



सत्यमेव जयते

प्राण एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० U72200DL2005PTC135086 1926-1927.....

No. U72200DL2005PTC135086 2005-2006.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज ट्रान्जैक्शन सोल्यूशन्स
इन्टरनेशनल (इण्डिया) प्राईवेट लिमिटेड ।

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that..... **TRANSACTION SOLUTIONS
INTERNATIONAL (INDIA) PRIVATE LIMITED**.....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the
Company is Limited.

मेरे हस्ताक्षर से आज ता०..... 29 चैत्र, 1927.....को दिया गया ।

Given under my hand at..... **NEW DELHI**..... this..... **NINETEENTH**.....
day of..... **APRIL**..... **TWO THOUSAND** **AND FIVE**.....



Sd/-

(सऊद अहमद)

सहायक कम्पनी रजिस्ट्रार

Asst. Registrar of Companies

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

N.C.T. OF DELHI & HARYANA

Mahul Kumar

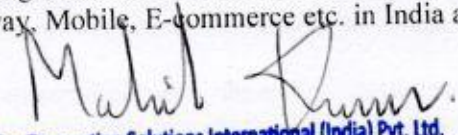
For Transaction Solutions International (India) Pvt. Ltd.

Director

(THE COMPANIES ACT, 2013)
MEMORANDUM OF ASSOCIATION
OF
TRANSACTION SOLUTIONS INTERNATIONAL (INDIA) PRIVATE LIMITED
(COMPANY LIMITED BY SHARES)

- I. The Name of the Company is **TRANSACTION SOLUTIONS INTERNATIONAL (INDIA) PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**
- III. (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON IT'S INCORPORATION ARE:—**

1. To carry on the business of setting up, owning, operating, and/ or deploying White Label and other ATMs across India that will provide banking and other permissible services to customers in India and acquisition of transactions of customers through technical connectivity with the existing authorised shared ATM Network Operators/ Card Payment Network Operators/ Other Payment Operators and systems and to set up, own and/ or commence business to operate ATMs in India as a 'White Label ATM Operator' or otherwise under any brand (whether owned by company/ third party) and provide any services to any ATM operator, deployer or owner and to provide and to otherwise generally deal in the ownership, deployment or operations of an ATMs and provision of any services for the financial delivery systems, payment systems and solutions for the ATM and/ or electronic transactions processing industry and professional and customer support services related to all or any of the above and to provide all or any of the services relating to deployment, ownership, networking and/ or management of ATMs and other electronic transaction terminals, devices and equipments and to operate as a Switch Provider, Switch Deployer & Operator, providing end to end ATM and Network Management and Field Related services including Settlement Processing and Reconciliations, and to provide value added services such as advertising, ticketing and utility payments, etc.
2. To carry on business of providing on-line, Real time, Electronic transaction processes and switching services for financial and non-financial transactions from/to multiple delivery channels and payment systems and co-networks including Automates Teller Machines (ATM's), Point of Sale Terminals (POS), Internet payment gateway, Mobile, E-commerce etc. in India and overseas


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and to carry on business of purchase, sale, hire, lease of ATM/POS and ATM/POS deployment and management, ATM/POS sharing between the banks and domestic interchanges and International interchanges such as Mastercard, Visa and others, Value added services viz, Mobile Top-up, Utility bill pay, Remittances, Payment Gateway etc, as an application service provider/third party processors to various banks and financial institutions and other vertical industries such as telcos, transportation, insurance etc, in India and overseas.


3. To carry on the business of providing solutions and services relating to online and offline payment systems through software and hardware technology products and facilitating mobile and Internet related payments, digital banking, telephone and IVR related payments, e-wallet, online remittance, money transfer services, payment collection and processing of payments.

*[*Altered vide special resolution passed at the Annual General Meeting of the Company held on September 21, 2022]*

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

4. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
5. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or Co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
6. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
7. To vest any movable or immovable property, rights or interests required by or received 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 trust in favour of the Company.
8. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
9. To undertake or promote scientific research relating to the main business or class of business of the Company.
10. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
11. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of

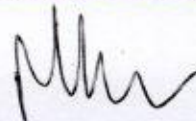
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activity research and development of manufacturing projects on the basis of knowhow, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

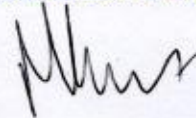
12. Subject to Sections 230 to 232 of the Companies Act, 2013, amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation..
13. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
14. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, designs, patterns, copyrights, trademark, licenses concessions and the like rights or benefits, conferring an exclusive or non• exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise of develop the same under or grant licenses in respect thereof of otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
15. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
16. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
17. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
18. To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
19. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.

For Transaction Solutions International (India) Pvt. Ltd.


Director

20. Subject to the provisions of the Companies Act, 2013 and the Regulations made there under and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures; debentures stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits 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 such other person or company to give the redeem or pay off any such securities.
21. To undertake or execute any trusts the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
22. To establish and promote or concur in establishing or promote any Company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
23. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
24. Subject to the Provisions of the Companies Act, 2013 to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
25. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, subject to provisions of the Companies Act, 2013.
26. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.
27. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
28. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of properties of the Company or for any other such purpose conducive to the interest of the Company.
29. Subject to the provisions of Section 179, 182 & 183 of Companies Act, 2013, to subscribe, contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.

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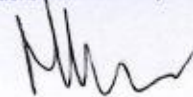
Director

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attainment of the main objects or any of them and to enter into agreements with the Companies, associations, societies, organizations of persons, foreign or Indian abroad or in India, for securing any of the objects of any Company or for any purposes conducive to its objects.

39. To enter into agreement for rendering and obtaining technical services and/or technical collaboration and/or financial collaboration whether by way of loans or capital participation with individuals' firm or body corporate for own business or on behalf of others, whether in India or outside India.
40. To undertake financial and commercial obligations, transactions and operations to pursue the main objects.
41. To guarantee performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
42. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated, or not incorporated and to guarantee or become sureties for the performance of any contract or obligations as may be necessary for the main business of the Company
43. To invest in other than in company's own shares, any money of the Company not immediately required in any investments movable or immovable as may be through proper and to hold, sell, investment, share or stock in the Company as may be necessary for the main business of the Company.
44. To procure the registration or recognition of the company in or under the laws of any place outside India.
45. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such company in which the Company may have any interest.
46. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
47. To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or troubles or the promotion of industry or trade

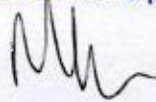
For Transaction Solutions International (India) Pvt. Ltd.



Director

30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary 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 Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
31. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
32. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine, Subject to the provision of the Companies Act, 2013.
33. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.
34. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
35. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other status or rule having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
36. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
37. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the work.
38. To do all or any of the Company's main business as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as the Company may think conducive to the

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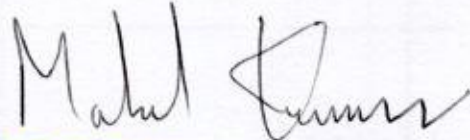


Director

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company is INR 300,00,00,000/- (Rupees Three hundred crores only) divided into 30,00,00,000 (Thirty crores) Equity Shares having a face value of Rs. 10 (Rupees Ten only).

Note:

1. The shareholders of the Company in its Extra-ordinary General Meeting held on 31.01.2022 increased the authorised shares capital from Rs. 151,00,00,000 (One fifty-one crores) divided into 15,10,00,000 shares of Rs. 10/- each to Rs. 2,00,00,00,000 (Two hundred crores) divided into 20,00,00,000 shares of Rs. 10/- each.



For Transaction Solutions International (India) Pvt. Ltd.

Director

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the company set opposite our respective names :

Sl. No.	Name, address, description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation
1.	Anil Puri S/o M. M. L. Puri R/o C- 98 Anand Niketan New Delhi- 21 (Business)	5000 (Five Thousand Only)	Sd/	I hereby witness the signature of both the subscribers who have signed in my Presence Sd/- (AMIT CHOPRA) S/o Late Brij Mohan Chopra Gopal Chopra & Associates Chartered Accountants M. No- 87428 34, Baber Lane Bengali Market New Delhi- 1
2.	Anuj Puri S/o Col. M. M. L. Puri R/o C-98, Anand Niketan New Delhi- 21 (Business)	5000 (Five Thousand Only)	Sd/	
	Total	10,000 (Ten Thousand Only)		

Dated : 12-04-05
Place : New Delhi

For Transaction Solutions International (India) Pvt. Ltd.

Mahesh Kumar
Director

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