

[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

WOLTE MARKETING 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 as a trader, producer, marketer, buyer, seller, direct seller, retailer, whole seller, franchisor, franchisee, promoter, supplier, distributor, agent, job worker, aggregator, service provider, importer, exporters, and dealing in any manner whatsoever in articles, goods, and services, including, health and wellness products, Ayurvedic medicines, herbs and supplements, beverages, beauty products, herbal products, pharmaceuticals, medicines, fmcg goods and merchandise, surfactants, cleaners of all types and homeware and consumer products consumables, edible, supplements, and general merchandise, on retail as well as on wholesale basis in India and elsewhere.
2. To market, exhibit and promote all goods and products, services, merchandise, packs, packages, and services of its own or for others in India and abroad and to run its business offline and online mode by maintaining stores, malls, marts, franchises, and to undertake the necessary activities to promote sales of goods, services, and merchandise manufactured/dealt with/provided by the Company in India and elsewhere.
3. To establish, own, run and maintain an E-commerce portal and online and offline stores in India and abroad and to create a business, business links, and tie-ups, with other business houses, institutions, corporations, companies, other persons & Individuals in the field of marketing, selling, purchasing, and trading of consumer, health, wellness or other products & services in India and elsewhere.

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

1. To open accounts in Banks and to draw, accept, take and endorse, discount, and negotiate bills of exchange, bills of lading, hundies, promissory notes, and other negotiable instruments connected with the business of the Company.
2. To take over the assets and liabilities of any exiting business concern carrying on with similar objects as that of the company either on its dissolution or by absorption of in amalgamation with or otherwise.
3. To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or any company carrying on any business which the company is authorized to carry on or possessed of property suitable for the purpose of the company
4. To obtain license, approvals and authorization from Government, Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.
5. To enter into any arrangement with the Government of India or with any State Government or with other authorities / commissions, local bodies or public sector or private sector undertakings, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its members.
6. To own, possess, acquire by purchase, lease other rights and interest, exchange or hire real estate, equipment, Generating Stations and Transmission/distribution lines, lands, buildings, apartments, plants, machinery and hereditaments of any tenure or descriptions situated in

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SECRETARY

India or abroad or any estate or interest therein and any right over or connected with land so situated and turn the same to account in any manner as may seem necessary or convenient for the purpose of business of the Company and to hold, improve, exploit, reorganize, manage, lease, sell, exchange or otherwise dispose of the whole or any part thereof.

7. Subject to applicable provisions of law, to subscribe for, underwrite, or otherwise acquire, hold, dispose of and deal with the shares, stocks, debentures or other securities and titles of indebtedness or the right to participate in profits or other similar documents issued by any Government authority, Corporation or body or by any company or body of persons and any option or right in respect thereof.

8. To create any depreciation fund, reserve fund, sinking fund, insurance fund, gratuity, provident fund or any other fund, for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes whatsoever conducive to the interests of the Company.

9. To enter into a partnership or into any agreement for joint working, sharing (profits, joint venture, amalgamation, union of interests, co-operation, reciprocal concessions or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business or trade through physical or electronic pooling arrangements, ability to hedge its exposure through financial derivatives, transaction in India or abroad which the Company is authorized to carry on or engage in any business undertaking having objects identical or same, as are being carried on by this Company.

10. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with, all or any part of the properties and rights of the Company.

11. To acquire shares, stocks, debentures or securities of any company carrying on any business which this Company is entitled to carry on or acquisition of undertaking itself which may seem likely or calculated to promote or advance the interests of Company and to sell or dispose of or transfer any such shares, stocks or securities and the acquired undertaking.

12. Subject to Companies Act 2013 or such replacement or re-enactment of the provisions, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular to dispose of shares, debentures or securities of any other Corporation or Organization.

13. To negotiate and enter into agreements and contracts with domestic and foreign companies, persons or other organizations for purchase/sale of equipments, technical, financial or any other assistance, for carrying out all or any of the objects of the Company and for technical know-how and with national/international financial institutions, Banks etc. for financial assistance and for carrying out all or any of the objects of the Company.

14. To train and pay for the training of the company's employees or to recruit and employ experts, advisors, consultants etc. in the interest of achieving the Company's objects.

15. Subject to the provisions of the Companies Act, 2013 and Rules framed there under and directions issued by Reserve Bank of India from time to time in this behalf, to borrow money or to receive money or deposits for the purpose of financing the business or the Company either with security or mortgage or other security charged on the undertaking or all or any of the assets of the Company including uncalled capital and to increase, reduce or pay off any such securities.

16. Upon and for the purpose of any issue of shares, debentures or any other securities of the Company, to enter into agreement with intermediaries including brokers, managers of Issue / commission agents and underwriters and to provide for the remuneration of such persons for their services by way of payment in cash or issue of shares, debentures or other securities of the Company or by granting options to take the same or in any other manner as permissible under the law.

17. To enter into contracts of indemnity and get guarantee and allocations for the business of the Company.

18. To insure any of the rights, properties, undertakings, contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner with any person, firm, association or company for the business of the Company.

19. To apply for purchase or otherwise acquire any trademarks, patents, brevets, inventions, licenses, concessions and the like conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for the purposes of the Company, or acquisition of which may seem calculated directly or indirectly, to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired for the benefit of the Company.

20. To distribute among members of the Company dividend including bonus shares out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under law.

21. To pay out of the funds of the Company all costs, charges, expenses and preliminary and incidental to the promotion, formation, establishment and registration of the Company or other expenses incurred in this regard.

22. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and to allow time for payment or satisfaction of any debts or recovery due, claims or demands by or against the Company, and to refer any claims or demands by or against the Company or any differences arising in execution of contracts to Arbitration and observe and challenge any awards made in the interest of the Company and in particular by advertising in the press, by circulars and publication of books and periodicals.

23. Subject to provisions of the Companies Act-2013, to contribute money or otherwise assist to charitable, benevolent, religious, scientific, national, public or other institutions or objects or purposes.

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24. To advance money with or without security or give credit to such persons, companies, corporations, or firms and on such terms as may seem expedient and in particular to its customers and others having dealing with the company provided that the company shall not carry on the business of banking as defined under the Banking Companies Regulation Act 1949 and to release or discharge any debt or obligation owing to the company.
25. To raise money, resources, properties by issue and allotment of shares, debentures and other securities whether for consideration in cash or otherwise, on such terms and conditions as the company may think fit and proper.
26. To borrow or raise money or secure the payment of money or to receive money on deposits, whether as secured loans and/or unsecured loans from companies, firms, banks, financial institutions, trusts, individuals, group of individuals bodies corporate, societies and organizations with or without interest, with or without rights to convert such borrowed monies in to shares of this or any other company or otherwise in such manner as the company may think fit and proper and by the issue of debentures, debenture stock, bonds either convertible into share of this or any other company or otherwise, or perpetual debenture annuities, and in security of any such money so borrowed or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenues of the company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or to convey the same, absolutely or conditionally or to create interest and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay off any such loans, debentures, debenture stock, bonds, deposits.
27. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient, subject to the provisions of the Companies Act, 2013.
28. To lend money on property or on mortgage of immovable property or against bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same, but the Company shall not carry on the business of Banking as defined in the Banking Regulations Act, 1949.
29. To improve, manage, develop, exchange, loan, lease, let, under lease sub-let, mortgage, sell, dispose of, turn to account or otherwise deal with, any rights or property of the Company or the undertaking of the Company or any part thereof and, in respect of any disposal of whatever nature, for such consideration as the Company may think fit and, in particular, for shares, debentures or securities of any other association, partnership, corporation or company and to promote or aid in the promotion of any other association, partnership, corporation or company for the purpose of the acquisition of all or any of the properties, rights or liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
30. To receive grants, subsidies, contributions, donations, loans, advances or other monies or deposits of whatsoever nature from State Government, Central Government, Foreign Government and bodies, banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the Company subject to the provisions of Companies Act, 2013.
31. To guarantee for the performance or discharge of any contracts or obligations, liabilities, duties or the payment or repayment of any money by any person, firm or company, including such companies, which are or may come under the management or control of the company or Governments of States and also to give indemnity or guarantee that may be made by or on behalf of such company and if thought fit to secure or support such guarantee by mortgage, pledge or hypothecate any properties of the company as security for any advance to be made or any debt or obligations of any person, firm or company.
32. To establish and maintain agencies, branch offices and local agencies, to procure registration or recognition of the Company and to carry on business in any part of India and 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 deemed proper in the interest of the Company.
33. To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant, and stock-in-trade.
34. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the company.
35. Subject to the provisions of the Companies Act, 2013 or any amendment or re-enactment thereof in the event of winding up to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property in accordance with the provisions of the Act.
36. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

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

500,000.00

rupees, divided into,

50,000.00	Equity	shares of	10.00	rupees each	and
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Subscriber Details						
S.No.	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	AMIT KUMAR SRIVASTAVA S/O HARI RAM SRIVASTAVA C-1215, RAJAJI PURAM, LUCKNOW Uttar Pradesh India 226017 Occupation Business	08749668	9,000	Equity	Amit Kumar Srivastava	20/10/22
				Preference		
2	VIJAY JOSHI S/O JAGANNATH JOSHI 57/2, Van Vihar, Awas Samiti Colony Shimla Bypass Road Mehuwala Dehradun Uttarakhand India 248171 Occupation Business	08262418	1,000	Equity	Vijay Joshi	20/10/22
				Preference		
Total Shares taken			10,000.00	Equity		
				Preference		

Signed before Me					
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated	
FCS	ANUPAM JAISWAL	S/O G. C. Jaiswal B2-1118 Df Mypad, Vibhutihand, Gomtinagar, Lucknow-226010 Occupation CS In Practice	7827	ANU PAM JAISWAL	20/10/22

Modify

Check Form

K. K. Shah

 KRUPA SHAH
 COMPANY SECRETARY
 CP NO. 18643
 MEM. NO. 51335

- 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):

K. R. Shah
