

SCHEDULE I
(SECTIONS 4 AND 5)
TABLE -A
MEMORANDUM OF ASSOCIATION [MOA]
OF
VESTIGE MARKETING PRIVATE LIMITED
COMPANY LIMITED BY SHARES
INDIAN NON-GOVERNMENT COMPANY
HAVING SHARE CAPITAL
INCORPORATED UNDER THE COMPANIES ACT, 2013
(NO. 18 OF 2013)

- I. The Name of the Company is **VESTIGE MARKETING 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 its incorporation are:**
 1. To carry on the business as a marketing enterprise engaged in the marketing, buying & selling, import & export of various consumer products, educational aids and home appliances such as food supplements, personal care products, home care products, general merchandise, wearing apparels, appliances, cosmetics, jewellery, toys, sports goods, water purification systems, printed books and allied items on retail and /or wholesale basis.
 2. To establish, setup, marketing networks, wholesale / retail outlets, franchisee showrooms, online website stores, virtual store (s) including chain stores, modern retail stores, electronic commerce platform, online / virtual marketplace in all its forms and to carry on the business of setting up of network infrastructure including for storage, movement, delivery of goods and services for trade and commerce, arrangements with distribution agencies, network marketing, direct selling, electronic channels for the business of the Company.
 3. To act as marketing consultants in the establishing of marketing network(s), Direct selling networks;
 4. To buy, sell, purchase, deal in goods, articles, printing materials, appliances and other apparatus or machinery which may be used for the Company in connection with the business as referred to in para (1) to (3) above.
 5. To carry on the business of marketing of all types/kinds of physical, electronic and virtual payment system services, e-wallets, mobile wallets, payment instruments, cash card services, payment gateway services, prepaid and postpaid payment to create solutions that address the payment requirements of consumers related to e-commerce marketing.


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(b) Matters which are necessary for furtherance of the objects specified in clause III(a) are:—

1. To buy, sell all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, article and things necessary or useful for carrying on the main businesses of the Company.
2. To enter into agreements with any company or persons for obtaining by grant of license or on other terms formulae and other rights and benefits; technical information, know-how and expert guidance and equipment and machinery for the production and manufacture in India or the articles and things mentioned above and to arrange facilities for training of technical personnel by them.
3. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes, grants and bursaries to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main businesses of the Company.
4. To acquire by concession, grant, purchase, barter, lease, license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, works, conveniences and other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets inventions, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, secrets or other information which may seem necessary for any of the purposes of the Company and to construct, maintain and alter any building or work necessary or convenient for the purpose of the Company and to pay for such land, buildings, works property or rights or any other property and rights purchased or acquired by or for the Company by shares, debentures, debenture-stock, bonds or other securities of the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.
5. To act as consultants in items being dealt with by the company in the matter of manufacturing buying, selling importing and exporting of raw material in their finished semi-finished or in their raw form.
6. To enter into any arrangement, with any Government or Authorities, Municipal, local or otherwise or any person or company, in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain any order or such other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other such purpose. Which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.



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8. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transactions which this Company is authorised to carry on and to amalgamate with any other such Company having objects altogether in part similar to those of this Company in India or abroad.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for any of the business of this Company.
10. To take or otherwise acquire and hold shares or such other interests in or securities of any other such companies having objects altogether or in part similar to those of this Company.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum and to assist any such company and to undertake the management work, duties and business on such terms as may be arranged.
12. To open accounts with any bank or financial institutions 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. Subject to section 185 & 188 of the Act and the rules made therein and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money as loan at interest for any of the purposes of the Company and at such time or times as may be expedient by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable instruments or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.
14. To invest in other than investment in Company's own shares and deal with money of this Company not immediately required upon including shares, securities, bonds, derivatives or upon such securities or investments and in such manner as may, from time to time, be determined.


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15. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and others having dealings with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the directors, provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
16. To sell, improve, alter, manage, develop, exchange, lease mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may think fit, subject to the provisions of the Act.
17. 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 main business.
18. To create any depreciation fund, reserve fund, sinking fund, provident fund super-annuation fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
19. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses dwellings or chawls or by grants of money, pensions, allowances, bonus or such other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries medical and other such attendances and assistance as the Company shall think fit.
20. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.
21. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local, register and branch places of the business in any part of the world.
22. To adopt such means of making known the products 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 any by granting prizes, rewards and donations or on holding exhibitions.
23. To do all or any of the main objects 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 deem conducive to the attainment of the main objects or any of them.
24. To assist any Company or such other enterprises in its dealings with any Governmental, local, statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities and to procure capital for any Company or enterprises.
25. To carry on the business of manufactures of and dealers in men's women's and children's clothing and wearing apparel of every kind, nature and description made from cotton, synthetic, wool and/or leather.



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26. To carry on the business of manufacturers of and dealers of hosiery goods of every kind, nature and description for men, women and children.
27. To carry on the business of manufactures of and dealers in all kinds of carpets, durries, mats, rugs, blankets and similar articles of woolen and worsted materials.
28. To carry on the business or businesses of manufacturers, importers and exporters of and dealers in forgings, press, structural and rolling works of all kinds, and in particular (i) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks, bolts, tower bolts, dogspikes and press work of all kinds; (ii) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works; (iii) hand and machine tools; (iv) sanitary fittings and sanitary pipes; (v) utensils and cutlery of steel or aluminum; (vi) electrical appliance gadgets and (vii) cycle parts.
29. To carry on the business or businesses of manufacturers, importers and exporters of brushes of all kinds.
30. To carry on the business of manufacturers of and dealers of all kinds of paper and paper products.
31. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities.
32. To deal in shares and such other securities in all its branches.
33. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye, disinfect, renovate, and prepare for use all articles of wearing apparel, household, domestic and such other linen and cotton and woolen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, material and articles related thereto.
34. To carry on the business of importers and exporters, of ship-owners, ship builders, charters of ships and such other vessels of all types warehousemen, ships and insurance brokers, forwarding agents and harbingers.
35. To carry on the business as proprietors and publishers of newspapers, periodicals, journals, books and such other literary works and undertakings of all types.
36. To carry on the business as manufacturers of and dealers in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and of all types of rubber products and goods.
37. To carry on the business as manufacturers of and dealers in leather and leather goods of all descriptions and of leather dresses, tanners, hides, skins and all things and material connected therewith.
38. To carry on the business as manufacturers of and dealers in all types of plastics and plastic products, furniture, fancy, goods, stationery, provisions drugs and articles of household use and consumption.

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39. To carry on the business of canning and food preservation, tinning and bottling of food stuffs, meat, meat products, potted meats, fruits, vegetables, jam, pickles, sausages, table delicacies and preserved provisions of all kinds and to establish, own, operate, acquire, run and manage canning and other factories for the purpose of packing, preserving and canning such articles and products.
40. To carry on the business of manufacturers processors, producers of and dealers in dairy, farm and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milk foods and milk products and milk preparations of all description, vegetables and fruits of all kinds.
41. To carry on the business of manufacturers of and dealers in and sellers of all or any types of electronic components, their raw materials and equipments, audio products, electronic calculators, digital products, microprocessor based systems, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.
42. To carry on the business of mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds, tool makers, assemblers, brass founders, metal workers, boiler makers, mill-wrights, iron and steel converters, smiths, metallurgists tube makers, galvanizer(s), electro-platers, water works engineers, gas generators, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds.
43. To carry on the business of advisors on problems relating to the administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of the services.
44. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
45. To carry on the business of manufactures and dealers in textile such as man-made fibres, cotton, silk, jute, woolen and synthetics.
46. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of all articles and things used in the manufacture, maintenance and working thereof.
47. To carry on the business of manufacturing and /or processing of oxygen and other gases, chemicals industrial alcohols, graphite electrodes and petroleum products, vegetable oils, alcoholic and non-alcoholic drinks and beverages of all kinds and brewers and distillers.
48. To carry on business of manufactures, dealers and fabricators or components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity and also relating to conversion of all kinds of renewable sources of energy and also conservation of energy.
49. To carry on the business of export or import agent, commission agent of any other such item as required by foreign or Indian buyers.

50. To manufacture, prepare, process, buy, sell and deal in whether as wholesalers or retailers or as exporters or importers or as principal or agent in all types of educational books.
 51. To carry on business of proprietors and publishers of newspapers, journals, magazines, periodicals, books and pamphlets and other literary works and undertakings.
 52. To carry on the business of printers, publishers, stationers, lithographers, type founders, stereotypers, electrotypers, photographic printers, photo-lithographers, chromo-lithographers, engravers, die-sinkers, book-binders, designers, card printers, calendar printers, translators, paper and ink or other stationery goods, dealers, book-sellers and advertising agents.
 53. To publish any periodical book, pamphlet, magazine, journal or to associate with any other similar Company or business undertaking.
 54. To carry on the business of information technology including development & sale of software, hardware, business process outsourcing, call centers.
 55. To carry on the business of telecommunication including telecom towers, mobile cell sites.
 56. To carry on the business of generation, distribution and traders of electrical energy through conventional and non-conventional means including wind energy, thermal energy and hydro power.
- IV. The Liability of the members 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 Rs.1,50,00,000/- (Rupees One Crore Fifty Lacs) divided into 1,50,00,000/- (One Crore Fifty Lacs) Equity Shares of Re.1/- (Rupee One) each.**



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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 shares in the Capital of the Company, set opposite our respective names :-

S. No.	Names, Addresses, Description and Occupation of each subscriber	Number and type of Shares Equity	Signature of Subscribers	Name, Addresses Description and Signatures of witnesses
1.	GAUTAM BALI S/o Late Sh. Sukhdev Singh Bali EC-16, Inderpuri, New Delhi- 110012 Business	50000 Equity	Sd/-	I witness the signatures of all the subscribers. Sd/- (Deepak Choudhury) Chartered Accountant S/o Sh. B. M. Choudhury M. No. 88905 7A/41, W. E. A., Karol Bagh New Delhi
2.	KANWAR BIR SINGH S/o Raghbir Singh, A- 281, Shivalik, New Delhi- 110017 Business	25000 Equity	Sd/-	
3.	DEEPAK SOOD S/o Late Sh. Dharam Pal Sood 16A, DDA Flats, Mansarover Park, Shahdara, Delhi- 110032 Business	25000 Equity	Sd/-	
	Total	100000 Equity Shares		

Place : New Delhi

Dated: 19th May, 2004

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NILESH RANJAN
 Partner

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