

The Companies Act, 1956

Company limited by shares

**MEMORANDUM OF ASSOCIATION**

**OF**

**QUESS CORP LIMITED**

- I. The name of the Company is **QUESS CORP 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) MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION: -**

1. \*To carry on the business of human resource consultants, human resource recruitment and executive search service providers, contingency and temporary staff providers, human resource process outsources, pay roll management service providers, compliance management consulting services, finance, legal, & outsourced accounting services, outsourced statutory compliance services, services in managing corporate governance and corporate compliances, corporate social responsibility, strengthening corporate democracies, and the business of Education Certificate Verification, Professional License Certificate Verification, Pre- Employment Verification, Criminal Record Verification, Personal or Professional Reference Check, Address Verification, Court Record Retrieval, Immigration Screening, Military Record Check, Database Search, Civil and Criminal Litigation Search, Pre / Post Employment Monitoring / Lifestyle Check and all types of verification and checks, host for web based job boards, establish and run training and development centres/institutes, conduct performance assessments and tests for staff of customers including companies, central and state government departments, local authorities, education and research institutions and other organizations and to run training centers, technical centers, online education / e-learning portals.
2. \*To carry on or undertake to recruit, arrange for training personnel in hardware and software platforms and to second the personnel for all kinds of business houses, offices, companies, firms and to do data preparation, processing, conversions centre for technical and business data, to develop processes and enter into contracts to provide services for e-commerce, online customer care, e-mail support, business process support, IT helpdesk, IT enabled services,

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*\*w.e.f. 26-11-2016 vide Special Resolution, the Object Clause was altered, by the members by means of postal ballot.*



Internet Application development, data warehousing, customer service consulting, technical support, data entry and processing, medical transcription and electronic publishing, insurance data processing and to undertake to any of the following activities relating to Computer Software, namely system study and software feasibility analysis including analysis of existing stems, business analysis, project definition, conceptual design and prototyping and designing, developing and implementing customized software including collection and analyzation of client requirements, design of desired system, development and implementation of the system to the client's satisfaction and design, setup and administration of data base including understanding client data and procedures, designing of labels using structured methodology like entity relationship diagrams, installation, performance tuning and database administration, Computer Hardware namely assembly of computer hardware components, sale and distribution of computer Hardware, maintenance of computer hardware systems including servicing and any other activity relating to computer hardware and development of internet and internet solutions including selection and implementation of the right solutions, development of static, dynamic content and CGI from concept to installation and development of specialized quality assurance methodology including development of the optimum testing procedures for all levels of testing including module and regression testing, automation of test procedures based on client requirements and setup and management of help desks deriving innovative help desk solutions for all support related work.

3. \*To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, laundry and linen management services, pest control services, staffing services, mail management and distribution services, waste management services, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, manned guarding services, cash and valuables guarding and transportation services, cash management services, employee welfare, communication (fixed mobile and landline) facilities, installation and maintenance services, air conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services, facilitate collection of tolls, fees, cess, rents, from users of various facilities.

4. \*To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety & Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air- conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & fire fighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, West management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipments, engineering goods and materials, tools and appliances and to design and manufacture and supply the advanced systems, high precision components, spares, components, tools and patterns required for production of high precision cast components & integrated systems, and other related parts for industry, and to establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of Railway Passenger information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems.
5. To undertake activities for Education, training, skill development, to establish, maintain, run and operate workshops and engineering units, to train personnel in industries, companies, offices and business and to set up and run colleges, educational institutions, consultancy courses in management, business process outsourcing, domestic and or cross border/global business practices, corporate governance, leadership skills, special skills based team development programme, career development and orientation programmers and to act as franchisers or franchisees and to act as management consultants, technical, Commercial, Industrial, Advisors, Market Investigators, Sales Promoters, Industrial Engineers, business houses, export houses for finance, technical, production, administration, planning, administrative, marketing, labour, software, hardware and such other area required for the purpose of carrying on business.
6. \*\*To carry on in India and abroad the business to provide all kinds and types of security as services, including but not limited to, security services, monitoring services, surveillance services, protection services, guarding services, manned guarding services, sentinel services, training services, and other similar services, for all movable and immovable properties, assets, goods, chattels, buildings, roads, housing, residential, commercial and industrial complexes, telecom, complexes, telecom towers, base stations, defense establishments, windmills, solar farms and other establishments, airport, naval base, army camps and stations malls, stadiums, theatres, and all other premises; whether with or without manpower or with use of electronic devices and using all kinds of technologies, whether existing or that may be

invented in future, including audio, video, data, net, IP, satellite, microwave, robotics, Central Monitoring Stations, Video Monitoring Stations, and other similar monitoring stations or facilities, security protection and management systems, Cameras, Access cards, Remote monitoring, Control Panel, Access control and Biometric systems, Intrusion Detection systems, Security gadgets, Parking control, Badging systems, Communication and Data systems and other similar systems, equipments and gadgets; or through security personnel at various levels, including guards, supervisors, officers, managers, and providing manpower response through patrol team, beat marshals, battalion or like, whether on hire, outright basis, or otherwise; and to manufacture, make, produce, assemble, customize, process, buy, purchase, sale, transfer, barter, exchange, import, export, hire, licence, use, dispose off, operate, distribute, acquire, market, install, uninstall, connect, disconnect, arm, disarm, maintain, repair, service, condition, recondition and otherwise to deal in any manner, in all kinds and types of security systems, intelligent systems, control panels and systems, whether automated, manual, electronic, microprocessor based, intelligent, robotised, electrical, physical, or otherwise; and all kinds and types of their apparatuses, equipments, control panels, accessories, spares and parts, C.C.T.V.s., speakers, lights, sensors, smart cards or any other type of cards containing digitized, data recording and like, whether for use in industrial, commercial, government, semi-government, institutional, domestic and household, wholesale, retail, residential, agricultural, defense, media, communication, telecommunication, hydrocarbon, or for any other sectors or otherwise, for the purposes of or relating to providing of safety, security, surveillance, control, monitor, watch, supervise, diligence, e-governance, alarming, signal, communication, create barriers or other similar purposes; and to provide all the above services using the various combinations of equipments, gadgets, tools, systems and manpower.

7. \*\*To carry on the business of all logistics services and logistics service solutions, freight forwarding, cargo handling, shipping, transport and allied logistics services either by road, rail, air in India and abroad and to setup, develop, acquire, deal-in, manage warehousing, logistics, industrial infrastructures including industrial warehouse(s), industrial park(s), logistic park(s) and such other warehousing, logistic facilities and for that purpose, to enter into transactions to buy, acquire, own, purchase, lease, source, develop, construct, build, alter, convert, improve, design, erect, establish, equip, cut to size, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, inspect, locate, modify, operate, protect, promote, provide, participate, file bids, and participate in auctions, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, handover or deal in any other form and types of lands, buildings, properties.

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*\*\*w.e.f. 26-11-2016 vide Special Resolution, the Object Clause was inserted, by the members by means of postal ballot.*

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE: -**

1. To acquire and take over the whole or part of the business, property, goodwill and liabilities of any person, firm or company carrying on or about to carry on any business which this company is authorised to carry on or possessed of any property or rights suitable for the purpose of this company.
2. Upon any issue of shares, debentures or other securities of the company, to provide for remuneration to persons, firm or company for their services by payment in cash or by the issue of shares, debentures or other securities of the company, or by the granting of options to take the same in any other manner allowed by law.
3. To act as trustees for holders of or otherwise in relating to any debenture, bond or debenture stock issued or to be issued by any company and generally to undertake and execute any trust, the undertaking whereof may seem calculated directly or indirectly to benefit the company.
4. To establish agents in India and elsewhere for sale and purchase and to regulate and discontinue, the same.
5. To apply for purchase or otherwise acquire or hold securities in any other company or other corporate body.
6. To promote any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of this company and invest in the shares thereof of the moneys of this company, only out of surplus funds and for advancing the main objects of the company.
7. To obtain any order or Act of Parliament, State, Municipal or local legislative body for enabling the company to carry out any of its purposes, or for effecting any modification of the company's constitution or for any purpose which may seem expedient, and to oppose any application or proceedings which may seem calculated, directly or indirectly to prejudice the company's interest.
8. To enter into any agreements with the Government of India or any State Government or with any authorities, Municipal, local, railway, or otherwise, or with any other person, firm or company, that may seem conducive to the objects of the company or any of them, and to obtain from any such Government or authority any rights, privileges, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out exercise and dispose of or turn to account the same.
9. To amalgamate with any other company or companies having objects similar to those of the company.

10. To enter into partnership or other arrangement for sharing profits, union of interest co-operation or joint venture with any person or company carrying on or engaged in or about to carry on, any business or transaction which the company is authorised to carry on or engage in.
11. To purchase, take on lease, license, hire, exchange or otherwise obtain any buildings, easements, machinery, plant and equipment, trade mark, and stock-in-trade and other immovable and/or movable property which the company may think necessary or convenient for the purpose of its business, and to sell, lease, mortgage, exchange convey or otherwise dispose of the same.
12. To vest any immovable or movable property, rights or interest acquired by the company in any person or company on behalf of or for the benefit of the company subject to the provisions of the Companies Act, 1956.
13. To sell, exchange, mortgage, lease, grant licenses, easements and other rights with respect to or dispose of the undertaking, property, and assets of the company or any part thereof for such consideration as the company may think fit and in particular for shares of any other company.
14. To undertake and execute any contracts for the supply of the products manufactured or dealt with by the company, and to carry out sundry works comprised in such contracts.
15. To purchase or otherwise acquire all or any part of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this company is authorised to carry on, and in particular to purchase, acquire, sell any property, shares, stocks, debenture stock of any such person, firm or company and to make arrangement in regard to the winding up of the business of any such person firm or company.
16. To establish, maintain or subsidize research laboratories, and conduct scientific and technical research that may seem calculated to promote any of the business which the company is authorised to carry on.
17. To make known the company and its products and activities by such means as may seem expedient, including advertising in newspapers, by the purchase and exhibition of works of art or other articles, by publication of books and periodicals, by awarding prizes and giving donations and making other contributions.
18. To distribute among the members of the company in specie on winding up any property of the company, and in particular any shares, debentures, debenture stock or other securities of other companies belonging to this company subject to the provisions of the Companies Act, 1956.

19. To remunerate any person, firm or body corporate rendering services to the company either in cash or by allotment of shares or securities of the company credited as paid in full or in part or otherwise.
20. To pay for any property or rights acquired by the company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another and generally on such terms as the company may think fit.
21. To pay all costs, charges and expenses incurred in or incidental to the promotion, formation and registration of the company.
22. To appoint attorneys for and on behalf of the company and to execute the necessary powers to the said attorneys to act for and in the name of and on behalf of the company, and to revoke all or any such powers and appointments as may be deemed expedient.
23. To undertake research, develop and apply for, purchase or otherwise, acquire patents, trademarks, secret processes, formulae, methods, designs, blueprints, drawings and other technical and commercial data with respect to the product within the scope of the company, and to licence, sell and otherwise deal in patents, trade marks and commercial and technical data acquired by the company, and to enter into agreements with any person, firm or company, whether domestic or foreign to obtain any rights, privileges, licences and concessions regarding the patents, trademarks and other information as aforesaid.
24. To train or pay for the training in India or abroad of any of the company's employees or persons to be employed by the company in the furtherance of the company's objects.
25. To borrow or raise or secure the payment of money by mortgage, or by issue of debentures or debenture stock perpetual or otherwise or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or other assurances.
26. To lend and advance money or give credit on such terms as may seem expedient to customers and others having dealings with the company or to any other persons as the Board thinks fit and to give guarantees or become sureties for any such persons.
27. #To take or otherwise acquire and hold shares, stocks, debentures, or other interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and further to undertake or

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*#w.e.f. 26-11-2016 vide Special Resolution, the Object Clause was altered, by the members by means of postal ballot.*

carry on any other trade or business whatsoever by such investments which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

28. To open any account or accounts with such bank or banks and to draw, make, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading warrants, debentures and other negotiable or transferable instruments. The company shall not carry on banking business as defined in the Banking Regulations Act, 1949.
29. To procure the incorporation or recognition of the company in any place outside India.
30. To form incorporate or promote any company or companies, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets of the company and to pay all or any of the costs and expenses incurred in connection with any such promotion, registration or incorporation and to remunerate any person, firm or company in any manner the company shall think fit for services rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions for any shares, debentures, obligations or securities for such other company.
31. To provide housing, educational, recreational and other amenities and facilities for directors, employees, workmen and such other persons as the company may deem expedient and to grant compensation, gratuities or other aid to any person or persons who may have served the company or to their wives, children or other relatives, and to make payments towards insurance and to form and contribute to provident and benefit funds established for the employees of the company.
32. To make any payment, support or subscribe to any charitable, or public institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carries on business or otherwise.
33. To do all or any of the above things in any part of the world, either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
34. To give such guarantees or indemnities as the company's Board thinks fit and proper.

**(C) OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE:**

1. To carry on business as developers, consultants, importers, exporters, distributors, dealers of any type of computer or electronic software and hardware, to carry on the business of e-commerce, electronic commerce, electronic trading, internet trading, web page design, creation and hosting, any business relating to the internet or e-mail, net working and communication environment, to manufacture, design, purchase, sell, buy, import, export, and deal in all kinds of computers based electronics and electromechanical systems for dispensing and vending machines, automatic teller machines with or without foreign collaborations and or imported technology, to provide a wide range of computer and telecommunication related services including net work installation and management to set up and run value added communication services, to develop multimedia applications and data based services and to act as distributors/dealers for computers, peripherals, communication equipment, computer accessories, training material, components, spare parts and other electronic items
  2. To carry on and undertake the business of a company established with the object of financing industrial enterprises and to undertake the business of arranging, managing and/or providing capital, seed capital, risk capital or promoters capital, loans, advances, guarantees and participate in equity/preference share capital and other means of financial intermediation with or without security to existing or proposed industrial, commercial or trading enterprise whether a corporate or non-corporate body, individual or a group whether promoted by this company or within the same management or not and to act as investor by way of acquiring, holding, selling, buying, transferring, subscribing any shares, bonds, stocks, debentures and other obligation and securities issued, guaranteed by any Government, Public Body or Authority whether in India or elsewhere and to promote directly or indirectly, industry, trade commerce nationally and internationally either individually or in association, co-operation, collaboration or participation with other local or offshore entities and to provide financial counselling and services in connection with evaluation and/or identification of projects, products, technologies, markets, collaborations and promoters or co-promoters and development or revival or constitution or re-constitution of business.
- IV. The Liability of the Members of the Company is Limited.
- V. \*\*\*“The Authorised Share Capital of the Company is Rs. 3,93,85,00,000/- (Rupees Three Hundred Ninety-Three Crore and Eighty-Five Lakh Only) divided into 39,38,50,000 (Rupees Thirty-Nine Crore Thirty-Eight Lakh and Fifty Thousand Only) equity shares of Rs. 10/- (Rupees Ten Only) each.”

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*\*\*\*pursuant to Clause 11.3 of Scheme of Amalgamation of Greenpiece Landscapes India Private Limited, MFX Infotech Private Limited and Conneqt Business Solutions Limited with Quess Corp Limited and their respective shareholders and creditors approved by Hon'ble National Company Law Tribunal, Bengaluru Special Bench vide its order dated October 31, 2023.*

We, the several persons, whose names and addresses are subscribed hereunder, are desirous of being formed into a company in pursuance of these Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company as set opposite to our respective names:

Sl No.	Names and Addresses, Description And Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation Of the witness
1	Krishnan N S/o. J Narayanaswamy 118/2K, 14 <sup>th</sup> Cross I Block, Rajaji Nagar Bangalore 560 010  Private Service	5,000	Witness to both the signatures: Sd/- K Jayarama, Company Secretary S/o. K G V Bhat #403, 4 <sup>th</sup> Floor, Commerce House Cunningham Road, Bangalore 560 052
2	Hithendra K R S/o. K Ramachandran Kailas, Ootrapalam Kollangode PO Palakkad Dist; Kerala 678 506  Private Service	5,000	
	TOTAL	10,000	

Date: 18<sup>th</sup> September 2007

Place: Bangalore

