

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

(Incorporated under the Companies Act, 1956)

**MEMORANDUM OF ASSOCIATION¹
OF
INFO EDGE (INDIA) LIMITED**

- I. The Name of the Company is INFO EDGE (INDIA) LIMITED.
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are:

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

1. To carry on the business of gathering, accumulating, organising, tabulating, managing, obtaining, collecting, purchase, acquisition, import, dissemination, disposal, export, sales and marketing of and trading in, all types of information, data, statistics, computer based information systems and data bases and library and information sciences, both in the form and nature in which the same may be so gathered, accumulated, organised, tabulated, obtained, imported, acquired, collected or purchased and also in all types of modified forms, formats, manner and nature.
2. To carry on the general business of providing comparative information, data and statistics, with or without the aid or means of computer based information systems and data bases, in respect of the characteristics, traits, interest and other attributes of individuals, communities, organisations, countries, institutions, departments, companies, firms, or of any other social, economic, statutory, legal, artificial, cultural and similar units and of any article, commodity, product, service, patent, trademark, or of any other tangible or intangible right, asset, property and of any social, economic or any other trend, affair or any such or other feature.
3. To carry on the business of preparing, making, drawing, formulating, purchase, acquisition, import, sale, disposal, export, marketing of and of trading in; all types of reports, summaries, conclusions, profiles, surveys and similar documents, papers and manuscripts and towards these purposes to carry on all activities, investigations, researches, purchases, sales, marketing, advertising.

¹The new set of Memorandum of Association in terms of Companies Act, 2013 was adopted by passing of special resolution by the Members of the Company on [●] by means of Postal Ballot.

4. To act as financial, management, marketing and project consultants and provide advice, services and consultancy in various fields like administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, business, feasibility reports, projects, joint ventures, foreign collaborations and market research.

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

1. To establish other businesses which, in the opinion of the Company, may be capable of being conveniently carried on in connection with the above or enhance the value or profitability of any of the Company's services, assets, properties, investments or rights including but not limited to, the use of artificial intelligence, machine learning, internet, data analytics, and other emerging technologies to innovate, optimize, and improve business processes, products, and services, offered by the Company.
2. To purchase and otherwise acquire, own, import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in any of the main business activities and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the main business activities of the Company.
3. To acquire, build, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery and conveniences which may seem necessary to achieve the main objects of the Company.
4. To buy, repair, alter, improve, exchange, import, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in the main business activities of this Company.
5. To purchase, take on lease or tenancy or in exchange, hire take, options over or otherwise acquire any estate or interests, whatsoever and to hold, develop work, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kinds which may appear to be necessary for the main business activities of the Company.
6. To exchange, mortgage, royalty or tribute, grant licences, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid up or securities of any other such company having objects whole or in part similar to those of the Company.

7. Subject to the provisions of the Companies Act, 2013 ("**Act**"), to pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
8. Subject to the provisions of the Act, to lend or deposit or advance moneys, either with or without security and give credit to such persons inter-alia industrials, individuals, firms, and other enterprises (including Government) and upon such terms and conditions as the Company may deem fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulation Act, 1949.
9. To undertake financial and commercial obligations, transactions and operations of all kinds.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case and generally to give guarantees, securities and indemnities in which such guarantee, security or indemnity may be considered directly or indirectly to further the main objects of the Company.
11. To guarantee the payment of money, unsecured or secured, or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any Authority, Supreme, Municipal, Local or of any persons whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business activities of the Company.
12. Subject to the provisions of the Act and all other applicable provisions of the rules and regulations issued by the Securities and Exchange Board of India, or any other applicable act(s), rule(s) and regulation(s), to subscribe for, acquire and hold shares, share-stock, debentures, bonds, debenture stock, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) or pooled investment vehicles (including alternative investment funds), of whatever nature and whatsoever constituted and to subscribe for, acquire and hold shares, debentures and debenture-stocks and debenture-bonds, mortgages, obligations and such other securities issued or guaranteed by any Government, trust, Municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company.
13. Subject to the provisions of the Act, and all other applicable provisions of the rules and regulations issued by Securities and Exchange Board of India or any

other applicable act(s), rule(s) and regulation(s), to invest, other than investment in Company's own shares, any money of the Company not immediately required in any investments, movable or immovable as may be thought proper and to hold, invest in shares, stock or any other securities issued by any other company or a pooled investment vehicle (including alternative investment funds), in India or elsewhere, as may be conducive for the main business of the Company.

14. Subject to the provisions of the Act, and the rules made thereunder and the directions issued by Reserve Bank of India, to receive money on deposit at interest or otherwise, or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or other securities convertible into shares of this or any other company and to secure the payment of any money so borrowed, raised or owing to the mortgage, pledge, charge or lien or otherwise encumber all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, pledge, charge or lien to secure and guarantee the performance by the Company, or any other such person or company, of any obligation undertaken by the Company.
15. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities. But the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets inventions, trademarks, designs, licences, protections, patterns and concessions, or the like, conferring any exclusive or non-exclusive or limited right to their use of information as to any invention, process or privileges which may seem capable of being used for the main objects of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences or privileges in respect of the property, rights and information so acquired.
17. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
18. To do all or any of the main objects, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
19. To acquire and takeover all, or any part of the business, property 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 or possess property, suitable for the main business activities of the Company.

20. To procure the registration or recognition of the Company in or under the laws of any place outside India.
21. To form, incorporate or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the company or the conduct of its main business or in about the promotion of any other such company in which the Company may have any interest.
22. Subject to the provisions of Sections 230 to 232 of the Act, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons of company or companies carrying on or engaged in the main business of the Company.
23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or for furthering the interests of the members and to oppose any such steps taken by any other such company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members, and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from any such Government Authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars; by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real

or personal property, rights or interests acquired by or belonging to the Company in any person of Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

(b) To accept gifts including by way of awards/prizes from Government and semi-Government bodies and to give gifts and donations to create trust for the welfare of employees, members, directors and/or their dependents, heirs and children and for deserving object for and other persons.

26. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and in particular of friendly, cooperative and such other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.
27. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or troubles or the promotion of industry or trade.
28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition, subject to the provisions of Sections 179, 181, 182 and 183 of the Act.
29. Subject to applicable laws and the statutory amendments thereof, the Company has power to make and receive gifts either in cash or other movable or immovable properties.
30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give, or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.

31. To act as an export-import house of goods or merchandise of any description and for this purpose engage in ancillary services such as shipping commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents and hardware merchants for or in connection with or any of the objects of the Company.
32. To carry on a general business of providing comparative information about the characteristics, interest or such other attributes of individuals, communities, organisations, countries or such other social units and of any articles or commodities or economic trends or persons whatsoever, to design, invest, prepare, own, make and on lease, sell or otherwise dispose of and generally to deal in and with computers, data processing machines, tapes, cards, memory equipment or any other such equipment and materials of every kind and description useful in connection with the business, to license or otherwise authorise others to engage in the foregoing, and to engage in general research and development in areas related to or involving the foregoing.
33. To establish, provide, maintain and conduct research and such other, laboratories, training colleges, schools and such other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
34. To be interested to promote or undertake the formation and establishment and to take hold and dispose of shares in such organisations, institutions, business or companies whether industrial, hoteliers, restaurants, agricultural, trading, manufacturing or otherwise as may be considered to be conducive to the profit and interest of the Company and also to acquire, promote, aid, foster, subsidise or acquire interests in any such industry or undertaking.
35. To acquire from or sell to any person, firm or body corporate or unincorporate, whether in India or elsewhere technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data plans, layouts and blue prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant or license or such other rights and benefits in the foregoing matters and things and to render any kind of management and consultancy services.
36. Subject to applicable laws, to acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the Republic of India or elsewhere any debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign-ruler, commissioners, public body or authority, supreme municipal, local or otherwise, whether at home or abroad, to acquire any such shares, stocks, debentures, debenture stocks, obligations or securities by original subscription,

tender, purchase, exchange or otherwise and subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, to issue shares, debenture stocks, bonds, obligation and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise however; to export, import, buy, sell, barter, exchange, pledge, make advance upon, invest in and otherwise deal in gold, silver, bullion, stocks, shares, securities of all kinds and description.

37. Subject to applicable laws, to secure sound investments of foreign capital in Indian undertakings and enterprises and Indian capital in foreign undertaking and enterprises.
38. To carry on the profession of consultants on management, employment, engineering industry and technical matters to industry and business and to act as employment agents for or in connection with or any of the objects of the Company.
39. To undertake and transact all kinds of agency business and to carry on and promote any business, commercial or otherwise, under sound principles and/or to act as distributors, agents, underwriters, brokers, estate agents, middlemen, contract man, representation and indenting agents on commission, allowance, as may be deemed fit in all commodities, merchandise and such other allied articles/lines of business for or in connection with or any of the objects of the Company.
40. To undertake, manage, finance or otherwise carry on either individually or in association in any manner with any other person or Government authority, programme of Rural Development in India including any programme for promoting the social and economic welfare of, or the upliftment of the public in any rural area, and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidise, undertake, associate with, carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technical, scientific, agricultural or any other institutions and bodies for the development of education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy products, cottage, small-scale and any other industry and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of

the Company to or in favour of any Public or Local Body or Central or State Government or any Public institution or Trusts of Funds recognised or approved by the Central or State Government or established under any law for the time being in force.

41. To undertake, carry out, promote and sponsor or associate with or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral upliftment of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue studies or academic pursuits or their researches and for establishing, conducting or assisting any institution, fund, trust, person or Government authority having any one of the aforesaid objects as one of the objects by giving donations or otherwise in any other manner, and the Directors may at their discretion, in order to implement any of the abovementioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central.
 42. To do all such other things as may be deemed necessary or conducive for the attainment of the objects of the Company.
- 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. 150,00,00,000/- (Rupees One Hundred and Fifty Crores) divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of face value of Rs. 2/- (Rupee Two only) each.²

²Amended by passing ordinary resolution by the Members of the Company vide postal ballot dated [●]. approved on [●]. Earlier amendments were made on June 14, 2012 and August 19, 2014 respectively.

We, the several persons whose names and addresses, are subscribed hereto 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, Addresses, Description and Occupation of each Subscriber	Number and type of Shares Equity	Signature of Subscribers	Name, Addresses Description and Signatures of witnesses
1.	Sanjeev Bikhchandani Director S/o Dr. R. Bikhchandani R/o A-6, Swasthya Vihar, Delhi - 110092 Occ. : Business	10 (Ten) Equity	Sd/-	I witness the signatures of both subscribers who have signed in my presence at New Delhi. Sd/- (Amit Tandon) Chartered Accountant M.No. 856682 S/o Mr. J. P. Tandon R/o S-354, Greater Kailash-II, New Delhi-110048
2.	Surabhi Motihar Bikhchandani Director W/o Mr. Sanjeev Bikhchandani R/o A-6, Swasthya Vihar Delhi - 110092 Occ. : Business	10 (Ten) Equity	Sd/-	
	TOTAL	20 (Twenty) Equity		

Place : NEW DELHI

Dated : 17- 04 - 1995