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MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
OF  
BIMAGENIE INSURANCE  
BROKING PRIVATE LIMITED

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**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**  
**BIMAGENIES INSURANCE BROKING PRIVATE LIMITED**

I. Name of the Company is **BIMAGENIE INSURANCE BROKING PRIVATE LIMITED.**

II. The Registered office of the Company will be situated in the State of Tamil Nadu.

III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

**A. THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:**

1. To carry on the business of direct insurance broking business in life and general insurance in accordance with and as defined under IRDA Regulations issued from time to time.

*\*Amended pursuant to Special Resolution Passed at EGM held on 16<sup>th</sup> March 2015*

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

1. To establish bureaus for providing legal services to process data and development systems of all kind by processing jobs, hiring out machine time and assist, set up, operate and supervise the operation of the data processing, divisions of other company's or organization in India or elsewhere.
2. To act as legal advisor to give legal opinion to the parties, corporate sectors and to prepare necessary sale deed in respect of purchase or selling properties.
3. To represent general public and corporate sector in respect legal proceeding before courts, tribunal and Boards.

4. To carry on the business of legal, Consultants, Market research consultants, Business Transfer Agent, Valuers, Arbitrators and Estate agent and too act as intermediates in the intermediates in the intermediates in the introduction of sellers, purchasers, partners and employees in respect of online disputes.
5. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the company for sale.
6. To acquire and undertake in the whole or any part of the business which the company is authorized to carry on and to possess the property suitable for the purpose of this company.
7. To enter into partnership or any other arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person of Company 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 and to lend money to guarantee the contracts of or otherwise assist any such person or Company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
8. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company.
9. To construct, maintain or alter any buildings, factories, warehouses, godown, shops or other structures or Works necessary, convenient or expedient of the purposes of the Company.
10. To purchase plants, engines, machinery, tools and implements from time to time to undertake the selling or disposing of the same.
11. To purchase and sell in India or elsewhere any materials of any description on commission or otherwise and to undertake or execute any work on commission or by contract or otherwise
12. Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any movable or immovable property and any rights or privileges which Company may think necessary or convenient for the purpose of its business and in particular any lands, buildings, easements, machinery, plant and stock in trade.

13. To enter into arrangements with any Government authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objectives or any of them and to obtain from such Government or authority, any rights, privileges and Concessions which the Company may think it desirable to obtain and to carryout, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To employ or otherwise acquire technical experts, engineers, machine, foreman and skilled and unskilled labour for any of the purpose or business of the Company.
15. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
16. To apply for or otherwise acquire any patents, brevets, d' invention license, concessions and the like conferring and exclusive or non-exclusive or limited rights to use or any secret or others information as to any invention 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 benefit the company and to use exercise develop or grant license in respect of or otherwise turn to account the property , rights or information so required.
17. To pay for any business, property, rights acquired or agreed to be acquired by this company and generally to satisfy any obligation of this company by the issue or transfer of shares of the Company or any other Company credited as fully or partly paid up or of debenture or other securities o f this or any other Company.
18. To pay. Satisfy or compromise any claim made against the Company which it may seem expedient to pay, satisfy or compromise.
19. To advance and lend moneys upon such securities or without securities therefore as may be thought proper and to invest such of the Company's money not immediately required, in such manner as may from time to time determined by the Directors of the Company.
20. To accept payment for any property or rights sold or otherwise or in shares of any Company with or without preferred rights in respect of dividends or payment of capital or otherwise or in debentures or debentures tock or other securities of any Company or Corporation or by generally on such terms as such Company my determine and to hold deal with or dispose of any consideration so received.
21. To borrow and secure the payment of money in such manner and on such terms as the directors may deem expedient and to mortgage or charge the undertaking and all or any part of the property and rights of the company, present or future including uncalled capital.

22. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, licenses and concessions fall or any of them and to undertake, execute, carryout, dispose, of or otherwise turn to account the same and to sublet all or any contracts for time to time and upon such terms and considerations as may be thought expedient.
23. To open an account or accounts with any person or Company, or with any bank or bankers or shroffs and to pay into and withdraw moneys from such account or accounts whether they be in credit or otherwise.
24. To draw, make, accept, endorse, discount, execute and issue, negotiate, assign, buy and sell or otherwise deal in cheques, drafts, promissory notes will of exchange hundies debentures, bonds, bill of lading, railway receipts, warrants, coupons and all other negotiable and transferrable securities instruments and documents.
25. To adopt such means for making known the business and / or products for this Company or any Company or any other way, by advertisements in papers, magazines through periodicals, cine slides, and films by issue of circulars, posters, calendars, exhibiting by publication of books, periodicals and by granting prizes rewards and donations subject to Section 293A of Companies Act.
26. To establish and support funds and institutions calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such person and to grant pensions and allowances and to subscribe or guarantee money for charitable objects.
27. To train or pay for the training in India or abroad of the Company's employees or any other candidates in the interests and for the furtherance of the Company's objects and business.
28. To remunerate any person or Company for Services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
29. To create any depreciation funds, reserve funds or any other special fund whether for repairing, improving, extending, or maintaining any property of the Company for any other purpose conducive to the interest of the Company.
30. To procure the recognition of the Company in any country, state or place and to establish and open branches anywhere in India or abroad and regulate agencies for the Company's Business.
31. To sell of dispose of the undertaking of the Company or any part thereof for such consideration as the Company think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.

32. To provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees of the Company and wives, widows and families for dependents or connections of such person by building or contributing to the building houses, issuing bonus, or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreations, hospitals and dispensaries medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national. Public or other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
33. Subject to the Companies Act to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
34. On the event of winding up to distribute any of the property of the Company amongst the members of this Company in specie or in kind.

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

1. To conduct all or any of the several operations connected with the purchase and sale packing, ware house, transporting or transshipment of any type of merchandise and goods and to carry on the business of shipping and clearing charge.
2. To undertake conduct or carry on all or any of the business or trade commonly undertaken conducted or carried on by merchants dealer warehousemen, importers, exporters, characters, wharfingers, carrier, transporters, freighters, shippers, prospectors, explorers, underwriters, promotes, packers, preserves, stores stockiest, distributors, furnishes, outfitters, suppliers, manufacturers, advertisers, exhibitors, millers, all kinds of industrial, manufacturing, commercial, trading, financial, agricultural and other operations.
3. To deal in materials required for the packing and preservations and dispatch of finished and unfinished goods, raw materials and articles.
4. To carry on the business of bottlers, canners, preservers, dehydrators, malsters, dealers merchants of fruits, vegetables, plants and liquors of every description including Indian made foreign liquors by products there from tonics, vitamin, beverages, flavored drinks, nectars, punch vinegar, acetic acid, glucose, protein, malts shops, carbonic acid, mustard pickles, sauces.
5. To carry the business of marketing, trading, selling and distributing all categories of consumer goods capital goods, industrial goods branded or otherwise indigenous or imported under its own brand names and or otherwise on a regional and national level.

6. To buy, sell, design, modify, lease, develop, assemble and deal in computer, computer peripherals, equipments, hardwares, accessories and softwares of all types and configuration, printers, computer stationeries, scanners, modem, calculators telecommunications products in India and abroad.
7. To carry on all or any of the business of electronic engineers, electrician, fabricators and traders of electronic equipments.
8. To provide computer training and consultancy services and to survey the customer's needs, develop information systems, develop and test computer program process, data and evaluate results emerging after processing for local as well as for foreign clients supply of manpower, setting up subsidiaries.
9. To carry on the business of flat promoters to sell let on lease or otherwise dispose off apartments therein and to provide for the tenants and occupiers thereof the services and conveniences connected therewith.
10. To produce, purchase, refine, import, export, sell, and generally deal in plastic components, articles and precision tools and dies and moulds and generally in all types of plastic and other allied synthetic materials.

#### IV. THE LIABILITY OF THE MEMBERS IS LIMITED

- V. \*The authorized share capital is Rs.75,00,000/- ( Rupees Seventy five Lakhs Only) divided into 7,50,000/-(Seven Lakh fifty thousand Only) Equity shares of Rs.10/- ( Rupees Ten Only) each. The Company has power from time to time to special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restriction in such manner as ,ay for the time being permitted by the Articles of Association of the Company for the legislative provisions for the time being in force in that behalf.

\*Inserted pursuant to the Special resolution passed at the EGM held on 01<sup>st</sup> September 2014

VI. 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 equity shares in the capital of the Company set opposite to our respective names.

Sl. No.	Signature, Name, Address, Description And Occupation of the Subscribers	No. of Equity Shares taken by Each Subscriber	Signature, Name, Address, Description of Witness
1.	<p><i>Gina</i>            GINA KOSHY            D/O KOSHY DANIEL,            THANDASERIL, THEEPANY,            THIRUVALLA 689101 - 27500            PAN No: AIMPV8018P            Date of Birth - 04.03.1979            Occupation - Business</p>	<p>₹2,75,000            (Two lakh, seventy five thousand)            Equity Shares of            ₹10/- (₹ Ten)            each.</p>	<p>All the subscribers are            before me at            Chennai    <i>R. Srinivasan</i>            (R. Srinivasan)            s/o S. Rangan            Chartered Accountant            3, Ponnachiar Street,            Thiruvallur,            Chennai 600017            20041</p>
2.	<p><i>Ciby</i>            CIBY VARGHESE s/o K. MATHEW            VARGHESE            A1, ABHILASH APARTMENTS,            SOUTH JANATHA ROAD. 22500            PALARIVATTOM, KOCHI 682025            PAN - ACPPV1727L            Occupation - Business.            Date of Birth 03/01/1974</p>	<p>₹2,25,000            (Two lakh twenty five thousand only)            Equity Shares of ₹10/-            (₹ Ten only)            each.</p>	<p>₹5,00,000/- (Rupees Five lakhs only)            50,000 Equity Shares of ₹10/- (Rupees Ten) each</p>

Place: CHENNAI  
 Date: 3.1.2011