in rendering technical aid and advice, granting licenses or permission for the use of patents, trade secrets stock-holders or for subscribing or agreeing to subscribe whether absolutely or conditional for any shares debenture or debenture stock or other securities of the Company or of any Company promoted by the Company for services rendered in or about the formation or promotion of the Company or any Company promoted by the Company or in introducing any property or business to the Company or about the conduct of the business of the Company or for guaranteeing payments of such debenture stock or other securities and other interest thereon.
21. To enter into partnership or into any other agreement or sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any person including any bodies corporate, 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.
22. To acquire, purchase, takeover 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 and to amalgamate or merge with Companies whose business of the Company and to amalgamate or merge with Companies whose business are so acquired, purchased or taken over and/or to enter

into agreement with the object of acquisition of such undertaking and/or business and/or to invest or otherwise acquire and hold shares or ownership interest in any body corporate having similar or related objects and to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in share and partly in cash or otherwise and to give shares of the Company in exchange for shares or stock of any other body corporate.

23. To act as promoter or founders of any Company or undertaking and underwrite or guarantee the issue of or subscription, to the capital debentures, debentures Stock or obligations of any such Company upon commission or otherwise and to expend money in expenses, in the payment of fees, in preparing, circulating and advertising notices and prosecutes and in doing all other things which may be necessary, convenient or successfully promoting, forming and floating any such Company or undertaking.
24. To purchase, acquire or take over as a going concern by purchase of or lease or for management of the whole or any part of the business undertaking together with the assets, goodwill, property, contracts, agreements, rights, privileges effects and liabilities of any person, firm or Company including its trade name, trademarks or patents and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, money's worth or otherwise as may be deemed fit, and to conduct and- carry on or liquidate and wind up any such business.
25. To negotiate loans, mortgages, equity participation, cash credits, overdrafts and other financial facilities from banks, financial institutions, government or semi-government bodies and others or on behalf of any Companies firms, societies, associations and others.
26. To borrow or raise in such manner as the Company shall think fit, subject to the relevant provisions of the laws in forces and in particulars by the issue of debenture or debenture stock, (perpetual or otherwise) bonds, promissory notes with right to convert into shares 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 person or Company as the case may be but shall not carry on the business of banking as defined in the 'Banking Regulation Act, 1949, subject to the Companies Act, 2013 and Reserve Bank of India directives.
27. 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/or obtain from any such Governments or authorities any permissions, approvals, 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 of the foregoing.
28. Subject to the provisions of Companies Act, 2013 to give any class or section of those who have dealings with the Company any rights over or in relation to any fund or funds or a right to participate in the profits of the Company or in the profits of any particular branch or part of the business or any other special privileges, advantages or

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Outsourcepartners International Pvt. Ltd.



2024.07.17

benefits.

29. To employ experts, consultants, programmers, technicians, to investigate and examine the conditions, prospects, value, character and circumstances of business concerns.
30. To enter into arrangement with employees for profits sharing or giving them rights or interest in the business and assets of the Company either by issue of shares to them or to trustees on their behalf or otherwise and, if thought fit to include participation in the control and management of the Company's business either.
31. To constitute any trust with a view to or in connection with, the issue of preferred or deferred or any other special stocks, securities, certificates or other assets appropriated for the purpose of any such trusts, and to settle and regulate and, if thought fit, to undertake and, execute any such trusts and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or other assets.
32. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory welfare, gratuity, pension, superannuation, profit sharing plans, housing finance funds, mutual fund schemes for the welfare and benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or benefits of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or benefits, or medical, health or charitable purposes to any persons or emoluments or benefits of medical health or charitable purposes to any persons who are or were at any time in the employment or service of the Company, and the wives, widows, families and dependents of any such persons including the Directors, ex-Directors.
33. To donate or gift, in cash or kind, for any national, charitable, benevolent, public or useful purpose or to any institution, club, society, research association, fund, university college or any other person or body.
34. For all or any of the purposes of the Company to draw, make, accept, endorse, discount, execute, issue, negotiate and sell bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable instruments with or without security and also to draw and endorse promissory notes and negotiate the same and also take and receive advances by discounting or otherwise, with or without security, upon such terms and conditions as the Company deems fit and also to advance any sum or sums of moneys upon materials or other goods or any other things of the Company upon such terms and securities as the Company may deem expedient.
35. To produce the recognition of the Company under the laws and 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.
36. 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 or any persons who are or were at any time in the employment or the

Company or with any subsidiary Company or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid the wives and widows, families, and dependents of any such person and also establish and subsidise and subscribe to any such institution, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company and make payments to or towards the insurance of any such person as aforesaid.

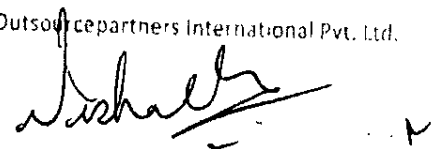
37. To become member or other bodies of persons and associations, including societies, clubs and Companies a limited by guarantee, whether formed for profit or non-profit activities.
38. To open current, overdraft, loan, cash credit, deposit or savings bank, account with any bank and to draw and endorse cheques, pay-slips, telegraphic transfers and to withdrawn moneys from such accounts and, otherwise to operate thereon.
39. To distribute amongst the members of the Company in specie or kind -any property of the Company, or any proceeds or sale or disposals of any property of the Company in the event of the winding up of the Company subject to the provisions of the Companies Act, 2013.
40. To adopt such means of making known the products and services of the Company as may seem expedient and in particular by advertising through any audio-visual means, in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and any other media and by granting prizes, rewards and donations or in any other manner considered suitable.
41. To accept gifts, bequests, devices and conations form members and others and to make gift to members and others of moneys, assets and properties of any kind.
42. To refer matters of dispute to Arbitration.
43. To carry out the objects of the Company and do all or any of the above things in any part of the work as their principal, agent, contractor or trustee or agents or otherwise, either alone or in conjunction with others.

IV. The liability of the Members is Limited.

V. The Authorized Share Capital of the Company is Rs. 50,00,000/- (Rupees fifty Lakhs only) divided into 5,00,000 (Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

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Outsourcepartners International Pvt. Ltd.



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 opposite our respective names:

S. No.	Name, Father's Name, Address, Occupation and Description of the Subscribers	Number of Equity Share agreed to be taken by each Subscriber	Signature of subscribers	Signature, Name, Address, Description and Occupation of witness
1.	KISHORE MIRCHANDANI S/O LATE HIRACHAND MIRCHANDANI 4 TH FLOOR, SURYA CHAMBERS, AIRPORT MAIN ROAD, BANGALORE- 560017 CEO	1000	Sd/-	
2.	BUSINESS PROCESS OUTSOURCING (INDIA) PRIVATE LIMITED Represented by Mr. ANUP SHAH S/o SANMUKHLAL M. SHAH R/o 2, ROYAL PARK, 34, PARK ROAD, BANGALORE - 560051 ADVOCATE Vide board resolution dated 6 th February, 2003	9000	Sd/-	Sd/- K. V. GOPALAKRISHNAYYA S/o K. VENKATRAMANA SRI VINAYAKA MOTOR SERVICES BUILDING KALASIPALYAM BANGALORE - 560002 CHARTERED ACCOUNTANT
	Total	10,000 (Ten Thousand Equity Shares Only)		

Dated this the 14th day of February, 2003 at Bangalore.

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Out of office

[Signature]

Director