

[Pursuant to Schedule I (see sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

SPICE+MOA
(e-Memorandum of Association)

* Table applicable to company as notified under schedule I of the companies Act, 2013

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Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is

YTM INDIA MARKETING PRIVATE LIMITED

2. The Registered office of the company will be situated in the state of

Chattisgarh-CT

3.(a) The objects to be pursued by the company on its incorporation are

To carry on the business of marketing of consumer products, electrical and electronic, home appliances, home safety products, cosmetics, FMCG Products, textiles and garments, health care and personal care.

3.(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To enter into contracts, agreements and arrangements with any other company, firm, or person for carrying out by such other company, firm or person on behalf of the Company of the objects for which the Company is formed.
2. To buy, lease, take on hire, license, franchise or otherwise acquire property moveable and immovable, and to sell, give on lease or hire, license or franchise or otherwise dispose of the property both moveable and immovable.
3. To lend, invest or otherwise employ, deploy or deal with money belonging to or entrusted to the company in securities and shares or other movable or immovable property with or without security upon such terms and in such manner from time to time as the Directors may think fit subject to the provisions of the Companies Act, 2013.
4. To lend and advance money or give credit to such persons, or companies and on such terms as may seem expedient and in particulars to customers and others having dealing with the company and to guarantee the performance of any contract or obligations and the payments of money of any such person or companies and generally to give guarantee and indemnities.
5. To give inter-corporate and to lend money subject to Companies Act, 2013 with or without security to such persons or bodies corporate and upon such terms and conditions as the Company may think fit.
6. To undertake or participate in the formation, management, supervision or control of the business operations of any other company, firm or person having similar objects.
7. To pay out of the fund of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company or to issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
8. To form, promote, subsidize and assist companies and partnerships, to promote and acquire any concern as a running business or

otherwise or purchase any part of the assets of any share thereof and to pay for the same including its goodwill either in cash/or by issue of shares or otherwise and invest the moneys of the Company for the said purposes.

9. To apply for and to obtain assistance (financial, technical or of other type) from Government and other organizations, companies firms, or individuals, national or international, for developing business of the Company.
10. To enter into any arrangements with any Governments or authorities, municipal, local or otherwise or any person, firm, institution 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 Governments, authority person, firm, institution or Company, rights, privileges, charters, contracts, licenses and concessions, which the Company may think it desirable or necessary to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
11. To acquire and secure membership, seat or privilege either in the name of Company or its nominee or nominees in and to any association, exchanges, market, club or other institution in India or any part of the world for furtherance of business, trade or industry.
12. To acquire the whole or any part of the undertaking and assets of business within the objects of the Company and lands, privileges, rights, contracts, property or effects held or used in connection therewith, and upon any such purchase to undertake the liabilities of any Company, association, partnership or person.
13. To acquire, undertake for whole or any parts of the business, properties and liabilities of any persons or company and amalgamate, enter into partnership or into any agreements for sharing profits, union of interest, co-operation, joint ventures, or reciprocal concessions or for limiting competition with any person or Company carrying on or engaged in, or about to carry on or engage in business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith.
14. To apply for, purchase or otherwise acquire, protect and renew in any part of the world any patents, rights, brevet, invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any of the business of the Company, and to use, exercise, develop, or grant licenses in respect and to expand money in experimenting upon, testing or improving any such patents, inventions or rights.
15. To lend and advance money other than public deposits subject to Companies Act, 2013 or give credit to such persons or Companies and on such terms as may seem expedient, and in particular to customs and others having dealing with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any persons or Companies and generally to give guarantees and indemnities.
16. To pay for business, property or rights acquired or agreed to be acquired by the Company and to remunerate any person or Company and generally to satisfy any obligation of the Company by cash payment or by the issue, allotment or transfer of shares of this or any other Company credited as fully or partly paid up or debentures or other securities of this or any other Company.
17. To invest and deal with moneys of the company not immediately required in any manner for the company use or business.
18. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments, but not to do banking business as defined in the Bank regulation Act, 1949.
19. To sell, lease, mortgage or otherwise dispose of the property, assets or undertakings of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or other securities of any other Company having objects altogether or in part similar to those of the Company.
20. Subject to the provisions of the Act, to distribute among the members in specie any property of the Company or any proceeds of the sale or disposal of any property and rights of the Company.
21. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments, to any persons who are or were at any time in the employment or service of the Company, or who are or were at any time Directors or Officers of the Company and the wives, widows, families and dependents of any such persons, and also establish and subsidies to any institutions, including in particular any cafeterias, canteens or clubs, funds, calculate to be for the benefit of or to advance the interest and well-being of the Company and make payments to or towards the insurance of any such person as aforesaid.
22. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public institutions, objects or purposes or for any exhibition.
23. To establish and maintain agencies, branch places and local register and to procure or recognition of the Company under the laws and regulations of any other country and to do all acts necessary for carrying on business or activities in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local Companies or partnership or as may be thought desirable.
24. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or preparing, improving, extending or maintaining any of the Company or for any other purposes conducive to the interest of the Company.
25. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures, issued at a premium by the Company, and nay moneys received in respect of forfeited shares.
26. To take part in the management, supervision or control of the business or operation of any Company having similar objects or

undertaking and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents.

27. To undertake any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or omitted to be done by them for and in the interest of the Company and for any loss, damage, or misfortune whatsoever and for which shall happen in execution of the duties of their office or in relation thereto.

28. To apply for, promote and obtain any act of Parliament charter, privileges, concessions, license, or authorization of any Government, State or Municipality, provisional order or license of any authority for enabling the Company to carry any of authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to promote the interest of the Company.

29. To agree to refer to arbitration and to refer to arbitration disputes present or future between the Company and any other Company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with India or any other foreign system of law.

30. To do the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others.

31. To negotiate loans, underwriting contracts, equity participation, cash credits and other financial facilities from banks, financial institutions and others.

32. To mortgage, hypothecate, pledge, all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the Company.

33. To employ officers, clerks, agents, field officers, canvassers, branch officers, auditors, laborer and other servants and brokers or commission agents and to pay or provide for the payment to them of such salaries, commission, brokerage or remuneration as salaries, commission, brokerage or remuneration as may be found fit, expedient, necessary or desirable.

4. 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.

5. The share capital of the company is

1,500,000.00

 rupees, divided into,

150,000.00	Equity	shares of	10.00	rupees each	,and
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6 We, the several persons, whose names and addresses are subscribed, 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:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company (Applicable in case of one person company):

Subscriber Details						
S.No.	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Ashok Kumar Sahu, Shiv Chowk, Tumngaon, Mahasamund Chhattisgarh, India-493445, Occu-Business	07332420	5,000	Equity	ASHOK KUMAR R SAHU <small>Digitally signed by ASHOK KUMAR SAHU Date: 2022.07.14 15:02:17 +05'30'</small>	14/07/22
				Preference		
2	Kamal Narayan Sahu, Banglapara-2 Near Shiv Chowk Bus Stand, Tumngaon, Mahasamund, Chhattisgarh, India-493445, Occu-Business	07332410	5,000	Equity	KAMAL NARAYAN SAHU <small>Digitally signed by KAMAL NARAYAN SAHU Date: 2022.07.14 15:02:40 +05'30'</small>	14/07/22
				Preference		
Total Shares taken			10,000.0	Equity		
				Preference		

Signed before Me

Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACS ABHISHEK JAIN	Office No. 19, 2nd Floor, Samvet Shikhar, Raipur (C.G.) 492001, Occu-Practicing Company Secretary.	35312	ABHISHEK JAIN <small>Digitally signed by ABHISHEK JAIN Date: 2022.07.14 15:03:00 +05'30'</small>	14/07/22

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