

THE COMPANIES ACT, 2013

Schedule I

(See sections 4 and 5)

Table-A

**Memorandum of Association of a Company Limited by Shares of
ICODEX PUBLISHING SOLUTIONS LIMITED**

*** (New set of Memorandum of Association were adopted conversion of private limited company into public limited company vide Special Resolution passed in Extra Ordinary General Meeting held on 25th June 2024.)**

I The name of the Company is "ICODEX PUBLISHING SOLUTIONS LIMITED"

II The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Pune.

III A. The objects to be pursued by the Company on its Incorporation are:

1. To carry on the business of Software or Product or Tool development, including but not limited to designing, consultation, customization, implementation, maintenance, testing and benchmarking for Publishers and Service Providers at all levels such as micro, small, medium or large level organizations, located in India or anywhere in the World and to provide End to End publishing services and Digital Distribution to help Self-Publishing Authors, Scientific Research Communities, Medical Communities Schools, Colleges and Universities, located in India or Abroad, to publish content.
2. To provide Editorial, Pre-Media, E-Learning and Data Conversion services and to act as a Management Consultant, Technological Consultant, Strategic Consultant and Operational Consultant, to set up the Pre-media, publishing services Business or Business Process Re-engineering (BPR).
3. To undertake business of Information Technology (IT) enabled services such as establishing Knowledge Process Outsourcing (KPO) and Business Process Outsourcing (BPO) in India or Abroad and Website and Online Portal development, Application development for Smart Phones, Android and IOS, Enterprise resource planning (ERP), Customer Relationship Management (CRM) and workflow solutions.

B. Matters which are necessary for furtherance of the objects specified in clause 3 (A) are:

1. To establish, purchase, or otherwise acquire, take on lease, sublease, run, conduct software houses.
2. To purchase, sell, rent, lease, sublease, hire, import, export, computers hardware and software.
3. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this

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company is authorized to carry on and as part of the consideration for such acquisition for such acquisition to undertake all or any of the liabilities of such person, firm, or company, whether in India or abroad.

4. To construct, erect and maintain road, streets, bricks works, buildings, houses, flats, shops, commercial buildings, warehouses, mid-floor landings, tents and other temporary or permanent structures, on and other works, erections and things of any description whatsoever for the purpose of the business of the company or others and generally to alter and improve the lands and property of the company.
5. To undertake research and development in the activities carried on by the company and for that purpose own, establish, manage, run, finance, assist, subsidies research stations, research establishments and other necessary research facilities.
6. To buy, take, on lease or license and otherwise acquire lands and to acquire buildings, houses and to maintains, alter, build, renovate the buildings and other structures belonging to the company and to demolish, re-erect and/or otherwise deal with the lands and building of the company.
7. To establish branches and appoint agents in India and outside for or in connection with all or any of the objects of the company.
8. To distribute any of the properties or assets of the company amongst the members or in kind subject to the provisions of the Companies Act in the event of winding up.
9. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of property and rights of the company.
10. To enter into partnership or into any agreement for sharing profits, union of interest, joint venture, reciprocal, concessions or co-operation with any person or firms or company carrying on or engaged in or about to carry on or engage in business or transaction which this company is authorized to carry on, whether in Odia or abroad, and to take or otherwise acquire and hold shares or stock in the securities of and to subsidies or otherwise assist any similar company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with such share or securities.
11. To Improve manage, develop grant rights, or privileges in respect of or otherwise deal with all or any part of property and rights of Company.
12. To vest any real or personal property, rights, or interest acquired by or belonging to Company in any person or company which are with or without any declared trust in favour of the Company.
13. To open an account or accounts with any Bank or Bankers and to pay in to and withdraw money from such account or accounts.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and bills of landing warrants, debentures and other negotiable or transferable instruments.
15. To invest surplus moneys of the company not immediately required in any manner from time to time in deposits, units, government Securities or in any other securities including shares, bonds and debentures as may from time to time be determined by the Directors, and from time to time

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sell or vary such investments and execute all assignments, transfer, receipts and documents that may be necessary in that behalf.

16. To advance money to such parties and on such terms and securities as may seem expedient and in particular to customers and persons having dealing with the company and to guarantee the performance for contracts by members of persons having dealing with company.
17. To borrow or raise or secure the payment of money or to receive money at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debenture stock perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other Company, or perpetual annuities and for security for any such money so borrowed, raised or received, or of any such debentures or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust, and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.
18. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising on the television or the radio or in the press or by boards or by posters or by leaflets or by circulars or by publication of books and periodicals and by granting prizes, rewards, bonuses, donation premiums and the like of such character and on such terms as may seem expedient.
19. To enter into any arrangements with any government authorities, municipal local or otherwise or any person or the company, or any of them and to obtain from any such government, authority person or company, rights or privileges, characters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out exercise and comply therewith.
20. To apply for purchase or otherwise acquire any patents, patent right, copyright, trademarks, formulas, licenses, concessions and the like or any secret of other information.
21. To establish and maintain or procure the establishment and maintenance of any contributory non-contributory persons or superannuation funds and give or procure the giving of donation, gratuities, pensions, allowances, emoluments of any persons who are or were at any time in employment of service of the company and the wives, widows, families and dependents of any such persons who also establish and subsidize and subscribe to any institutions, associations, club or fund calculated or to advance the interest and well-being of the company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid.
22. To train or pay for the training in India or abroad of any of the company's employees or any candidate in the interest of or for furtherance of company subjects.
23. To provide for the welfare of directors or ex-Directors or employees or ex-employees of the Company and the wives, widows and families or the dependent or connections of persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payment or by creating and from time to time subscribing or contributing to provident and

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other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places or institutions and creation of hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money, to charitable, benevolent, religious, scientific, national, public or any other useful institution, objects or purposes, or for any exhibition.

24. To aid, pecuniary or otherwise, any associate on body or movement having for an object, the solution, and settlement or surmounting of industrial or labor problems or troubles or the promotions of industry or trade.
25. To make arrangement for the concession of the company's members, staff and workers of any special rights and privileges and in particular in regard to the supply of goods manufactured or sold by the company.
26. To establish, provide, maintain and conduct or otherwise subsidize assist research laboratories and experimental workshops for scientific and technical research, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing subsidizing, endowing or assisting laboratories, workshop, libraries, lectures, meeting and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for awards, exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and rewards studies, research, investigations experiments, tests and inventions of any kind that may to be considered likely to assist any of the business which the company is authorized to carry on.
27. To undertake, promote, sponsor or assist directly or in any other manner any rural and/ or urban development or, other Programmes including any programme for promoting the social and economic development and welfare of people in any rural and/or urban area.
28. To undertake, carry out, promote, sponsor or assist directly or in any other manner any activity for the promotion and growth of the national economy and national welfare and discharge the social responsibility of the company.
29. To payout of the funds of the, company all expenses of any incidental to the formation, registration, advertisement and establishments of the company and the issue and subscription of the shares or loan capital including brokerage and/or commission for obtaining application for or placing or guaranteeing the placing of shares or any debentures, debentures stock and other securities of this company and all expenses attending the issue of any circular or notice and the printing stamping, circulating of proxies and form to be filled up by the members of the company.
30. To take or otherwise acquire and hold shares of any other company having objects altogether or in part, similar to those of the company.
31. To establish, or promote or concur in establishing or promoting any company or companies facing similar objects or acquiring all or any of the property, rights and Liabilities of the company or for any other purpose.
32. To amalgamate with or into any company having objects either altogether or in part similar to the objects of this company

33. To undertake or participate in the formation, management, supervision or control of the business operation any other company, firm or persons are having similar objects.
34. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of business concerns and undertaking and generally of any assets, concessions, properties or rights.
35. To sell, mortgage, grant, leases, licenses, easements and other right in respect of, improve, manage, develop and turn to account or deal with in any manner the whole of the property assets investments undertaking rights and effects of the company or any part thereof for such consideration as may be thought in fit including shares debentures or securities of any other company, whether partly paid up or fully paid up.
36. To let out on hire all or any of the property of the company whether movable or immovable including all and every description of apparatus or appliances, and to hold use cultivate work, manage, improve, carry on and develop the undertaking land and immovable movable properties and assets of any kind of the company or part thereof.
37. To apply for tender, purchase, negotiate, enter into or otherwise acquire any contracts, subcontracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them to undertake, execute, carry out, dispose of or otherwise turn to account the same.
38. To purchase, take on lease or hire or otherwise acquire any movable or immovable property and rights or privileges which the company may think necessary or convenient for the purpose of the business of the company and in particular land, agricultural lands, buildings easements, machinery plan and stock in trade.
39. To donate or give, 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.
40. To distribute among the members in specie any property of the company in the event of winding of the company or any proceeds of sale or disposal of any property of company subject to the provision of the Companies Act. 2013
41. To act as agents or broken for any person or company and to undertake and perform subcontracts and to do all or any of the above things in any part of the word and either as principals, agents contractors or otherwise and either along or jointly with others and either by or through agent, sub-contract, trustee or otherwise.
42. To provide guarantee or security or surety or indemnity or collateral to any individual, bank, institution or any other organization on behalf of the company or on behalf of any individual or firm or company or organization and to secure and guarantee the performance or any contract or obligation.
43. To indemnify Officers, Directors, Agents, and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done by them for and in the interests of the Company, or for any loss, damages, or misfortune whatever, which

shall happen in execution of the duties of their office or in relation thereto.

44. To insure the company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may effect to it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, profits, articles, guarantees and obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurances from time to time.
45. To obtain any provisional order or legislative enactment for enabling the Company to carry any of the objects into effect or for effecting any modification of the Company's constitution or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the Company's interests

IV The Liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V ** The Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 18000000 (One Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

*** (Increase in Authorised Capital of the Company by vide Ordinary Resolution passed by members in the Extra-Ordinary General Meeting of Company held on Thursday the 13th day of June, 2024)**

**** (Increase in Authorised Capital of the Company by vide Ordinary Resolution passed by members in the Extra-Ordinary General Meeting of Company held on Wednesday, the 30th day of October, 2024)**

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	NAME: CHETAN SHANKARLAL SONI ADDRESS: 363, CENTER STREET, OPP KARACHI SWEET MART CAMP, PUNE CITY 411001 OCCUPATION: SELF EMPLOYED	00734127	500	Equity		24/05/18
2	NAME : KAMALAKANNAN GOVINDARAJ ADDRESS: D 401, IVORY SOCIETY, BAIF ROAD, NEAR MOZE COLLEGE WAGHOLI, PUNE 412207 OCCUPATION: SELF EMPLOYED	ATVPK8678A	500	Equity		24/05/18
Total Shares taken			1,000.00	Equity		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACA	KASHYAP BIPINBHAI VADNAGARA	ADD: OFFICE NO 7 BRUBHAVAN CO OP HSG SOC PLOT NO.16 S NO 562 SALUNKE VIHAR ROAD KONDHWA	176670	KASHYAP B VADNAGARA	24/05/18

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