

(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

**ASCENSIVE EDUCARE LIMITED**

- I. The name of the company is ASCENSIVE EDUCARE 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 OF THE COMPANY ARE: -

- 1. To carry on educational institution like school, college, coaching classes and to carry on courses in all subjects or branches of engineering, science medical, commerce, industrial, commercial, arts, management and any other faculty of education ad to run Management and Computer training institutions.
- 2. To Carry on the business of Providing the solution & Services to the for educational help line for various educational courses of various professional and academic courses in India and abroad, Running of coaching centre, own , franchise, affiliation to various academic institution and university, Impart training, tutorial and towards admission and /or Placement of the pupils. Carryout the contractual job under the government schemes in the field of education. Providing on line education facilities etc, online computer software repair services, e commerce, telecommunication, electronics product sale, resale, import and export. On line and offline computer software and hardware sales and services, computer Producers, Distributors, exhibitors, financiers, Importers & exporters of IT technology.
- 3. To Carry on the business of online computer software, import, export, online computer software repair services, e commerce, telecommunication, electronics product sale, resale, import and export. On line and offline computer software and hardware sales and services, computer Producers, Distributors, exhibitors, financiers, Importers & exporters of IT technology. . Software, Hardware and Networking solution and product development and marketing, IT and ITES service providing, E-Commerce in B2B and B2C with global customers, Training and placement consultancy, Testing, automation and process consulting and re-engineering , Management consulting service , SaaS, PaaS platform providing, Green and CCR consulting. To acquire and sale the any business house, Business process outsourcing, Knowledge Process out sourcing, Collaboration, joint venture in the field of IT and other area of operation of all kind. Carrying of the training center, recruitment and placement of the IT professional, Training institute.
- 4. To Produce, Manufacture, Buy, Sell, Import, Export, Refine, Alter, and Search for all kinds of Stones, Marble, Granites, Sand, and related natural resources. To make these resources merchantable or otherwise deal in them. To carry on business as Miners and acquire, Hire, Lease, explore, work, excavate, develop, and to obtain mining rights. To quarry, smelt, refine, process, and prepare for the market all kinds of Stones, Marble, Granites, Sand, ore, minerals, metals, and other natural resources found in or upon the Earth. Additionally, to engage in the research and development of sustainable mining practices and the rehabilitation of mined areas, ensuring environmental preservation.
- ☒ 5. To carry on the business of providing end-to-end workforce and human resource management services for e-commerce and other businesses, including recruitment, selection, appointment and deployment of personnel, payroll and salary management, attendance and workforce administration, employee benefits and statutory compliances, and all related human resource, administrative and operational support services."

☒ ***Note: Members vide Special Resolution dated 25<sup>th</sup> September, 2026 has approved the Alteration in Object Clause III(A) of the Memorandum of Association of the company and thereby inserting Sub-Clause (5) after the existing Sub- Clause (4).***

OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTACHMENT OF MAIN OBJECT:-

- 1 To purchase land, invest or deal with the money of the company out of its own surplus fund, not required immediately, either with or without interest or security, including in current or deposit account with any Bank or Banks or other person or persons upon such time, conditions and manner as may from time to time be determined .And to receive money on loan subject to provision of Section 73 of the companies Act, 2013 and the rule framed therein and direction issued by Reserve Bank of India on loan upon such to the provisions of the companies Act, 2013 providing that the Company shall not do any banking business as defined under the Banking Regulations Act, 1949 and do not carry any types of chit fund business.
- 2 To borrow or raise or secure the payment of money from any Bank or Banks or any financial institution or any other person or persons for the purpose of the company's main business objects incidental or ancillary to the main objects, in such manner and such terms and with such rights, powers and privileges as the company may think fit and particularly by issue of or upon bonds, debentures, bills of exchange , promissory notes or other obligation or securities of the company and with a view to hypothecate and or in any way encumber or create charge on the undertaking of all or any of the immovable and movable properties, present or future, and all or any of the uncalled capital for the time being of the company and to purchase redeem or pay off any such securities.
- 3 To enter into contract of every kind and description, agreements, partnership or arrangement for sharing the profits or joint venture with any person, persons or company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this company and to acquire or join in acquiring any such business, as covered by the object clause (A) above.
- 4 To improve, manage, develop, exchange, mortgage, dispose off or turn into account or otherwise deal with or any part of the undertaking, property, and rights of the company.
- 5 To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for re- sale and resell any goods from time to time belonging of the company.
- 6 To adopt such means of making known and advertising the business and products of the company as may seem expedient.
- 7 To employ experts to investigate and examine into the condition, prospect, value, character and circumstances of any business concern and undertaking and generally of any assets, property or right including that the company.
- 8 To purchase take on lease or license or in exchange, hire or otherwise any real and/or personal property and any rights or privileges which the company may think necessary and convenient for the purpose of its business of may enhance the value of any other property of the company, and in particular any land (free- hold, lease-hold or other tenure), building, easement , machinery, plant and stick in trade and any such lands to erect buildings, factories, sheds, godowns or other structures for the works, and purpose of the company and also other workman and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the company and either to retain any property to be acquired for the purposes of the company's business or to turn the same to account as may seem expedient.
- 9 To lend or otherwise dispose of any property belonging to the Company.
- 10 To sell exchange, let on, mortgage, grant licenses, easements and other rights over and in any other manner whatsoever to transfer deal with or dispose of the undertake , property, assets, rights and effects of the company may think fir and in particular for shares, stocks debentures or other securities of any company whether or not having objects altogether or in part similar to those of the company.
- 11 Subject to the provisions of the companies Act, 2013 to amalgamate enter into partnership or into any arrangement for sharing profits union of interest, co- operation, join adventure of reciprocalconcession of for limiting competition with any person or persons firm or company or body corporate carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried or in conjunction therewith or which is capable of being conducted so as directly or in indirectly to benefit the company.
- 12 To purchase or otherwise acquire and undertake the whole 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 authorized to carry on or processed of property or rights suitable for any of the purpose of the company or which can be carried on in conjunction therewith or with is capable of beings conducted so as directly or indirectly to benefit the company and to conduct make or to carry into effect any arrangements in regard to the winding up of the business of any such persons, firm or company.

- 13 To pay for any rights or property acquired by the company and remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the company credit as paid up in full or in part or otherwise.
- 14 To acquire, hold, renew, use, sell, assign lease, grant licenses, mortgage, pledge or otherwise dispose of any part of the world any patents patent rights, designs, licenses and privilege, inventions, improvement and processes, copy- right, trademarks, trade name, concessions formulas brevets d' invention designs and the like conferring any exclusive or non – exclusive or limited rights to their use or any sector or other information as to any invention which may seem capable of being used for any of the purposes 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 licenses in respect of or otherwise turn to account the property, rights or information so acquired to expand in experimenting upon testing or improving any such patents, invention or rights.
- 15 To acquire, hold , renew, use, sell, assign lease, grant any contracts or concession or in relation to the supply and sale of any minerals, metals products or other substances, materials, articles of things or equipment for or in relation to the construction execution carrying out improvement management, administration or control of any works and conveniences required for the purpose of carrying out any of the business which the company is entitled to carry on and to undertake, execute, carry out , dispose of otherwise turn to account such contracts or concession.
- 16 To enter into any arrangement with any government or authority Central, state or public body, or person or firm or any private individual local or foreign that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, person or company and concession , grants, decree, rights, charters, contracts, licences, powers and privileges, whatsoever which may seem to the company capable to being turn to account or which the company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out , exercise and turn to account the same.
- 17 To apply for, promote and obtain any act of Parliament, charter, privileges, concession, license or authentication of any Government , State or Municipality , provisional order or license of any authority for enabling the company to carry any of objects into effect or for extending any of power of the company or for effecting any modification of the construction of the company or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated, directly or indirectly to prejudice the interests of the company.
- 18 To establish, maintain and conduct training schools, courses and programmes in connection with the institute, use, sale, maintenance improvement or repair of machines, apparatus, appliances or products and of articles required in the use thereof or used in connection therewith by the company and established , provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops of scientific and technical research and experiments and to carry on with it scientific and technical, investigations and invention by providing subsidizing, endowing and assisting laboratories , workshops, liberates, meetings and conference and by providing for the remuneration of scientific or technical professors or teacher and by providing for the award or exhibition, scholarship, prizes and grant of student or otherwise and to encourage, promote and rewards studies research, investigations, experiments tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
- 19 To acquire from any persons, firm or body corporate whether in India or elsewhere, technical information, know – how processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the company and to accrue any grant or license and other rights and benefits in the foregoing matters and things.
- 20 To make donations to such persons or institutions of each or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business of the company and also

describe, contribute otherwise assist or guarantee money for charitable, scientific, religious or benevolent objects or for any exhibition or for any public, general or other object but not intended to serve any political cause or purpose.

- 21 To establish and maintain or procure the establishment and maintenance of any contributory or not contributory provident pension or superannuation gratuities and/or other funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments at services of the company or emoluments at services 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 the directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to benefit or advance the interest and well beings of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 22 To give to any officer, servants or employees of the company any shares interest in the profit, of the company's business of any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements, the company may think fit.
- 23 To train or pay for the training in India or abroad or any of the company's employees or any candidates in the interest of or for furtherance of the company's object.
- 24 To provide residential and/or sleeping accommodation of workman and other and to effort facilities and convenience for washing, bathing, cooking reading, writing and facilities for the purchase, sale and consumption of provisions and for the safe custody of goods for the welfare of the workman.
- 25 To refer to agree to refer any claim, demand, dispute or any other question by or against the company or in which the company is interested or connected and whether between the company and the members of his or their representatives or between the company and third party to arbitration in India or at any place outside India and to observe and perform and to do all acts deeds, matters and things to carry out or enforce the words.
- 26 To pay out of the funds of the company all costs charges and expenses which the company may lawfully pay with respect to the promotions, formation and registration of the company and/or the issue of its capital or which the company shall consider to be preliminary expenses including therein the cost of advertising, printing and stationery, commission for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company and expenses attendant upon the formation or agencies branches and local boards.
- 28 Upon any issue of shares, debentures or other securities of the company, to employ managers, brokers, commission agents and under writes and to provide for remuneration of such persons of their services by payments in cash or by the granting of options to take the same or in any other manner allowed by law.
- 29 Subject to the provisions of the Act, and directions issued by R.B.I to borrow or raise money, or to receive money on loan at interest or otherwise in such manner as the company may think fit and in particular by the issue of debentures or debentures – stock (perpetual or otherwise) and or other bonds whether convertible into shares of this or any other company or not and to secure the repayment of any such money borrowed, raised or received, or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or other persons, firm or company of any obligation undertake by the company or any other person, firm or company as the case may be and not to carry on chit fund business.
- 29 To lend and advanced money or to give credit out of surplus funds not immediately required to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities. Provided the company shall not do any banking business as defined under the Banking regulations Act, 1949.

- 30 To lend invest and deal with the surplus moneys of the company not immediately required either with or without interest or security upon such terms and conditions and manner as may from time to time is determined.
- 31 To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial disturbances which might effect the Company.
- 32 To confer upon my encumbrances of uncalled capital such powers of making and enforcing call end of voting the transfer of shares not fully paid-up as may be thought fit.
- 33 To draw, make, accept endorse, discount, execute and issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrant, debentures and other negotiable or transferable instruments or securities.
- 34 To commence, prosecute, enforce, defend, answer, oppose, compromise, refer to arbitration, submit to judgment, proceed to judgment and execution of become non-suited in any action or proceeding whether civil, criminal, political, administrative or revenue or proceedings including write proceedings under Constitution of India and also to enforce by execution, attachment, suit or otherwise any decree or award in the favour and to defend or to resist any proceedings to retain, employ, engage and remunerate advocates attorney, vakils and pleaders and to give necessary authority and to revoke such retainers and authorities from time to time at its pleasure.
- 35 To subsidise, assist and guarantee the payment of money or for performance of any contract, engagement or obligation by any person or companies and in particular, customers of the Company or any persons or Companies with whom the Company may have or intend to have business relations.
- 36 To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.
- 37 To act as agents or brokers and as trustees and to undertake and perform the duty of sub-contractors and to do all such acts as principals agents; contractors, trustees or otherwise and either by or through appointed agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
- 38 To procure the incorporation, registration on other recognition of the Company in any, country, state or place and to establish and regulate agencies for the purpose of the Company's business.
- 39 To distribute in specie or otherwise as may be received, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other Company formed to take over the whole or any part of assets or liabilities of the Company, but so that no distribution amounting to a reduction of capitals be made except with the sanction (if any) for the time being required by law.
- 39 To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or funds in any way connected with any particular trade or business or with trade or commerce generally and particularly with trade including any association institution of funds for the protection of the interests of masters, owners, and employers against loss by bad debts, strikes, combination, fire, accidents or otherwise or for the benefit of any of clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular or friendly co-operative and other societies, reading rooms, libraries, educational and charitable institution, dining and recreation rooms, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.
- 40 To undertake such things which the company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, for assisting any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and to appoint directors or managers of any such subsidiary company.

- 41 To perform all or any of the above mentioned objects either as principals, agents, trustees, contractors or otherwise through appointed agents, sub-contractors, trustees appointed on its behalf or otherwise and either alone or in conjunction with other and to do all such things that are incidental or conducive to the attainment of the above objects.
- 42 To do all or everything necessary, suitable or proper for the attainment of any of the objects or the furtherance of any of the powers herein set forth either alone or in association with other corporate bodies, firms of individuals and to do such perform such act or acts incidental or appurtenant with the aforesaid business provided the same be not inconsistent with the laws of the Union of India.
- 43 To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. The words "rural area" shall include such areas as may be regarded as rural areas under Section 35CC of the Income Tax 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Director as rural area and the Directors may at their discretion in order to implement any of the above-mentioned objects or purpose 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 of Authority or Central or State Government or any Public Institutions or Trusts of Funds or Organisation(s) or Person(s) as the Directors may approve.
45. To carry on the business of advertising and publicity agents, press agents, advertising, consultants, display specialists and to underwrite and execute agencies thereof.
46. To procure the registration of the company in any country or place in any part of the world.
47. To establish, for any of the objects of the company branches or to establish any firm or firms or promote any company or companies in or outside India as the company may think fit.
48. To apply for, obtain, purchase or otherwise acquire and project, prolong and renew any patents, patent right, inventions, technology, software, hardware, processes, secrets, scientific or technical or other assistance, know-how and other information, designs, patterns, copyrights, trademarks, licenses, concession, and the like rights or benefits or rights of use thereof, which may seem capable
49. of being used for or in consideration with any of the objects of the company or the acquisition of its use of which may seem calculated directly or indirectly to benefit the company on payment of any fee, royalty or any other consideration and to use, exercise or develop the same and Manufacture under the grant of license in respect thereof or otherwise deal with the same.
50. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
51. To do in any part of the world all or any of the matters hereby authorised either alone or jointly, whether as factors, trustees or agents.

**C. OTHER OBJECTS: -**

1. To acquire by purchases, lease, exchange hire or otherwise develop or operate land, building and hereditaments of tenure of description and any estate or interest therein, and any right over to or connected by land building so situated and develop or to run the same account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing & maintaining hotels rooms, inns, flats, houses, restaurants, cinema house, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, safe deposit vaults, hostels, gardens, swimming pools, playground, building, works and conveniences of all kinds and by leasing, hiring or disposing of the same.
2. To promote, represent, organize, undertake, establish, conduct, handle, arrange, manage, operate, participate, sponsor, encourage and provide the business as package tour operators for religious, education & picnic purposes, daily passenger service operators, conducted tour operators, vehicles booking agent, hotel booking agents, authorized airlines ticket booking agent, representative of other traveling agencies to act as an agent of bankers and to arrange travelers cheques, coupon drafts and other modes of foreign exchange on their behalf to publish magazines, bulletins and other literature

for tourism, to own, engage, hire, let on hire, contract or arrange busses, coaches, boggies, charter flights, helicopters, motor launches, boats, taxies and other vehicles for tourists and passengers and to provide such facilities for national and international tourists, transporter, shipment booking, clearing of goods, passengers, cargo and freights, carriers or property of every description, from place whether by airlines aircrafts, auto vehicles, luxury coaches, ships, trains, comfortable for the carriage of the passengers, their baggage and goods, to act, arrange, manage, provide, conduct, encourage, handle or undertake such assignments which will promote tourism within and outside of India.

IV. The liability of the members is limited.

V. The authorized share capital of the Company is Rs. 5,00,00,000 (Rupees Five Crores) which shall consist of 4,92,50,000 (Four Crore Ninety Two Lakhs Fifty Thousand Only) equity shares of Rs. 1 each aggregating to Rs. 4,92,50,000 (Rupees Four Crores Ninety Two Lakhs Fifty Thousand Only) and 75,000 (Seventy Five Thousand Only) preference shares of Rs. 10 each aggregating to Rs. 7,50,000 (Rupees Seven Lakhs Fifty Thousand Only) with power to sub divide, consolidate and increase and decrease the capital, and with power from time to time to issue any Shares out of the original capital with and subject to any preferential qualified or special rights, privileges or conditions as may be thought fit and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from the sub-division.

We have several person, whose Name and Address are subscribed below are desirous of being formed in to a company in pursuance of Memorandum/Article of association and respectively agree to take the number of Share in the capital of the company set opposite to our respective name:

| Name, Addresses, Occupations and Father Name of the Subscriber.                                                                                                                | No of Equity Share to Betakenby each subscriber | Name, Address, Occupations and Father Name of the Witness.                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Abhijit Chatterjee</p> <p>S/O Pralay Kumar Chatterjee<br/>240/1 Sarada Pally, Sector - 1<br/>Makhla, Uttarpara,<br/>Hooghly - 712245 WB INDIA<br/>Occupation – Business</p> | <p>8,000</p> <p>(Eight Thousand Only)</p>       |                                                                                                                                                                           |
| <p>Sayani Chatterjee</p> <p>D/O Sekhar Das</p> <p>Makhala Govt Colony, Sector - 2<br/>Makhla<br/>Hooghly - 712245 WB INDIA<br/>Occupation - Business</p>                       | <p>2,000</p> <p>( Two Thousand Only)</p>        | <p>M - 9748322605 M -<br/>19127 Cost Accountant in Practice<br/>Nayapatty Road, Kolkata - 700055<br/>94/14, BibekanandaAbasan, S/O<br/>Maharagu Babu Saroj Kumar Banu</p> |
| Total                                                                                                                                                                          | <p>10,000</p> <p>( Ten Thousand Only)</p>       |                                                                                                                                                                           |

KOLKATA DATED THE 26<sup>th</sup> DAY of DECEMBER'2012