

[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

WEDRESS FASHION PRIVATE LIMITED

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

Uttar Pradesh-UP

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

1. To carry on the business of buyers, sellers, dealers, importers, exporters, distributors and suppliers of all kinds of clothing, readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description.
2. To own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers related to fashion & lifestyle products.

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

1. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the company's object or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the company may think desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
2. To amalgamate with any company having objects altogether or in part similar to those of this company subject to Section 230 to 240 of the Companies Act, 2013.
3. To draw, make accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchanges, bills of lading, debentures, and other negotiable or transferable instruments or securities and to open any kind of Bank Account-including current, saving, over draft or fixed deposits and operate the same.
4. To remunerate any person, firm or company and pay commission in cash or otherwise, for services rendered or to be rendered and to adopt, become bound by and carry into effect any agreement or arrangements which may have been entered into for the purpose by any person or company as trustees for on behalf of the company.
5. To purchase or acquire trade, trade names or any patent, invention, design secret-processes or Rights, licenses, concessions in connections with the business of the company and in that construct building, mills and factories .
6. To start and maintain, open branches and offices in different part of India and elsewhere in the world as the Company may decide from time to time.
7. To manage and control the business of any other company or companies having objects similar to its own.
8. To acquire and takeover any business as going concern or other- wise in which the Company may be interested from time to time.

9. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
10. To pay for any properties, rights, or privileges acquired by the company either in shares of the company or partly in cash or otherwise.
11. To enter into partnership with any person, authority, Government company carrying on the business similar to that of the Company.
12. To acquire by purchase lease in exchange on hire or otherwise any immovable or movable property, machinery, plant, stock, stock-in-trade and any rights or privileges connected with them which the company may think necessary or convenient with reference to any of these objects and to retain the same for the purposes of the company's business.
13. To sell or dispose of, mortgage, pledge, hypothecate, improve, manage, develop, exchange, lease, let out, hire or otherwise deal with all or any part of the properties, movable or immovable and rights of the Company on such terms and conditions as may be considered necessary or incidental for the carrying out of objects aforesaid.
14. To promote any company or companies for the purpose of acquiring all or any of the properties rights and liabilities of this company or for any other purpose which may directly or indirectly be calculated benefit of this company.
15. To issue shares of the company at premium or discount subject to the provisions of the Companies Act, 2013.
16. To pay all or any cost charges or expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
17. Subject to section 73 of the Companies Act, 2013 to receive, take, raise, loans or borrow money from Bank, other financial institution and from public in general with or without carrying any interest either on pledge or hypothecation or mortgage of any or all assets of the company without offering any security. Also to receive money on deposits with or without allowances of interest either from members or directors of the company or from any other persons, firm, companies or co-operatives and to receive or deposit title deeds or other securities.
18. Subject to the Banking Regulation Act, 1949 to lend and invest the moneys of the Company not presently required in such manner and on such conditions as the Company may consider fit, but not in its own shares.
19. To create general provident fund, gratuity, charitable reserves and funds for the purpose of the Company to contribute to them, operate and run them. To pay out of such funds, money according to the exigencies.
20. To purchase shares, debentures, securities and bonds of companies, Government, local authorities, firms, proprietary concerns, if calculated to benefit the Company.
21. To subscribe, contribute or grant money to any national, public, charitable, benevolent, general or useful objects or for any exhibition but not amounting to contribution to any political party or for any political cause under any circumstances.
22. To establish and support in the establishment of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards Insurance.
23. To pay out of the funds of the Company, salaries, wages, provident funds, gratuities, superannuation funds, pension funds and all other payments, statutory or otherwise, agreed to be paid to the employees of the Company.
24. To pay dividend and interim dividend to the members of the Company out of the profits of the Company subject to law applicable for the time being.
25. To procure the Company to be registered in any place and establish subsidiary companies, agencies and branches for conducting business for which the Company is authorized in any part of the India or abroad.
26. To undertake and execute any trust, the undertaking of which may seem to the company desirable either gratuitously or otherwise.
27. To give publicity to the business by means of advertisement in the press, pamphlets, handbills, circulars, advertisement, reels, posters, cinema slides or by publication of books, periodicals and magazines ,by purchase and exhibition of works of art, by granting rewards, prizes and donations and by other suitable means.
28. To guarantee the performance of any contract or obligation and the payment and repayment of money or of dividends and interest or premiums payable on the stock, shares or security of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders.
29. To employ, engage, remove or suspend such person or persons as may be required for carrying on the business of the company and to remunerate them.
30. To get insured all or any of the properties or assets or obligations of the company against losses, damages and risks of all kinds and discontinue the same.
31. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements or references to arbitration and to enforce and where need be, to contest any awards and for all

such purpose to engage or retain and remunerate counsels, attorney and agents and when necessary to remove them.

32. To do any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise either alone or in conjunction with others relating to the business of the company.

33. Subject to the provisions of section 230 to 240 of the Companies Act, 2013 to amalgamate or enter into foreign or Indian technical, and/or financial collaboration, partnership or into any 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 any business, undertaking or transaction which the company is authorized to carry on or engage in any 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 person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or companies, to sell, hold, reissue with or without guarantee or otherwise deal with the same.

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

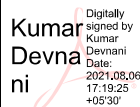

100,000.00

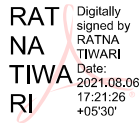
 rupees, divided into,

10,000.00	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):

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Kumar Devnani S/o Gobind Ram R/o Plot No. 19, Gopal Vihar, 14/75, Civil Lines, Kanpur 208001, Uttar Pradesh Occupation: Business	AAQPD9801L	7,000	Equity	Kumar Devnani  Digitally signed by Kumar Devnani Date: 2021.08.06 17:19:25 +05'30'	06/08/21
				Preference		
2	Sanjeev Mishra, S/o Pramod Mishra, R/o K-805, Brigade Metropolis, Garudacharpalaya, Mahadevapura, Near Metro, Bengaluru, Karnataka - 560047 Occupation: Business	02545973	3,000	Equity	Sanjeev Mishra  Digitally signed by Sanjeev Mishra Date: 2021.08.06 17:13:35 +05'30'	06/08/21
				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	Ratna Tiwari	D/o GK Tiwari R/o Acharya Nagar, Kanpur Occupation: Company Secretary	51400	 Digitally signed by RATNA TIWARI Date: 2021.08.06 17:21:26 +05'30'	06/08/21

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