

[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

TEXTRA MARKETING PRIVATE LIMITED

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

Madhya Pradesh-MP

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

To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, marketing or supplying, trading of all type of goods on retail as well as on wholesale basis in India or elsewhere such as Garments, clothes, Fast moving consumer goods, daily use products, beauty products, food products, cosmetics, edibles and consumable goods.

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

1. To enter into agreements and contracts with Indian or Foreign individuals, companies or other organizations for technical, financial or any other assistance for the carrying out of all or any of the objects of the Company.
2. With a view to promote and advance the business of the company or to establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for the technical research and experiments of all kinds.
3. To provide, establish, maintain, control, manage, improve, assist, contribute, acquire, subsidize, hold, operate, obtain, or do such other act or acts as are conducive to the attainment of the main objects.
4. To build residential premises for the executives and other employees of the Company.
5. To apply for purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere, any patents, patent rights, inventions, trademarks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information of any invention, process or privilege which may seem capable of being used for any of the purpose of the company or the acquisition of which may directly or indirectly be to the benefit of the company and to use, exercise, develop, or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
6. To receive money on deposits, securities, valuables at interest or otherwise from any person, firm, company, trust, estate, organization, government, municipal, local or any other authorities, concerns, corporations or boards or otherwise but not to carry on any banking business as defined in the Banking Regulation Act, 1949. The acceptance of deposit shall be subject to the provisions of Section 2, Clause 68 of the Companies Act 2013.
7. To make advances with or without security and upon such terms as the company may approve, provided however, that the company shall not carry on any banking business as defined in the Banking Regulation Act, 1949.

8. To search for, to purchase or otherwise acquire from any Government, or any authority, public or private, any licenses, concessions, contracts, grants, decrees, rights, capable of being turned to account and in particular any rights or concessions either for purposes of obtaining motive power or otherwise and to work, develop, carry out, exercise and turn into account the same.
9. To undertake and execute any contract or contracts for works involving the supply or use of any machinery or power and to carry out any ancillary or other works comprised in such contract or contracts.
10. To pay all costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the company.
11. To procure the registration or incorporation or recognition of the company in and/or under the laws of any place outside India.
12. To establish agencies in India and elsewhere and to regulate and discontinue the same. To enter into contract or arrangement or other dealings for the conduct of the business of the company or any part thereof.
13. To employ experts to investigate, examine into the conditions, prospects, value, character, and circumstance of any business concerns and undertakings and generally of any assets, property or rights, with the object of finding out suitable transactions.
14. To open accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such accounts.
15. To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm, association or company carrying on or formed (in the case of a company) to carry on any business which this company is authorized to carry on or possesses any property suitable to the purpose of this company and as the consideration for the same to pay cash or issue any shares, stocks or obligations of this company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.
16. To amalgamate, enter into partnership or any arrangement for sharing or pooling of profits, amalgamation, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so far, directly or indirectly to the benefits of the Company.
17. To obtain any provisional order to act of legislation for enabling the company to carry out any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings, or application which may seem calculated directly or indirectly to prejudice the company's interest.
18. To purchase, take on lease or in exchange, hire or otherwise acquire and to hold and deal with any movable or immovable property (including actionable claims, patents, patent rights, inventions, concessions, shares, stocks and debentures) or obligations of any company and to spend money in experimenting upon, testing or improving any patents, invention or rights and upon distribution of assets or division of profits, to distribute any such property amongst the members of this company in specie on its winding up.
19. To form, incorporate or promote any company or companies, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the company or any other 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 to be rendered in, or about the formation or promotion of the company or the conduct of its business or in or about the promotion or formation of any other company in which the company may have any interest.
20. To draw, make, accept, endorse, discount, execute, issue, buy, sell and or otherwise deal with promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, subject to Banking Regulation Act, 1949.
21. To lend money to such person or companies on such security and either with or without the borrower's personal security or on personal security alone and on such terms and conditions as may be thought fit and in particular to customers of and persons having dealings with the company and to guarantee the performance of contracts by any such persons.
22. To lend, invest or otherwise deal with the moneys of the company not immediately required, upon such securities or without securities and in such manner as may from time to time be determined and that free from any restrictions imposed by statute upon the investment of trust funds.
23. To borrow for the purpose of the company on mortgage of its property or otherwise or any part thereof or on any bond, promissory notes, or deposit receipts payable to bearer or otherwise or on all or any of them and at such rates of interest and for such period or periods and repayable in such manner and generally on such terms as the Directors may consider desirable and to re-borrow the same or any part thereof on all or any of such securities and to issue mortgages, bonds, promissory notes, and deposit receipts as aforesaid on such terms and conditions as the Directors shall determine. The acceptance of deposits shall be subject to Section 2, clause 68 of the Companies Act 2013 and issue of the directives by the Reserve Bank of India as may be applicable.
24. To acquire or take over all such licenses and permits sanctioned in the name of promoters prior to incorporation to attain main objects of the company.
25. To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the rights and properties of the company upon such terms and conditions and for such price or other consideration of any kind as the company may think fit.

26. To depute any member of the staff of the company to any place in India or abroad.
27. To enter into and to complete conveyance, dispositions, assignments, transfers, leases, contracts, coparcenary agreements, licenses and other contracts, or writing of every description requisite for or incidental to or connected with any of the company's objects or conducive to the attainment thereof.
28. To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds obligations, shares, stocks and securities and to act as trustees in connection with any such securities.
29. To constitute any trusts with a view to the issue of preferred, deferred or any other special stocks, or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trust, and to settle and to regulate and if thought fit, to undertake and execute any such trusts, to issue, dispose of, or hold any such preferred, deferred or other special stocks or securities.
30. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments and shares of securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whosoever, whether incorporated or not and generally to guarantee or become sureties for the due payment of any loans or the performance of any contracts or any obligations upon such terms as the directors may consider fair and expedient.
31. To provide for the welfare of the employees or ex-employees of the company, their wives, widows, and families or the dependents of such persons, by building or contribution for the building of houses, dwellings, or by grants of money, pensions, allowances, bonus, or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim for support or aid by the company either by reason of locality of operation or of public and general utility or otherwise and to create trusts for carrying out all such objects.
32. To support, subscribe or donate or otherwise provide aid to any benevolent, charitable, national, public or other objects funds, institutions, trusts, society, club or organization, subject to the provisions of Section 182 of the Companies Act 2013.
33. To act as an intermediary between the entrepreneurs, investors, mentors and such other persons involved directly or indirectly in fund raising activities both in India and abroad.
34. To grant scholarships to scholars for carrying on research work on scientific or other subjects and to establish or promote or aid the establishment of Scientific Research Institutes or other similar bodies.
35. To distribute the properties of the company amongst the members in specie or kind consequent upon the winding of the company.
36. To distribute among members of the company in kind, any property of the company and in particular any shares, debentures, or security of other companies, belonging to this company or of which this company may have the power of disposing.
37. To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
38. To make experiments in connection with any business of the Company and to protect any invention of the company by letter of otherwise.
39. To advertise and adopt means of making known the activities of the company or any articles or goods traded or dealt in by the company in any way as may be expedient, including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists, and conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
40. To remunerate or make donations (by cash or other assets or by allotment of fully or partly paid-up shares or by a call or option on shares, debenture, or securities of this company, or any other company, or in any other manner) of the company's capital, profits or otherwise to any person or firm for services rendered in introducing any property or business subject to the provisions of the Companies Act 2013.
41. To institute, conduct, defend, compound, compromise any legal proceedings against or by the company.
42. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers hereinbefore set-forth.

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):