

INCORPORATED UNDER THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

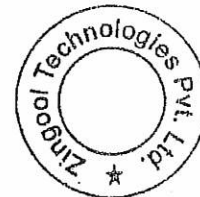
ZINGOOL TECHNOLOGIES PRIVATE LIMITED

- I. The name of the Company is **"ZINGOOL TECHNOLOGIES PRIVATE LIMITED"**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra, within Jurisdiction of the Registrar of Companies at Mumbai.
- III. The Objects for which the Company is established are

(A). THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of Online Shopping, Internet advertising and marketing, creative designing, promotions, promotional offers, printing, Lifestyle concepts, education, training and development, graphic designing, web designing, app designing, augmented reality, virtual reality, packaging, marketing consultancy, marketing as agents or distributors, entertainment, customer relationship management, software and application development, providing secure payment processing, net commerce solution for business to business and business to consumer, online trading in and outside India.
2. To carry on the business or profession in and outside India of providing technology and /or services/ mechanism including through any present or future technology to facilitate transactions, any type of commerce including but not limited to e-commerce, mobile commerce, whether by and between businesses, by and between individual consumers, or any combination thereof and incidental and ancillary activities thereto; providing platform for online shopping, trading, e markets, chatting, dissemination of knowledge and information of general interest, across the globe, through web page design, creation, hosting and any business relating to the internet or the email, networking and communication environments.
3. To carry on the business of retail through kiosks, shops in malls, shopping centers and complexes, markets, plazas, Cinema Halls, Multiplexes, buildings, apartments, offices, Railway stations, Airports, Tube Stations, other local transport station and such other public transport related areas and to facilitate knowledge about effective and value added by way of working of retail malls, showrooms, builders and infrastructure-based companies.
4. To carry on the business of import, export in bulk or through retail trading of any type of goods by way of various distribution channels.
5. To carry on the business as consultant to service providers in retail sector and Industrial units for research and know-how of retail sector and implementation of training and knowledge centres for higher customer satisfaction and better provision of services to the end users and other distributor channels.

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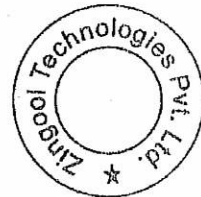
**For L N Singh & Associates
Company Secretaries**

Handwritten signature of Lalit Narayan Singh
**Lalit Narayan Singh
M.No.-16623; C.P.No.-17332**

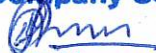
6. To carry on the business of buying and selling various products/ services relating to E commerce and to develop such technology for running the business effectively and to own such infrastructure.
7. To develop and maintain database of potential buyers of retail merchandise to sell through Internet, Catalogue, TV Shopping and Mobile Commerce and any other media which may be developed in future and develop and services subscription database for Speciality Publication.
8. To carry on the business to provide an access to the various vendors through various modes of commerce namely TV commerce, Live commerce, Video commerce, E- commerce and the company's distribution/ network channels to the end users on a best deal basis.
9. To carry on the business as agents, suppliers and commission agents of products and materials in any form or shape manufactured or supplied by any company, firm, association of persons, body, whether incorporated or not, individuals, government, semi government or any local authority.
10. To carry on business whether in India or abroad as principals, agents, proprietors, investors, partners, joint venture partners, managers, consultants, franchisees, distributors, or otherwise of providing a platform, technology and/or other mechanism/Fulfillment services including Warehousing, content creation, packaging, logistics, customer support, collection & refunds and any other services required to fulfill the order to the customer, through current and future, known or unknown technology to facilitate transactions, commerce, electronic commerce, mobile commerce, any type of commerce for any goods / services whether by and between businesses, or otherwise along with any incidental and ancillary activities thereto including without limitation displaying advertisement and promotions.
11. To carry on the business whether in India or abroad as principals, agents, proprietors, investors, partners, joint venture partners, managers, consultants, franchisees, distributors, or otherwise of operation, maintain, development, marketing and otherwise dealing in all types of electronic, technological, wireless application protocol (WAP), 3G / 4G and internet properties, including web-sites and portals on the world wide web and providing internet, wireless application protocol (WAP), 3G / 4G or other existing and future, whether known or unknown, technology based/other software, media, medium and information technology services or information technology enabled services of all kinds.
12. To develop or acquire and own intellectual property and in particular to act as copyright owners, internet site or portal owners, video right owners, cable right owners, dubbing rights owners and other studio owners of all kinds of data, educational radio programmes, television programmes, videos, advertising, films and documentary in all formats and languages prevailing in the world.

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**For L N Singh & Associates
Company Secretaries**



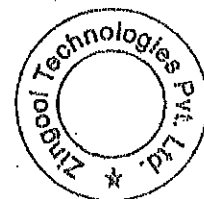
**Lalit Narayan Singh
M.No.-16623; C.P.No.-17332**

(B). THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To enter into contracts, agencies, agreements and arrangements for the purpose of exports and imports with other Company, firm or person, Corporation, Foreign Companies and Government Organisations, Overseas Body Corporate (subject to obtaining the necessary licenses and permission of the prescribed authorities) for achieving the objects for which the Company is formed.
2. To employ expert to investigate and examine into the condition, prospects, value character and circumstances of business concerns and undertaking and generally of assets, property or rights.
3. To set up a branch of the business which the Company is authorized to carry on by means, or through the agency of holding / subsidiary company or companies, and to enter into arrangement with such holding / subsidiary company for taking the profits and bearing the losses of business or branch so carried on, or for such subsidiary company or guaranteeing its liabilities, or to make other arrangement which may seem desirable with reference to business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
4. To take part in the supervision and control of the business or operations of company or undertaking having similar objects and to appoint and remunerate any Director, trustees, accountants or other experts or agents.
5. To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or company carrying on or proposing to carry on or authorised to carry on business which the Company is authorized to carry on, or possessed of property suitable for the purpose of this Company, or Which can be carried on in conjunction therewith.
6. To amalgamate, enter into partnership or partially amalgamate with or acquire interest in the business of other company, person or firm or enter into arrangement for sharing profits, or for co-operation or for limiting competition or for mutual assistance, with such person, firm or company.
7. To enter into partnership, or into arrangement for sharing profits or losses, or for any union of interest joint venture, reciprocal concession or co-operation with person or persons, or company or companies carrying on, or engaged in or about to carry on or engage in or about to carry on or engage in or being authorised to carry on, or engage in, business or transaction which this Company is authorised to carry on or engage in.
8. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's object or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and

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concessions which the Company may think fit, desirable to obtain and to carry out, exercise, and comply therewith.

9. To apply for, promote, and obtain under Act, charter, privilege, concession, licenses, authorization, if any, government, state or municipal, provisional order or license or any authority for enabling the Company to carry its objects into effect, or for extending any of the powers of the Company 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, or indirectly to prejudice the Company's interest.

10. To apply for, purchase, or otherwise, acquire, and protect and renew in any part of the world any patents, patent rights, invention, trademarks, designs, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company, and to use, exercise, develop or grant licenses in respect of or otherwise, turn to account the property, right, or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

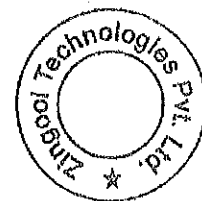
11. To acquire and hold shares, debentures and any securities of any company, association or public undertaking or issued by any Government, municipal or local authorities and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities from time to time.

12. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and, in particular, to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connection of such persons and in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump sum, and to make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds of or for such persons.

13. To refer, or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.

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14. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or placing taking or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

15. To pay all preliminary expenses of any Company promoted by the Company, or any Company in which the Company is, or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of business or property acquired by the Company.

16. To apply for and to obtain assistance from Government and other organisation, companies, firms and individuals, national or international for developing all of the business or businesses of the Company.

17. To enter into foreign or Indian technical and/or financial collaboration, partnership or into arrangement, for sharing or dealing profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise with any person, firm, corporation or Government or company carrying on, engaged in or about to carry on or engage in or business undertaking or transaction which may seem capable of being carried on or conducted, so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts or otherwise assign any such persons, firms or companies, to sell, hold, reissue with or without guarantee or otherwise deal with the same.

18. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and, in particular, to customers and other having dealings with the Company and to guarantee the performances of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantee and indemnities.


19. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

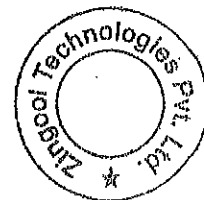
20. To donate or gift, in cash or kind for any national, charitable, benevolent, public or any other purposes or to any institution, club, society, research association, fund, university, college or any other company, person or body.

21. To accept gifts, bequests, devises and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.

22. To receive loan and borrow or raise money through lease finance or in such manner as the Company shall think fit and, in particular, by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital,

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and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any person or company as the case may be.

23. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, wariness, debentures and other negotiable or transferable instruments or securities.

24. To insure the whole or any part of the property of the Company, either fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially, and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

25. To exercise all or any of its corporate powers, rights, and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of officers and agencies therein as may be convenient.

26. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debenture-stock, contracts, mortgages, charge, obligations and other securities of any Company or of any authority, Central, State, Municipal, local or otherwise, or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debenture, debenture-stock or other securities or obligation of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue, and to transact all kinds of trust and agency business.

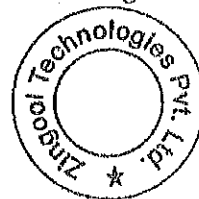
27. To purchases, construct, take on lease or tenancy or hire take options over or otherwise, acquire any estate, lands buildings, easements or other interest, rights immovable properties and to hold, concessions, licenses, privileges, claims, leases, options, which may appear to be necessary or convenient for any of the business of the company and to sell, lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the company.

28. To apply for, take out, obtain, purchase, or otherwise acquire and turn to account any copy rights, licenses, concessions, patent rights or inventions, privileges, trademarks or secret processes which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop or grant license, in respect of, or acquire and to expend money in experimenting upon and testing and improving or seeing to improve any patent rights, inventions, discoveries, process or information of the company or which the company may acquire or purpose to acquire.

29. To acquire and take over as a going concern by purchase or, on lease and to undertake, to carry on the whole or any part of the business together with the

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goodwill and trade name, property rights, and liabilities of any person or persons, firm or any company carrying on any business, any part of the purposes of which is within the objects of the company or which the Company is authorised to carry on or possessed of property suitable for the purposes of the company and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind-up any such business.

30. To sell, lease, grant licenses, easements, and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, right and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular, for shares debentures or securities of any other company.

31. To repair, alter remodel, clean, renovate, convert, and manipulate any goods from time to time belonging to the Company.

32. To appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.

33. To underwrite, acquire, take-up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or any foreign country, and debenture-stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, public body, or authority, supreme, municipal, local or otherwise, whether in India or any foreign country.

34. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or in or about the formation or promotion of the company or the acquisition of property by the Company, or the conduct of its business.

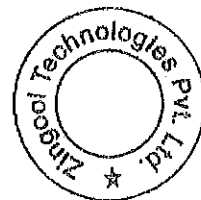
35. To amalgamate with any other company with objects all or any of which are similar to the objects of the Company or whose business is similar to the business or any part of the business of the Company, in any manner whatsoever (whether with or without a liquidation of the Company).

36. To insure the whole or any part of the property of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on more principle or otherwise.

37. To do all and everything necessary suitable for the accomplishment of any purposes or the attainment of any the objects or furtherance of any of the powers herein before set forth, either alone or in associations with other corporate bodies, firms, or individuals, and to do every other act or acts, or thing or things incidental or appurtenant to, or growing out of, connected with the aforesaid business or power, or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

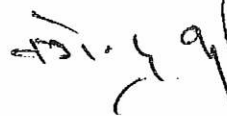
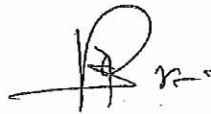
IV. The liability of the Members of the Company is limited.

M. S. Gurusetti
K.R.



#V. The Authorized Share Capital of the Company is Rs. 1,01,00,000/- (Rupees One Crore One Lakh only) divided into 10,10,000 (Ten Lakhs Ten Thousand) Equity Shares of Rs.10/- (Rupee Ten only) each. The equity shares shall have the rights, privileges and conditions attaching thereto as may be provided by the regulations of the Company for the time being with power to increase and reduce for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the regulations of the company.

#Substituted pursuant to increase in Authorised Share Capital from Rs. 1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupee Ten only) each to Rs. 1,01,00,000/- (Rupees One Crore One Lakh only) divided into 10,10,000 (Ten Lakhs Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each by passing Special Resolution at the Extra Ordinary General Meeting of the Members held on 23rd December, 2024.



**For L N Singh & Associates
Company Secretaries**


**Lalit Narayan Singh
M.No.-16623; C.P.No.-17332**

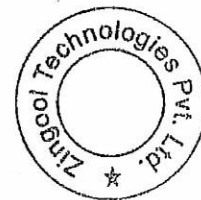
We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

Sr. no.	Names, Addresses, Descriptions and Signatures of the Subscribers	DIN/ PAN/ Passport Number	Signature & Number of Equity Shares Taken by Subscribers	Name, Address, Description, Occupation and Signature of the Witness
1.	ALTILIS TECHNOLOGIES PRIVATE LIMITED, 18TH FLOOR, A WING, MARATHON FUTUREX, N.M. JOSHI MARG, LOWER PAREL MUMBAI 400013, ACTING THROUGH AUTHORIZED REPRESENTATIVE MR. AMISH PANDYA S/O CHANDRAKANT REVASHANKAR PANDYA VIDE BOARD RESOLUTION PASSED ON 18TH AUGUST 2022 ADD: FLAT NO.18, DAHISAR SIDDHI APARTMENT, PARBAT NAGAR, S.V. ROAD, DAHISAR EAST, MUMBAI - 400068	AARPP5216A	9,999 (Nine Thousand Nine Hundred Ninety-Nine Only)	I witness to the subscribers No. 1 & 2 who have signed in my presence on 24 th August, 2022 at Mumbai. Further I have verified their identification and satisfied myself of their identification particulars filed in.
2.	NAME - ANIL CHOUGULE SON OF ABASAHEB CHOUGULE, ADDRESS- PH II/E-1/15/B-9 SECTOR-8, SAHYADRI APARTMENT, NERUL I MARKET, NERUL, NAVI MUMBAI, THANE 400706 OCCUPATION: SERVICE	03494796	1 (One Only)	Name: DHWANIT PRAKASH CHHAYA SON OF PRAKASH CHHAYA Address: B-19/20 1ST FLOOR, PANNALAL TERRACES, LAMINGTON ROAD, GRANT ROAD EAST, MUMBAI- 400007 Occupation: Professional Membership No.: 54130 Occupation: PRACTICING COMPANY SECRETARY
Total Shares taken			10,000	

Date: 24/08/2022

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V.R.



**For L N Singh & Associates
Company Secretaries**

(Signature)

**Lalit Narayan Singh
M.No.-16623; C.P.No.-17332**