

(COMPANY LIMITED BY SHARES)

(THE COMPANIES ACT, 2013)

**MEMORANDUM OF ASSOCIATION**

**OF**

**365 SECURITY & SERVICES PRIVATE LIMITED**

- I. The name of the Company is **365 SECURITY & SERVICES PRIVATE 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 provide security guard services including Armed Guard Security, Trend Security Guard, Industry Security Guard, Domestic Security Guard, Gun Man Security, Cash Logistic Service, VIP and Executive Security, Corporate Security, Project and Event Security, Security Guard Recruitment Services, Security Supervisors, Lady Security Guards/Supervisors etc as per governing laws in India.
    2. To get the recognition as Private Training Institute for imparting training to Private Security Guards and Supervisors in accordance with the governing laws in India and to formulate and provide customized training program within the ambit of training regulations and to train security personnel and to undertake security surveys, to train dogs and handlers, to form dog squads, to incorporate Special modules like Counter Terrorism awareness, response to men and material protection, optimum utilization of worldwide Non-Lethal technology and assistance to law enforcing agencies of country etc.
    3. To provide skilled and unskilled manpower to the innumerable sectors worldwide.

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

1. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
2. To buy, sell, import, export, and deal, in all kinds of software, equipments, machineries, apparatus, tools, assemblies, spares, components, commodities, substances, articles and things necessary or useful for carrying on the above business.
3. To apply for, obtain, purchase or otherwise acquire, protect, prolong and renew, whether in India or elsewhere, any patents, patent-rights, grants, licenses, formulae, protections, trademarks, designs, concessions, and other rights and benefits, technical information, knowhow and expert guidance and the like, conferring any exclusive or non-exclusive or limited right to their use, or any inventions, secrets or other information, 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, or any equipment and machinery for the production and manufacture in India of the products as mentioned above, and to arrange facilities for the training of technical personnel, and to expend money in carrying on research, experimenting upon, testing or improving any such patents, inventions or rights and to use, maintain, exercise, develop, or grant licenses or privileges in respect of, or to sell or otherwise dispose of, deal with, or turn to account the patents, property, rights, inventions, secrets or information so acquired, and to enter into agreement with any company or persons for the above.
4. To purchase, take on lease or in exchange, hire or otherwise acquire and hold immovable or moveable, tangible or intangible property of every description and wherever situated and any option, interest, license, servitude, easement, right or privilege in or over such property, for cash or for stock, shares or securities of the Company, or for any other consideration, which the Company or its Directors may think necessary or convenient for the purposes of its business.
5. To purchase, take over, amalgamate or otherwise acquire for cash or exchange or otherwise, the whole or any part of the business, goodwill property, rights, assets and liabilities of any person, firm, undertaking, partnership or company, carrying on or about to carry on any business which this Company is authorized to carry on, any business so purchased as from the past date and the profit derived there from and from the assets employed therein down to the date of actual purchase may be treated as profits of the Company and dealt with accordingly whether the Company was or was not in existence at the time when such profits were actually earned, and to pay for the same by shares, debentures, bonds, cash or otherwise.

6. To enter into any arrangement with any Government or Authority or any Corporation, Company or person, that may be seen conducive to the attainment of the Company's objects, and to apply for, promote, obtain, from any such Government Authority, Corporation, Company or person, any legislation, order, charters, contracts, decrees, license, rights, privileges, concessions, franchise or authorization, for enabling the Company to carry on its objects into effect, and to carry out, exercise, dispose of, turn to account and comply with any such arrangement, charters, contracts, decrees, rights, privileges and concessions, and to oppose any proceedings or applications or the like which the Company or its Directors consider may be directly or indirectly prejudicial to the interests of the Company or its members.
7. To enter into partnership, joint venture, trademark or technical collaboration agreements or any arrangement for sharing profits, amalgamation, union of interests, co-operation, reciprocal concessions, or otherwise with any persons or company carrying on or engaged in, any business or transaction which this Company is authorised to carry on or to amalgamate with any other company having objects altogether or in part similar to those of this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, to purchase, take or otherwise acquire, hold, sell, deal in, dispose of shares, debentures and securities of any such company.
8. To establish, promote, incorporate, form, register, organize, reorganize, and to aid and assist, financially or otherwise, in the promotion, formation, registration of any company, subsidiary or otherwise, corporations, syndicates, partnerships and associations, of all kinds, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for the purpose of business of the Company.
9. To obtain all necessary authorisations, permits and licenses for enabling the Company to carry on its objects into effect.
10. To invest any of the surplus money and funds of the Company, from time to time, in Government bonds, securities or in debentures or other securities issued by or on behalf of any Municipal body, or of any company, body corporate or undertaking established in India or abroad of whatever nature and whatsoever constituted under the authority of any Act of legislature applicable in India or abroad, or in shares or securities of public and private Companies in India or abroad or in shares of Co-operative societies as may from time to time be determined by the Directors, or on the acquisition of immovable properties whether freehold or leasehold, or of any other tenure, or in fixed deposits, or by way of loans on interest in any one of the local banks, or with any firms, companies or banks or in such other securities as may from time to time be determined by the Directors.

11. To open, maintain and control branches and agencies in India or in any part of the world for the purpose of carrying on the business of the Company.
12. To open accounts with any banks and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments and to buy, sell and deal in the same.
13. To borrow or raise money or receive money on deposit as may be prescribed by law for the purpose of the Company, in such manner and upon such terms as may be deemed fit and expedient and to secure the repayment thereof by way of mortgage or charge on the assets of the Company and to give guarantees or security, as may be required.
14. To create any reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company, or for any other purpose conducive to the interests of the Company.
15. To pay all expenses incurred in connection with the promotion, formation, and incorporation of the company.
16. To apply for tenders, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business of the Company.
17. To provide for the welfare of employees and ex-employees of the Company, and the wives, widows and families of such persons, by grant of pension, gratuity, compensations or other payments, and from time to time, by creating and subscribing to provident funds and other funds and providing or subscribing or contributing towards schools, places of instruction and recreation, hospitals, dispensaries, medical and other assistance as the Company shall deem fit.
18. To appoint agents, sub-agents whether commercial or financial and to act as agents and managers and as trustees for any person, firm or company for the purposes of the business of the Company, and to undertake and perform sub-contracts through or by means of agents, brokers, sub-contractors or others.
19. To remunerate any person, firm or company rendering services to the company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

20. To do all such other things as are incidental or conducive to the attainment of the objects of the Company, in any part of the World.

IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

V. The Authorised Share Capital of the Company is Rs. 24,00,000 (Rupees Twenty Four Lakh Only) divided into 2,40,000 (Two Lakh Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

We, the several persons, whose names, addresses and descriptions are subscribed hereunder 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 against our respective names.

Sr. No	Names, address, description and occupation of each Subscriber	No. of Equity Shares taken by each subscriber	Signature of Subscriber	Signature, name, address, description and occupation of witness
1.	<p><b>RAJ MAL KADIAN</b></p> <p>S/O JAI CHAND KADIAN</p> <p>A-06/3, 6<sup>th</sup> Floor, Block A Pilot Court, Sector 28 M G Road NR, Essel Tower, Gurgaon, Haryana-122002</p> <p>Occupation: Business</p>	40,000 (Fourty Thousand) Equity Shares	Sd/-	<p>I witness the signatures of the subscribers who has subscribed and signed in my presence in Delhi on 1<sup>st</sup> September 2014; further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in.</p> <p>Sd/-</p> <p>CA Twinkle Jain D/O Shri Surender Kumar Jain (M No.5266664 232, Bank Enclave Laxmi Nagar Delhi-110092</p>
2.	<p><b>SUNIL TYAGI</b></p> <p>S/O RAM KISHORE TYAGI</p> <p>N 139 Ganga Nagar, Meerut, Uttar Pradesh 250001</p> <p>Occupation: Business</p>	40,000 (Fourty Thousand) Equity Shares	Sd/-	
3.	<p><b>ANITA SHARMA</b></p> <p>D/O RAM SINGH</p> <p>1/5536 Balbir Nagar Extn, Lane No. 16, Shahdra, East Delhi, Delhi-110032</p> <p>Occupation: Business</p>	40,000 (Fourty Thousand) Equity Shares	Sd/-	

4.	<p><b>SACHIN KUMAR TOMAR</b></p> <p>S/O DHARAM PAL SINGH</p> <p>N 139 Ganga Nagar, Meerut, Uttar Pradesh 250001</p> <p>Occupation: Business</p>	40,000 (Fourty Thousand) Equity Shares	Sd/-	<p>I witness the signatures of the subscribers who has subscribed and signed in my presence in Delhi on 1st September 2014; further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled in.</p> <p>Sd/- CA Twinkle Jain D/O Shri Surender Kumar Jain (M No.526664 232, Bank Enclave Laxmi Nagar Delhi-110092</p>
5.	<p><b>AMITABH JAIN</b></p> <p>S/O VIJAY CHAND JAIN</p> <p>20, Boigain Ville Marg, DLF Phase II, Gurgaon Haryana-122008</p> <p>Occupation: Business</p>	40,000 (Fourty Thousand) Equity Shares	Sd/-	
6.	<p><b>SUDAMA PRASAD SHARMA</b></p> <p>S/O GORKH PRASAD SHARMA</p> <p>B-43, B-Block, Vasant Kunj Enclave, Vasant Kunj, S.O. South West, New Delhi-110070</p> <p>Occupation: Business</p>	40,000 (Fourty Thousand) Equity Shares	Sd/-	
	<b>TOTAL</b>	2,40,000 (Two Lakh Fourty Thousand) Equity Shares		

Dated this 1<sup>st</sup> day of September 2014

Place: Delhi