# MEMORANDUM OF ASSOCIATION
# OF
# BENCH MARK INFOTECH SERVICES LIMITED

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

## MEMORANDUM OF ASSOCIATION
## OF
## BENCH MARK INFOTECH SERVICES LIMITED

(A Company incorporated under the provisions of the Companies Act, 2013)

I. The Name of the Company is **BENCH MARK INFOTECH SERVICES LIMITED.**

II. The Registered Office of the Company will be situated in the **State of West Bengal.**

III. The objects for which the Company is established are:

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

1. To carry on the business of services, supervision, executives for management of control of information technology, networking, software development, computer maintenance and for any other services pertaining to the above and to act as channel partner, franchises center, sales and service representative or as an agent for maintaining and supporting the products and also provide manpower to different institutions related with computer, software development maintaining services, computer aided design, technical assistant and so on as required providing consulting and its services globally to add new dimension into the business for our customer and becoming preferred partner by choice.

2. To carry on the business as buyers, sellers, traders, mediators, designers, importers, exporters, brokers, merchants, marketing agents, commission agents, consignment agents, distributors, suppliers, stockists and business process outsourcing and maintenance and service contract of characters, pictures and other date processing matters, conversions, editing, medical transcription, legal transcription and other outsourcing jobs, software, software development, I.T. enabled services, web designing, web hosting and other relative jobs, call center, computer hardware installation, networking manufacturing servicing and maintenance and service contract of all kinds of electrical and electronic equipments, computers, computer peripherals, providing I.T. related training and consultancy.

3. To provide dark fibers, right of way, duct space. Towers on lease/rent/sale basis to the licenses to telecom services.

4. To provide services relating to internet, mobile operations, multimedia and information technology, and to purchase, sell, lease, rent, develop, license, maintain and provide technical support for computer software, mobile software, application systems and programs; to undertake data collection, content creation, internet/intranet-related development, portal development and marketing, software testing, graphics, animation and multimedia services, security solutions, networking, medical transcription, business process outsourcing (BPO), knowledge process outsourcing (KPO), computer hardware, computer operations, data

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processing equipment and allied services; and to carry on the business of consultants and consultancy in the fields of software development, software maintenance, data processing, financial analysis, technical marketing, and online and offline marketing, whether commercial or otherwise.

☒ 5. To carry on the business of designing, developing, manufacturing, procuring, supplying, installing, integrating, commissioning, operating, maintaining, repairing, upgrading, and providing consultancy, technical support, training, and managed services in relation to Audio-Video (AV) Systems and Integrated Communication Solutions; Cyber Security Solutions including Network Security, Firewalls, Endpoint Protection, Security Monitoring, and allied cyber defence technologies; Overhead and Underground Optical Fibre Cable (OFC) Networks including trenching, Horizontal Directional Drilling (HDD), fibre blowing, splicing, testing, commissioning, operation, and maintenance; CCTV Surveillance Systems including IP-based CCTV, Video Management Systems (VMS), Command and Control Centre Solutions, and intelligent surveillance technologies; and Data Security Solutions including Data Backup, Disaster Recovery, Storage Solutions, Encryption, Identity and Access Management (IAM), Secure Network Infrastructure, cloud security, and all other allied products, systems, software, hardware, and other related services.

## (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE:

1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pulldown, remove or replace, and to work, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery, equipment, apparatus, engines, roadways, trolleyways, reservairs, watercourses, electric works and other works and conveniences, which is expedient directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in carry out these activities.

2. To import and purchase any machinery, implements, apparatus equipment, material, articles and stores and to do all activities for developing the property and resources of the estates and land in such manner as the Company may think fit.

3. To purchase, take on lease, or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate, and turn to account concessions, grants, decrees, licenses, privileges, claims, options, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.

4. To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical information, know-how, processes, engineering and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for carrying out the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.

☒ ***Note: The members vide Special Resolution in the Extra-Ordinary General Meeting held on 23rd July, 2026 duly approved the alteration of Clause III (A) (Main Objects) of the Memorandum of Association by inserting Sub-Clause (5) after the existing Sub-Clause (4).***

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5. To sell, exchange, mortgage, royalty or tribute, grant licenses, easements, options and other right over and in any other manner to deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be deemed fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.

6. 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 or in part or otherwise.

7. To lend and advance money out of surplus funds of the Company not immediately required either with or without security and give credit out of such fund to such persons (including government) and upon such terms and conditions as the Company may think fit but not amounting to Banking Regulations Act, 1949.

8. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.

9. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of and interest on, any debenture, debenture stock or securities of any Company, corporation, firm or person in any case which guarantee may be considered directly or indirectly for furtherance of the main objects of the Company and in the above context to act as Sureties.

10. To invest any moneys of the Company out of the surplus funds of the Company not immediately required in such investments (excluding own shares or stock of the Company) & as may be thought proper out of the surplus funds of the Company not immediately required.

11. To secure the payment 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 not amounting to banking business as defined under the Banking Regulations Act, 1949.

12. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instrument or securities.

13. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'invention, trademarks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to the benefit of the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired.

14. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.

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15. To establish, provide, maintain and conduct research & development and laboratories, training and other institutions for the training education and instruction to students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, interactive meetings, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

16. To acquire and undertake 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 possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or outside.

17. To procure the registration or recognition of the Company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.

18. To form incorporate or promote any Company or companies, whether in India or outside with the sole object of acquisition of any or all of the assets or control or development of the Company or any other object or objects which in the opinion of the Company will directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection therewith 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.

19. Subject to the provisions of the Companies Act, 2013 or any re-enactment thereof for the time being in force, to amalgamate with Company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, Company or Companies, carrying on or engaged, in or about to carry on or engage, in or being authorised to carry on or engage in any business or transaction which the Company is authorised to carry on or engaged in or which can be carried on or in conjunction therewith or which is capable of being conducted so as directly, or indirectly to benefit the Company.

20. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction or works of art or interest, by publication of books, pictures and periodicals and by granting prizes, awards and donations, or in such other manner as the Company may deem desirable.

21. 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 or Company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.

22. To aid, peculiarly or otherwise any association, body or movement having for an object of the solution, settlement, or concerning of industrial or labour problems or troubles or the promotion of industry or trade.

23. Subject to the provisions of the Companies Act, 2013 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition & central & state legislations.

24. To open & operate Bank Accounts for Company's Business and to draw, make, accept, endorse, discount,

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negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

25. To buy, sell, purchase, repair, alter, improve, exchange, let out on hire import, export and deal in respect of all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and items capable of being used in any business which this Company is competent to carry on or which may seem capable of being profitable deal in connection therewith and to experiment with, render marketable and deal in all products or residual by products incidental or to obtain in any of the business carried on by the Company and to do all such other activities and may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

## (C) THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

1. To carry on the business as consultant, advisor, representative, advocate, signatories, attorneys, liasoner, agent, serviceman, middleman, arbitrator, conciliator, auctioneer, liquidator, secretary & solicitor in all its branches such as legal, commercial, industrial, manufacturing, production, engineering, personnel, marketing, advertising, publicity, sales promotion, public welfare, corporate management, business management, company law, taxation, investment, portfolio management, agriculture, animal husbandry, poultry, fisheries, power generation, energy savings, insurance, banking, loan syndication, imports & exports, researches & developments, software developments, computer applications, quality control, technical knowhow, geology & mining, medicine & surgery, merchant banking, underwriting, secretarial services, financial management, construction, transport and on other similar subjects and to carry on the business or vocation of acting as advisers and consultants on all matters and problems relation to the technical industries, civil, administration, finance and organization, management, construction or expansion of industry and to engage and hire professional, clerical, manual and other staff and employees, and to enter into agreements with such staff and employees with a view to allocating their services to any person, firm or company requiring them and in particular the firm(s) of Company Secretaries and to provide or procure the provision by others of any services, need or requirement of any business or nature required by any person, firm or company in or in connection with any business carried on by them and in particular required by the firm(s) of Company Secretaries.

2. To carry on the business of Hotel, Motel, Holiday Homes, Guest House, Resorts for the use and of owning of Indian and foreign tourists and to provide all sorts of facilities therein the said resorts like swimming, fishing, boating, dancing, music, party, garden, indoor and outdoor games and to provide, residential accommodation to the tourists on time sharing basis or otherwise under such terms and conditions as the company shall think fit and proper and to carry on the business as refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, cafe and tavern proprietors, lodging house proprietors, ice-cream merchants, sweet merchants, milk merchants, bakers, confectionery merchants and to acquire, equip and maintain a club house or club houses with all appropriate accommodation and facilities and to carry on business as proprietors of a club, with reading rooms, billiards and other recreation rooms and refreshment rooms, television rooms and such sports facilities.

3. "To carry on the business to promote, encourage, establish, develop, maintain, organise, undertake, manage, operate, conduct and to run computer training centres, data processing centres, computer coaching classes, computer consultancy business, software consultancy and other allied activities for all sorts of services relating to computer, its maintenance, repairs, programmes & operations, for industrial, commercial, domestic, public

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utility, defence, government, and other general customers or sections of society."

4. To carry on the development and implementation of Software Packages like Hospital Management Software, Travel Agency Management Software, Library Management Software, School/College Management Software, Laboratory Management software, Retail Shop Management software, Marketing Management Software, Courier Service Management software etc.

5. To carry on all or any of the business of buyers, sellers, suppliers, growers, processors, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, stockists and jewellery and silver utensils and ornaments and of all kinds of machinery items and manmade fibres, textiles of all kinds all types of yarn, cloths, oil and oilseeds, tea, coffee, spices, dry fruits, drugs, leather, goods, garments, hosiery, textiles, iron and steel and all steel based product G.I. sheets, G.P. sheets and other related items, jute and jute product, automobiles spares, coal, hard coke, soft coke, vegetable oil, machine parts, aluminium electrical parts, electronic parts and devices and all kind of metals, pipe, hardware items and earthmoving equipments and to work as commission agents, brokers, contractors, film distributors, processors, order suppliers and dealing agents cement, chemicals, minerals, potato, onions consumer durables, dealing in computers and to carry on the business as buyers, sellers, traders, marketing, merchants, agents, commission agents, stockists of all kinds of domestic, commercial and household goods.

6. To carry on the business of real estate, developers, builders, promoters, architects, engineers, designers, erectors, fabricators and taking up the work of construction of buildings, offices, places of public amusement, public buildings, road, bridges, dams, power projects, townships, houses, turnkey projects, electrical contracts, furnishing contractors, interior decoration, wood work, painting contracts, plastering laying of tiles and marbles.

7. To purchase, acquire, lease or take on lease, hire, erect, construct, improve, develop, charge, build, let-out exchange, sale, deal in land, buildings, flats, house, showrooms, auditoriums, halls, markets, sheds, mines, querries, factories, mills, workshop, paints, farms and to do all such acts necessary in connection therewith. To carry on all or any of the business of proprietor's work, safe deposit vaults, laboratories, plantatinns and others industrial undertaking and to manufacture, assemble, export, import and deal in products and by products thereof and machines, equipments, accessories and raw materials required in connection therewith.

IV. The Liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

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