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**MEMORANDUM OF ASSOCIATION**

**OF**

**GOVERNMENT EMARKETPLACE**

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**THE COMPANIES ACT, 2013**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**GOVERNMENT EMARKETPLACE**

[Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014]  
(A Company Not for profit under Section 8 of the Companies Act, 2013)

- I. The name of the company is **"GOVERNMENT EMARKETPLACE"**.
- II. The registered office of the company will be situated in the **National Capital Territory of Delhi**.
- III. **(A) THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE: —**
1. To promote transparency, accountability, competitiveness and efficiency in procurement by government agencies, that includes Central & State Government Ministries/Departments, Central & State Public Sector Undertakings, Autonomous Institutions, Statutory & Constitutional bodies etc. (herein referred to as Government agencies)
  2. To undertake research, development, implementation etc. of various activities to develop effective ways and means of procurement of goods and services and disposal of items by government agencies.
  3. To develop, operate and maintain technology driven e-marketplace which can be used by government agencies for procurement of various goods and services and disposal of items in a transparent and efficient manner.
  4. To assist various stakeholders in the use of e-marketplace for procurement and sale of goods and services in a transparent and efficient manner.
  5. To promote trade and commerce by providing easily accessible, transparent, quick and efficient technology enabled platform for selling goods and services by various stakeholders, suppliers and service providers to government agencies.
  6. To provide information technology and communications related services to various stakeholders in order to prepare them for aligning their information technology and communications infrastructure and processes with GeM.
  7. To improve upon existing processes & technologies and/or to develop new and better processes & technologies to enhance transparency, efficiency, competitiveness, equality, frugality in procurement of goods and services by government agencies.

8. To develop, maintain and provide public procurement related common information technology and communications infrastructure to all stakeholders.
9. To act as a catalyst for development of technology appropriate for efficient procurement by government agencies, by identifying, financing and/or undertaking research and development efforts and projects with different agencies and institutions.
10. To act as a conduit for transfer of appropriate expertise/technology to government and non-Government agencies, including financial institutions and encourage adoption of modern techniques and appropriate technology in matters related to procurement by government agencies.
11. To liaise, cooperate or associate, represent, collaborate, with various organizations including government agencies, concerned with the furtherance of technology and management of trade and commerce and procurement by government agencies.
12. To provide quality research, advice, consultancy and technology and management related services/support to government agencies, corporates, financial institutions, professionals, general public, private entities, organizations abroad, foreign Governments etc., in order to improve the procurement processes/procedures/techniques etc. by government agencies.
13. To assist various stakeholders in capacity building, including attracting skilled technical/managerial manpower and domain experts, and in change management associated with the implementation of technology enabled procurement process by government agencies.
14. To assist vendors and service providers to provide their goods and services through the technology enabled platform(s), portal(s) and other means developed by the Company.

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

1. To establish and support branches of the Company in any part within the territory of India or outside.
2. To develop papers, reports, films, videos and other multi-media presentations and ensure effective dissemination of the learning and output of the Company.
3. To disseminate information and educate the public, electronically or otherwise, on the various aspects of e-governance and public procurement related initiatives undertaken by the Government.
4. To conduct conferences, retreats and workshops to increase awareness about the various developments in the field of government e-procurement and government e-marketplace to the policy makers in India and abroad.
5. To organize seminars, conferences, workshops, courses, studies, training programs, exhibitions

- etc. at such places and at such times as may be required to promote the objects of the Company.
6. To conduct and/or sponsor training programs, conferences, lectures and seminars on technology, management, e-governance and government e-marketplace, procurement by government agencies related issues.
  7. To organize exchange programs for staff and people involved in technology, management and procurement by government agencies related issues and to provide training of work in India and abroad.
  8. To acquire, buy, sell, lease, take on rent, market, distribute, exchange and / or otherwise dispose of, store, hold, package, transport, use, experiment with, handle, in equipment and products including information technology and communications equipment and products, in order to achieve the objects of the Company.
  9. To sell, mortgage, give on lease, exchange and otherwise transfer or dispose off or deal with all or any property, movable or immovable, of the Company, for the furtherance of the aims and objects of the Company;
  10. To purchase, take on lease, secure by exchange or license, hire or otherwise acquire or obtain any moveable or immovable property and any interest, easement rights, other right and privilege from any person, company, society, foundation, trust, organization, Government and / or institution as may be necessary or convenient or as may be deemed fit by the Company, for the furtherance of the aims and objects of the Company.
  11. To exercise and enforce all rights and powers conferred by or incidental to the ownership of any investment of the Company and to sell, manage, lease and dispose of otherwise deal with all or any part of the property of the Company.
  12. To construct, maintain and alter any building or erection and to provide, endow, furnish and / or fit out any of its property with all necessary furniture, instruments, fittings, appliances, conveniences and other equipment and maintain and / or manage offices, premises center, institutions and other establishments or institutions for the furtherance and / or advancement of any one or more of the objects of the Company.
  13. To establish branch offices and other facilitation centers etc. in different parts of India and abroad.
  14. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trademark, formula, license, lease, concessions, conferring any exclusive or limited right to use, or any secret, confidential 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 directly or indirectly benefit the Company.
  15. To make donations and / or give grants to any persons, companies, societies, foundations.

institutions, universities and / or trust who have objects similar to any one or more of the objects of the Company for the purpose of promoting, assisting and / or encouraging the carrying and / or achievement of such objects or object.

16. To raise funds and accept donations (in cash or kind) subscriptions, grants of money, securities, and property of any kind and / or to undertake and accept the management of transfership of any endowment, trust fund or donation not inconsistent with the objects of the Company.
17. To accept donations, assistance and funds on behalf of the implementing agencies from the Government and / or foreign donors subject to such laws as may be applicable and to obtain necessary accounts and information regarding the physical and financial progress from the implementing agency / agencies.
18. To solicit and receive funds and accept grants, contributions, donations, demises and bequests, in cash or kind, securities, properties (movable or immovable), any other assistance or services from entities including individuals, Governments, public bodies, agencies, corporations, firms, individuals, associations, company, body corporate both at the national and international level, for pursuing the objects of the Company and in receiving any of the above, to take the same either unconditionally or subject to such special conditions which may be prescribed by the donor in writing.
19. To raise necessary funds and collect appropriate subscriptions, fees, grants, corpus funds, donations, commissions, royalties, cess in respect of services rendered by the Company.
20. Subject to provisions of the Companies Act, 2013 and the rules made there under, to borrow or raise or secure the payment of money or to receive money or deposit at interest or otherwise, and at such time or times as the Company may deem fit by promissory notes or by taking credits in or opening current, loans or overdraft accounts with any bank, company, firm or person and whether with or without any security or by such other means.
21. To establish endowments fund to finance the activities of the Company including, where necessary, to meet expenditure out of the capital of such endowment funds.
22. To invest the monies of the Company, not immediately required, in such manner as the Company thinks fit.
23. To levy, collect, retain and appropriate charges, fees, commissions etc. for the services provided by the Company.
24. To enter into any arrangements with any Government and authorities, municipal, local or otherwise or any person or Company, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain: and to carry out, exercise and comply with such rights, privileges, charters, contracts, licenses and concessions.

25. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right, or privilege, which any Government or authority, supreme, municipal, local or otherwise in any corporation or other public body may be empowered to grant, and to pay for, aid in and contribute towards carrying the same into effect, and to issue and / or appropriate any debentures or other securities and assets to defray the necessary costs, charges and expenses thereof.
26. To enter into partnerships or any arrangement, whether in India or elsewhere, for union of interest, co-operation, reciprocal concession or otherwise with any person or company or foreign Government carrying on or engaged in or about to carry on or engage in any activities or transaction which the Company is authorized to carry on or engage in or any activities or transaction capable of being conducted.
27. To promote or assist in the promotion of any company or association having objects similar to the objects of the Company.
28. To promote and / or become a member of any company or companies, (whether limited by Shares or guarantee or both) body or association (whether corporate or not) for the purpose of acquiring all or any of the property rights and liabilities of the company, and / or for the furtherance of the objects or any of them in this Company.
29. To apply for and to obtain any provisional rule, order, notification, statute or other legislative provision or enactment for enabling the Company to carry any of its objects into effect or for effecting any modification of the constitution of the Company or for any other purpose which may be seen expedient by the Company and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
30. To establish linkages with financial institutions, urban and rural communities and government agencies (Central, State or Local) for promotion of each and every object of the Company.
31. To open and operate a banking account or banking accounts including current and savings account, and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds, debentures and other negotiable or transferable instruments.
32. To give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person, subject to the provisions of the Companies Act, 2013.
33. To enter into contracts, novation agreements, memorandum of understanding and other agreements with various stakeholders including Government departments, individuals, private organizations etc. in order to accomplish the aims and objects of the Company and to enforce

such contracts etc.

34. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and to remunerate any person or persons for the services rendered in the promotion and establishment of the Company.
35. To employ and/or retain professional or technical advisors, consultants or experts to further the aims and objects of the Company and to pay them honorarium, fee, or other remuneration.
36. To create administrative, technical, ministerial and other posts under the Society and to make appointments thereto.
37. To establish, maintain and / or procure the establishment and maintenance of any contributory provident, pension or superannuation funds for the benefit and to give or procure the giving of donations, gratuities, pensions who are or were at any time, in the employment of the company and the widows, families and dependants of any such persons and to make payments to or towards the insurance of any such persons as aforesaid.
38. To establish and support and / or aid in the establishment and / or support of associations, institutions, funds, trusts etc. calculated to benefit employees or past employees of the Company or the dependants or connections of any such employees, and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for any charitable educational or other benevolent object which may be considered likely, directly or indirectly to further any one or more of the objects of the Company.
39. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.
40. To print and publish periodicals, books, journals, booklets and / or leaflets in furtherance of its objects.
41. To do all such other lawful acts as are incidental, conducive to the attainment of the above objects or any of them.

Provided that the company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or others, any regulation or restriction which, as an object of the company, would make it a trade union.





**IV.** The objects of the Company extend to the whole of India.

- V.**
1. The profits, if any, or other income and property of the company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
  2. No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.

3. No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
  4. Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.
  5. Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
- VI.** No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar.
- VII.** The liability of the members is limited.
- VIII.** The share capital of the company will consist of Rs. 100,000/- (Rupees One Lakh only) divided into 10,000 (Ten thousand) Equity shares of Rs. 10/- (Rupees Ten only) each.
- IX.** True accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- X.** If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Companies Act, 2013.
- XI.** The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.



XII. We, the several persons whose names, addresses, descriptions and occupations are hereinto subscribed are desirous of being formed into a company **not for profit**, in pursuance of this Memorandum of Association:

Sl. No.	Photographs	Name, Description Occupation and address of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address, Description occupation and Signature of witness or witnesses
1.		<p>President of India Through Mrs. Rite Amitabh Teautia D/o Mr. Motilal Pessumal Motwani Address: 533/2, Sector-8 Gandhi Nagar, Gujarat- 382007 Occupation: Service</p>	<p>9000 (Nine Thousand)</p>	 <small>श्रीमती रीते अमिताभ तौत्या सहस्ररक्षक सचिव/Commerce Secretary भारत सरकार/Govt. of India भारतीय वणिज्य विभाग Ministry of Commerce &amp; Industry सहस्ररक्षक सचिव/Deptt. of Commerce उद्योग विभाग, नई दिल्ली-11 Udyog Bhawan, New Delhi-11</small>	<p>I witness to subscribers who have subscribed and signed in my presence on 4/05/2017 at New Delhi. Further, I have verified their identity details (id) for their identification and satisfied myself of their identification particular as filed in. Npyo-daw C.S. Ram Parvesh Yadav s/o Sh. Mathu Ram Yadav, R/o H.No.62-A Vihoba Enclave Extn, CRPF colony, Sheronida/Calan, X.D-72 C.P-9484, M.No-FB343</p>
2.		<p>President of India through its nominee Mr. Sunil Kumar S/o Sh. Madan Singh Address: B-603, CSI Tower Vipin Khand, Gomti Nagar Lucknow, Uttar Pradesh- 226010 Occupation: Service</p>	<p>1000 (one thousand)</p>	 <small>श्रीमान सुनील कुमार संयुक्त सचिव/Joint Secretary भारतीय वणिज्य विभाग/Deptt. of Commerce भारतीय वणिज्य विभाग Ministry of Commerce &amp; Industry उद्योग विभाग, नई दिल्ली-110107 Udyog Bhawan, New Delhi-110107</small>	<p>I witness to subscribers who have subscribed and signed in my presence on 4/05/2017 at New Delhi. Further, I have verified their identity details (id) for their identification and satisfied myself of their identification particular as filed in. C.S. Ram Parvesh Yadav s/o Sh. Mathu Ram Yadav, R/o H.No.62-A Vihoba Enclave Extn, CRPF colony, Sheronida/Calan, X.D-72 C.P-9484, M.No-FB343</p>
Total			10000	(Ten thousand) (EQUITY SHARE)	

Date:- 4/05/2017

Place: NEW DELHI