

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
BIZOTIC COMMERCIAL LIMITED**

- I. The name of the Company is **BIZOTIC COMMERCIAL LIMITED**.
- II. The Registered Office of the Company will be situated in the State of **Gujarat**.
- III. (a) The objects to be pursued by the Company on its Conversion:-**
1. To carry on the business of establishing, developing, undertaking, designing, producing, conceptualising, marketing, selling and licensing of various Textiles, marketing products, solutions and services utilizing information technology, internet, telecommunications etc. To various organisations situated both in India and out of India. Including aggregation of discounts offers, rebates and customer loyalty mailing programs, rebate programs, through direct marketing, targeted marketing, as well as untargeted marketing, through print, electronic, internet, telecom and other media now known to man or as may be made available in future
- (b) Matters which are necessary for furtherance of the objects specified in clause III (a) are:**
1. To purchase, take in exchange or on lease, rent, hire, occupy, allow to be occupied or otherwise acquire and use any freehold or other immovable property and any land, estates, shops; warehouse, show rooms, workshops, offices, buildings, premises, machinery, plant and works, stock in trade, waterways, easements or other rights or interests in any land, buildings and premises or any other immovable or movable, real or personal property or right which the Company may think necessary or convenient for the purpose of its business and as or any real property either in consideration of a gross sum or of rent charged in cash, services or kind or on perpetual lease rent in manner aforesaid or partly in one way and partly in another.
 2. To amalgamate, enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition, with any person, firm, company or body corporate to carry on or engage in, any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.

3. To investigate, explore by oneself or employing experts to investigate and examine the conditions, prospects, feasibilities, viabilities of projects with references to technical needs, suitability's, violability's of facilities and services and their export availabilities and their export promotion.
4. To borrow, raise and secure the payment and repayment of money for any of the purposes of the Company's business in such manner as the Company shall think fit, and in particular, by the issue of redeemable preference shares, mortgage debentures, redeemable or payable at par or at a premium or discount or any of the company's undertakings and/or property (both present and future) or by other obligations or securities of the company or by mortgage or charge of all or any part of the property of the company, present and future, including its uncalled capital or without any charge and to purchase, redeem, pay of cancel, discharge any such securities.
5. To improve, manage, develop, mortgage, charge, sell, transfer, exchange, lease, under-lease, surrender or otherwise deal with, dispose of or turn to account all or any part of the business, immovable or movable property rights and effects for the time being of the company in such manner, on such terms and for such purposes as the company may think fit and as to any sale of real property either in consideration of a gross sum or other and to sell, transfer or dispose of the whole undertaking of the company or any part thereof for cash or such other consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit the Company.
7. To subscribe, donate, gift guarantee money to charitable, benevolent, religious, scientific institutions and objects which shall have any moral or other claim to support or aid by the company whether by readon or locality of operation of the company or the public general utility of the same.

8. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company or who are/were at any time Director or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
9. To provide for the welfare of Directors, employees, or ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus or benefits or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendants, and other assistance as the Company shall think fit.
10. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshop for scientific and technical research and experiments and undertake and carry on with all scientific and technical research experiments and tests undertake and to promote studies and research both scientific and technical investigation and invention by providing subsidy or assisting laboratories workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professor or teacher and by providing for the awards or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
12. To aid pecuniarily or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.
13. To acquire and undertake all or any of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company which can be capable of being conducted so as directly to benefit the Company and to subsidise or assist any such persons or company financially or otherwise.
14. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
15. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
16. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
17. To carry on business or branch of a business whether in India or abroad which this Company is authorised to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangement with such subsidiary Company for taking the profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch so guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such' branch or business.
18. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.

19. To procure the incorporation, registration or other recognitions of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.
20. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
21. Subject to the provisions of the Act, to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited share.
22. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.
23. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares) or by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the Company as the directors may think proper.
24. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.

25. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
26. To open account or accounts with any firm or Company or with any bank or banks or bankers or shroffs to pay into, withdraw money from such account or accounts.
27. To apply for, tender, purchase or otherwise acquire any contracts, sub- contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
28. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
29. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
30. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
31. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, 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 as, directly or indirectly to benefit the Company.
32. To lend money with or without securities and to make advances upon, hold in trust, issues, buy, sell or otherwise acquire or dispose of own commission or otherwise, any of the securities of investments.
33. To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.


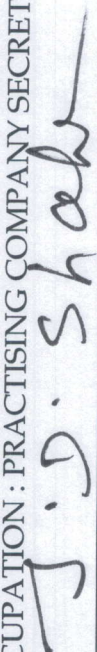
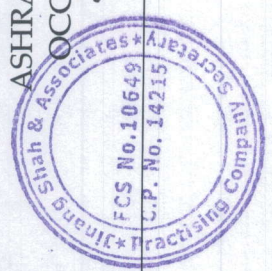



34. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.
35. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same.
36. In furtherance of the aforesaid objects of the Company:
- i. to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/ or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and
 - ii. to pay for technical know-how, technical and engineering assistance and information and/ or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
 - iii. to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
37. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
38. Subject to the provisions of the Act, and the Rules made there under and the directions of Reserve Bank of India, to borrow or raise money or accept deposits and secure the payment of any moneys so borrowed, raised or received or of debentures or bonds, obligations or deposits, by mortgages, charges and securities of all kinds on the undertaking or whole or any part of the property, rights, assets or revenue and profits of the Company, present or future, including its uncalled capital, by trust, assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities.


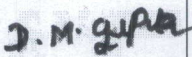

39. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or any person or company that may be conducive to the Company's objects or any of them, and to obtain from any such Government, authority, person or Company any rights, privileges, charters, contracts, licenses and concessions, which the Company may think fit and desirable to obtain and to carry out, exercise and comply therewith the same.
40. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, license or authorisation of Government State or Municipality provisional order or license of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.
41. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
42. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, or to such persons.
43. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the, duties of their offices or in relation thereto.

44. To apply for, purchase or otherwise acquire or protect and renew in any part of the world, any patents, patent rights, bevents 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 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 or the acquisition of which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly or benefit the company and to use, exercise, develop or grant licenses in respect thereof or otherwise turn to account the property, rights or information so acquired and to expend, the money in experimenting, testing or improving any such patents, inventions or rights.
45. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the company may deem fit.
46. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors either alone or in conjunction with any other person, firm association, corporate body, municipality, province, state body or government or colony or dependency thereof.
47. To undertake, carry out, layout, promote sponsor or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of the people in any rural area irrespective of whether the company has any business dealings in such areas or not, and to incur any expenditure or use any of the assets and facilities of the company or any programme for rural development and to assist execution and promotion thereof either directly or in association with any other company or persons or organizations or though an independent agency or in any manner in order to implement any of the projects or programmes of rural development, transfer without consideration of at such fair or concessional value and subject to the provision of the Act divert the ownership of the property of the Company to or in favour of any public or local body, authority, Central or State Government or any public institutions or trust or fund.

48. To collect rents and debts and to negotiate loans, to find investments and to issue and pledge shares, stocks, debentures, debenture stocks or other securities.
- IV. 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.
- V. The Authorized Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each."

VI. We the several persons whose name and addresses are subscribed hereunder are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in capital of the Company set opposite to our respective names:

Sr. No	Name, Address, Descriptions and Occupations of the Subscribers	No. of Equity shares taken by each Subscribers	Signature of Subscriber s	Names, addresses, descriptions and Occupation of Witness
1	Name: SANJAY GUPTA MAHAVIRPRASAD Address: A - 502, Kedar Appartment, opp. Rajasthan Hospital, Shahibaug, Ahmedabad - 380004, Gujarat, India. Occupation: Business	1600 (One Thousand Six Hundered)		NAME: JINANG DINESH KUMAR SHAH ADDRESS: 44, SANIDHYA COMPLEX, NEAR DEVNANDAN MALL, OPP. SANYAS ASHRAM, ASHRAM ROAD, AHMEDABAD - 380009, GUJARAT INDIA OCCUPATION : PRACTISING COMPANY SECRETARY  
2.	Name: SANGITA ANNMOL AGGARWALA Address: A - 502, Kedar Appartment, opp. Rajasthan Hospital, Shahibaug, Ahmedabad - 380004, Gujarat, India. Occupation: Business	5625900 (Fifty Six Lakhs Twenty Five Thousand Nine Hundred)		
3.	Name: INDERPREET KAUR GULATI Address: A - 65, Rampuri, Near Surya Nagar, Chander Nagar, Ghaziabad, Uttarpradesh - 201011. Occupation: Business	100 (One Hundred)		
4.	Name: MOHIT AGARWAL Address: 1, Shital Chhaya Apartment, opp department of Geography, university area, Navrangpura, Ahmedabad - 380009. Occupation: Business	100 (One Hundred)		

Sr. No.	Name, Address, Descriptions and Occupations of the Subscribers	No. of Equity shares taken by each Subscribers	Signature of Subscribers	Names, addresses, descriptions and Occupation of Witness
5.	Name: DHARAMVEER RAJESHKUMAR SINGH Address: 57, Mahavirnagar Society, Beside R.J. Tibrewal college, Vastrapur, Ahmedabad - 380015 Occupation: Business	100 (One Hundred)		NAME: JINANG DINESH KUMAR SHAH ADDRESS: 44, SANIDHYA COMPLEX, NEAR DEVNANDAN MALL, OPP. SANYAS ASHRAM, ASHRAM ROAD, AHMEDABAD - 380009, GUJARAT INDIA OCCUPATION : PRACTISING COMPANY SECRETARY J.D. Shah
6.	Name: DARSHANDEVI MAHAVIR GUPTA Address: A - 502, Kedar Appartment, opp. Rajasthan Hospital, Shahibaug, Ahmedabad - 380004, Gujarat, India. Occupation: Homemaker	100 (One Hundred)		
7.	Name: MOHIT AGARWAL (HUF) Address: 1, Shital Chhaya Appartment, opp. Rajasthan Hospital, Shahibaug, Ahmedabad - 380004, Gujarat, India. Occupation: Business	100 (One Hundred)		

Date: 15.12.2022

Place: Ahmedabad

- * Name of the Company has been changed from "BIZOTIC COMMERCIAL PRIVATE LIMITED" to "BIZOTIC COMMERCIAL LIMITED" pursuant to conversion of private limited to public limited vide resolution passed by shareholders at Extra Ordinary General Meeting held on 15.12.2022.