(THE COMPANIES ACT, 2013)

(PUBLIC COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

UNIVERSAL OFFICE AUTOMATION LIMITED
(Incorporated under companies Act, 1956)

As amended by resolution passed at the Annual General Meeting held on 29-07-2006.

I. The name of the Company is UNIVERSAL OFFICE AUTOMATION LIMITED.

II. The Registered Office of the Company will be situated in the Union Territory of Delhi.

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 in India or elsewhere all or any of the business or businesses of engineers in all or any of the fields of electronics, electrical, telecommunications, mechanical, chemical and civil engineering and designers, assemblers and manufacturers of, dealers in, stockists, distributors, representatives, agents, hirers, repairers, cleaners, starers and leasing of all kinds of plant, machinery, equipment, apparatus, implements, parts, components, spares, assemblies, sub-assemblies and other devices and scientific or other instruments, precision tools, moulds and other equipments (including in particular computers, accessories thereof and peripherals therefor, digital products, electronic aids and appliances, copiers, microfilm readers and processors and other reprographic equipments, hardware and software for electronic and electro-mechanical and other related equipment and other ancillary items) and any other articles, products, by-products, materials appliances, apparatus and substitutes thereof.

2. To render as principals, agents, contractors or otherwise, technical know how and consultancy services in the field of electronics and electrical, telecommunication, mechanical, chemical and civil engineering, particularly those requiring use of sophisticated technology, including the provision of facilities and collection Cind dissemination of knowledge for manufacture, hire and use of equipment and devices for commercial exploitation thereof and of any patents, know-how, rights or privileges for the time being acquired by or belonging to the company.

B. MATTERS WHICH ONE NECESSRY FOR FURTHERONCE OF THE OBJECT SPECIFIED IN CLAUSE 3 (A) ABOVE :

1. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into partnership and/or filling in tenders for various contracts, which may seem profitable or beneficial to the Company.

2. To purchase or otherwise acquire, construct, erect, laydown, maintain, enlarge, alter, work and use all land and buildings, easements, gas, other works, machinery, plant, mills, stock, lamps, pipes, motors, fittings, meters, apparatus, materials and things as may be necessary, incidental or convenient, in connection with the production, use, storage, regulation, measurement, supply and distribution of any of the products of the Company.

3. To purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold any estates, or interests and to let, sub-let whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plant, stock-in-trade, business concerns, options, contracts, claims, choses-in-action, and any real and personal property of any kind, necessary or convenient for all or any business of the Company.

4. To apply for, aid in promoting and obtain any Act of Parliament, charter, privilege, concession, license or authorisation of any Government or State or Municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for use thereof, which may seem capable of being used for or in connection with any of the purposes of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licences in respect thereof or sell or otherwise deal with the same.

5. To procure the Company to be registered or recognised in any country or place in any part of the World.

6. To enter into partnership or any arrangement or agreement with any Governments or Authorities, Supreme, Municipal, Local or otherwise or any person or company or any of them for sharing profits, union of interests, exchanging of shares, joint venture, reciprocal concession or co-operation and engage in any business or transactions which this company is authorised to carryon and to obtain from such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think is desirable to obtain and to carry out, exercise and comply therewith.

7. To promote, form and register, and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise, for the purposes of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such company or any other company, any property of the Company ang to be interested in or take or otherwise acquire, hold, sell, or otherwise dispose of shares, stock, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum, and to undertake other works, duties and business of any company on such terms as may be arranged for the purpose of the main objects of the Company.

8. To invest in other than investment in Company's own shares and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient or be determined.

9. Subject to provisions of the Companies Act, 2013 amalgamate with any other Company in any manner whatsoever (whether with or without liquidation of the Company) having objects altogether or in part similar to those of this company.

10. To invest money with or without security and generally make advances of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the Company with or without security and upon such terms and subject to such conditions as the Company may deem expedient.

11. To purchase or otherwise acquire and undertake including or by merger amalgamation or otherwise, the whole or any part of the business, properity, rights, assets, liabilities' and obligations of any person, firm or company carrying on any business which the Company is authorised to carryon or possessed of property or rights suitable for any of the purposes of the Company.

12. To lend money to such persons or companies in such manner and on such terms as may seem expedient and in particular to members of the staff, customers, and other having dealings with the Company and to guarantee performances of contracts by. any such persons or companies, provided that the Company shall not carryon any business which may come within the purview of the Banking Regulation Act, 1949 or of the Insurance Act, 1938,

13. Subject to provisions of the Companies Act, 2013, and the regulations made thereunder and the directions issued by Reserve Bank of India, to borrow, or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the Company, and at such times and in the manner as may be thought fit and in particular by the issue of debentures, perpetual or otherwise, debentures convertible into shares of this or any other Company or perpetual annuities and as security for any sucl).money so borrowed, raised or received or any of such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem and payoff any such securities.

14. To mortgage, hypothecate, pledge all or any of the properties whether movable or immovable of any description and other valuable securities of the Company.

15. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign, cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warranties and all other negotiable or transferable instruments.

16. To open an account or accounts with any individual, firm or company or with any bank or banks or bankers or shrotfs and to pay into and to withdraw money from such account or accounts.

17. To pay for any property or rights acquired by or for any services rendered to the Company either in cash or fully or partly paid up shares, with or without preferred

rights in respect of dividend or repayment of capital or otherwise by any securities which the Company has the power to issue or by the grant of any rights or options, or partly in one mode and partly in other, and on such terms as the Company may determine.

18. To payout of the funds of the Company, all costs, charges and expenses incidental to the formation and registration of the Company, and any company promoted by the Company and any such other Company and incidental to the negotiations between the promoters preliminary to the formation of the company and other pre-incorporation or preliminary and other expenses and also all costs, charges, impositions and expenses of an incidental to the acquisition by the Company of any property or assets and incidental to the accomplishment of all or any formalities which the company may think necessary or proper in connection with any of the aforesaid purposes.

19. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or their dependents or connections and to make payments towards insurance for any such purpose/ persons and to establish, join and support any trust, funds or scheme (whether contributory or non-contributory) with a view to provide pensions or allowances for any such person or any other associations, institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such person.

20. Subject to provisions of the Companies Act, 2013, to make donations to such person or persons either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious, benevolent, national, public or other institutions or objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.

21. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building houses and/or contributing to the pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit

22. To compensate for loss of office, any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, or other statute or rule having the force of law and to make payments to any person whose

office, employment or duties may be determined by virtue of any transaction in which the Company is engaged.

23. Subject to provisions of the Companies Act, 2013, to create any reserve funds, sinking fund, insurance fund or any other special funds whether for depreciation, for repairing, improving, extending or maintaining any of the properties of the Company or for any otber purpose conducive to the interest of the Company.

24. Subject to the provisions contained in Section 205 of the Companies Act, 1956 to distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company, any moneys otherwise available for distribution as dividend or bonus.

25. To distribute among the members in specie, all or any property of the Company, or any proceeds of sale or disposal of any property of the company, in the event of winding up of the Company but, so that no distribution amounting to reduction of capital be made except with the sanction, if any for the time being required by law.

26. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures of or securities of any other Company having objects altogether or in part similar to those of this company.

27. To improve, manage, develop grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.

28. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without. any declared trusts in favour of the Company.

29. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the objects or any of them in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

IV. The liability of the members is limited.

V. The authorised Share Capital of the Company is Rs. 60,00,00,000/. (Rupees Sixty crares) divided into 5,00,00,000 (Five crores only) Equity shares of Rs. 10/- (Rupees Ten) each and 10,00,000 (Ten lakhs) Preference shares of Rs. 100/- (Rupees One Hundred) each.

We, the several persons, whose names and addresses are subscribed, 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.	Names, addresses, descriptions and occupations of Subscribers	No. & Class of shares taken by Subscriber	Signature of Subscriber	Name, address & description of witness
1.	Paras Mal Jain S/o B. L. Jain R-60E, Block R, Dilshad Garden, Delhi -110092 Service	1 Equity Share	Sd/-	I witness the Signatures of the seven subscribers Sd/- K. O. Siddiqui S/o Mr. M. O. Siddiqui 97A/J & K, Dilshad Garden Company Secretary Membership No. : ACS6116 CP. 284
2.	Sushil Kumar Khanna S/o EC. Khanna J-26, Jorbagh Road New Delhi-11 0003 Service	1 Equity Share	Sd/-	
3.	Rita Singh W/o Ravi Singh 181, Aravali Apts. Alaknanda, New Delhi-110019 Service	1 Equity Share	Sd/-	
4.	Komandur Rangaswami Vasudevan S/o Late Rangaswami E-6A, DDA MIG Flats Mayapuri, New Delhi-110064 Service	1 Equity Share	Sd/-	
5.	Shardul Suresh Shroff S/o Suresh A. Shroff S-270, Aashirwad G. K.-II, New Delhi-110048 Advocate	1 Equity Share	Sd/-	
6.	Joel Allan Peres S/o Michael Peres D-4, Multi Storey Apts. Saba Kharak Singh Marg, New Delhi-11 0001 Advocate	1 Equity Share	Sd/-	
7.	Anil Kumar Chanana Sd/- S/o H.R. Chanana EC-200, Maya Enclave New Delhi-110064 Service	1 Equity Share		

Total No. of Shares taken		Seven

Dated this 3rd day of May, 1991 at New Delhi.