

MEMORANDUM OF ASSOCIATION

FORM NO. INC-30

[Pursuant to Schedule I (See section 4 & 5) to the companies Act, 2013]

TABLE A- MEMORANDUM OF ASSOCIATION OF COMPANY LIMITED BY SHARES

***SAROKAR MANAGEMENT SERVICES PRIVATE LIMITED**

- 1) The name of company is “***SAROKAR MANAGEMENT SERVICES PRIVATE LIMITED**”.
- 2) The registered office of the company will be situated in the National Capital Territory of Delhi.
- 3) The objects for which the company is established are:

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

- a) To carry on the business of Manpower and Human Resource employing and supplying all types of executives, Middle Management Staff, Junior Level Staff, Workers, Labourers Skilled or Unskilled required in various Industries or Sectors or Organizations, and to work as labour contractors, labour consultants and allied jobs in India and outside India.
- b) To carry on the business of providing manpower and human resource placement and recruiting, Selecting, Interviewing, Training and supplying all types of executives, Middle Management Staff, Junior Level Staff, Workers, Labourers Skilled or Unskilled required in various Industries or Sectors or Organizations.
- c) To carry on the business of Contractors, Builders, Sub-contractor, etc to construct, modify, repair, alter, execute, improve, and develop all kinds of works, buildings, turnkey projects, civil structures or other constructions or conveniences of all kinds, whether on turnkey basis or on labour contracts or otherwise.
- d) To purchase Land or immovable property or right or interest therein singly or jointly, and to develop / construct residential / commercial complex.
- e) To carry on the activities of production house i.e. making movies, videos, clips and drama videos etc.
- f) To carry on the business activities through direct selling and multi- level marketing.
- g) To issue and operate Closed Prepaid Payment Instruments in accordance with the Provisions of “Master Direction on Issuance and Operation of Prepaid Payment Instruments” (as amended up to date) dated 11th October, 2017, for which approval/ authorization from Reserve Bank of India is not required.
- h) To carry on the business activities through the platform of e-Commerce.
- i) To facilitate and offer other Business Associates to conduct their Retail Business transactions through the modal of e-commerce platform.
- j) To offer various Indirect Taxation Compliances Services such as GST Registration, GST returns filings etc. for which attestation function of CA/CS/CMA/Advocates is not required.

(*Altered by Members Resolution dated 23.12.2017)

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

1. To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
2. To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the INDIA or elsewhere any patents, patent rights, licenses, secret processes, trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
3. To enter into partnership or into any arrangement for sharing profits, or for cooperation, or for mutual assistance with any such person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, or for subsidising or otherwise assisting any person, firm or company.
4. To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges, in respect of, or otherwise deal with all or any part of the property and rights of the Company.
5. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
6. To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
7. To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it. (h)To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
8. To enter into any arrangement with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think

desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

9. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
10. To amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited by this memorandum of association.
11. To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
12. To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.
13. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
14. To support and subscribe to any charitable of public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company
15. To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the performance of their duties as may be thought fit.
16. To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
17. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no director or secretary of the Company shall, by virtue of his office, be paid by the Company any salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company PROVIDED THAT nothing shall prevent any payment in good faith by the Company of out-of-pocket expenses to any director or secretary of the Company incurred in the performance of his duties.

18. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
19. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
20. To take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
21. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
22. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
23. To establish, maintain, conduct, provide, procure or make available services of every kind globally including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and other technological or social services.
24. To purchase, take on lease or otherwise, acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business.
25. To establish branches or appoint in or outside India for or in connection with any of the objects of the Company and in particular in relation to the investment of money the sale of property and the collection and receipt of money.

26. To procure the Company to be registered or recognised in any foreign country or place and to procure incorporation, registration or other recognition of the Company in any country, state or place outside India, and to establish and maintain local registers of any branch, places of business in any part of the world.
27. To provide generally for the administration and management of the buildings or any other property in which the company may at any time have an interest of whatever nature, or which may be under its control, in such manner as may be deemed expedient or proper.
28. To secure, promote, organise, manage or enter into joint venture agreement, collaboration, agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or abroad for any purpose whatsoever.
29. To Invest surplus funds of the Company in all kinds of securities, shares, stocks, debentures, debenture-stocks, bonds, real estate and to finance industrial enterprises.
30. To establish, promote or concur in establishing or promoting any company or companies for the purposes of acquiring all or any of the Properties, rights and liabilities of the company and the to place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares.
31. To advance and lend money to builders, tenants and others who may be willing to build on or improve any land or buildings in which the Company is interested.
32. To sell, exchange, mortgage, let on lease, grant, licenses. easements, options and the rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other Company having similar objects.
33. Subject to the provisions under the Companies Act, 2013 and RBI guidelines, to advance deposit with or lend surplus unborrowed money on securities and property and to receive loans or grants or deposits from the Government and lend surplus unborrowed money, either with or without security and generally to such persons and upon terms and conditions as the Company may think fit, provided that the business of banking as defined Banking Regulation Act, 1949 shall not be carried on by the Company.
34. To guarantee the performance of the obligations of and the payment of dividends and interest on any stock or share or securities any Company, corporation, firm or person in any case, which guarantee may be considered likely to further objects of the company.
35. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contract, mortgages, charges, obligations instruments and securities of any Company w of any authority (State, Municipal, Local) otherwise of any person whomsoever whether






incorporated or not generally to guarantee or become sureties for performance of any contracts or obligations for direct benefits of the Company.

36. To establish and carry on and to promote the establishment and carrying on upon any property in which the Company is interested of any business which may be conveniently carried on upon or in connection with such property, and establishment which may seem calculated to enhance the value of the Company's interest in such property or to facilitate the disposal thereof.
37. To acquire and undertake all or any part of the business property and liabilities or any person or Company carrying on any business which this Company is authorized to carry on possession of property suitable for the purpose of the Company.
38. To distribute all or any of the property of the Company amongst the members in piece or kind, in the event of winding up.
39. Subject to the provisions of Section 391 to 394 of the Companies Act, 2013 to amalgamate, to enter into partnership or into any arrangement for sharing profits or into any union of interest, joint-venture, reciprocal concession or cooperation with any person or persons or Company or Companies carrying on or engaged in or about to carry on or engage in, or being authorized to carry on or engage in or any business or transaction capable of being conducted so as directly to benefit this Company.
40. To adopt such means of making known the products of the Company as may be expedient and in particular by advertising in the press by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
41. To invest and deal with the surplus unborrowed moneys of the Company not immediately required, in such manner as may be from time to time determined.
42. To open an Account or Accounts with any individual firm or Company or with any Banks or Bankers and Scoffs and to pay into and to withdraw money from such account or accounts.
43. To send out to Foreign Countries Directors. Employees or any other person for investigating trade connection or in promoting the interest of the Company and to pay expenses incurred in this connection.
44. To do all or any part of the above things in any part of the world either as principals, contractors, trustees or otherwise and either alone or in conjunction with others and by or through Agents, Contractors, Trustees or Otherwise.

45. To do all such other things as are incidental, or as the Company may think conducive to attainment of the above objects.
- 4) The Liability of the members 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 INR 1,00,000/- (One Lakh) divided into 10,000 shares (Ten Thousand shares) of INR 10/- each.

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:-

S.No.	Name, address, description, & occupation 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>RAJESH KUMAR SINGH SINGH SHAG ESTHAR PRASAD SINGH DOB: 17/03/1978 H/O A/2 STREET No 1 MAMIPALPUR NEW DELHI 110037 DELHI INDIA OCCUPATION-BUSINESS</p>	5000.00 FIVE THOUSAND ONLY		 <p>I, CA RAJENDRA CEHRWART, PINO 520813, R/O 720 MAHAPALPUR, NEW DELHI 110037, WITNESSES TO SUBSCRIBERS, WHO HAVE SUBSCRIBED & SIGNED IN MY PRESENCE ON 04-NOV-2015, DELHI, FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS (ID) FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR IDENTIFICATION (IDENTIFICATION) AS FULLED IN</p> <p>04-NOV-2015</p>
2	 <p>KIRAN KUMAR SINGH S/RAM DEV SINGH DOB: 20/09/1979 R/O A-86/2 STREET No 2 MAHAPALPUR NEW DELHI-110037 DELHI INDIA OCCUPATION-BUSINESS</p>	5000 FIVE THOUSAND ONLY		
TOTAL		10,000		

PLACE: NEW DELHI

DATE: 04/11/2015