

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**AFFLE (INDIA) LIMITED**

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- I. The name of the Company is AFFLE (INDIA) LIMITED.
- II. The Registered office of the company will be situated in the State of Maharashtra i.e. Registrar of Companies, Mumbai, Maharashtra.
- III. The objects for which the Company is established are: -
- A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the business of delivery of Mobile information Solutions to Mobile Phone Subscribers across different mobile phone operators.
  2. To sell advertising space which would be delivered to mobile phones/ other connected devices.
  3. To create/ source content which would be show cast on the mobile phone/ other connected devices.
  4. To create solutions which would add value to the user experience on mobile phone/ other connected devices.
  5. To carry on the business of development and upgradation of software, engineering works; electronic data processing, designing, developing, planning, assembling, integration and installation of computer network system, data networks and systems of every description and for whatever purpose and to provide system consultancy and integration services, solutions, assistance, help, maintenance relating to software.
  6. To carry on the business of offering customized computer applications, programming services, data services, internet technology, technical advice, maintenance and support services and generally to act as consultants and advisers in the provision of business solutions involving information technology, including but not limited to computer software, data networks and systems and related services, and to carry on the business of designing, developing and dealing in computer and peripheral equipment and software and to provide technical and advisory services for users and potential users including providing the service of integration of networks and systems.
  7. To carry on of any kind of Advertising services through Mouth Print & Papers, Audio-Video or Visual Representation or any other form of Electronic Media.
  8. To carry on the business of advertising contractors and to act as advertisers, advertising agents, press agents, newspaper cutting agents, bill posters, commission agents, promoters or organizers or agents for all kinds of advertising or publicity schemes or methods, publicity

advertisers consultants and to require and dispose of advertising time, space, opportunities in any media and to undertake and provide advertising and promotional campaign of every nature and to acquire and provide promotional requisites of every kind and description and for the purpose aforesaid and to undertake and carry on the business of designers, commercial artists, engravers, lithographers, typesetters, stereo typers, newspaper reporters, printers, publishers of any magazine, periodicals, stationers, electro typers, photographic, printers, photo-gravure, photographers, cromo-lithographers, offset printers, draftsman, type founders and manufacturers of all kinds of advertising novelties and to act as consultants any carry on all other business to advertising and publicity through all kinds of media including films, radio, television, sign boards and wall posters, etc.

9. To organizing, operating and conducting the event management programmes, seminar exhibitions & conferences in relation to the promotion of the aforesaid.
10. To carry on the business of installers and repairers in information technology equipments with or without options to rent, license, operate, install, repair, maintain, alter, convert and improve computers, data processors, calculators, tabulators, machines, appliances, apparatus, devices, equipment, instruments, tools, accessories and peripherals of every kind and activation for use in any industrial, commercial, financial, scientific or other purpose and any product or products thereof or materials whether raw or otherwise, articles, software, hardware, publications and aids used in the operation of or otherwise in connected therewith or ancillary thereto.
11. To provide consultancy, advisory, execution and marketing services related to brand building of products and services through Mobile medium.
12. To provide mobile content, services, applications, solutions, technology, or technology platforms, to consumers, mobile network operators, media companies, brands or to any other parties.
13. To promote, develop, build, construct, create, operate, manage, run, supervise, maintain, produce, market, direct, edit, distribute, exhibit, record, trade, give on hire, and otherwise deal in all types of mobile products, services, contents, technologies, solutions and applications.
14. To develop, buy, sell, market, trade, import, export, manufacture, put-up, install and consultancy in the field of outsourcing, technology support, mobile technology, applications, solutions, applications, contents or services or otherwise deal in information technology and IT enabled services, cyber technology, electronic commerce, mobile commerce, electronic mail, internet, intranet, ISP, computers, computer hardware, computer software, TV software, system designing, web designing, web hosting, portals, web sites, search engines, devised driver development, domain name registration, data processing, remote data processing, data transfer, call centres, cyber point, cyber cafe, IT education and training, placement services, selection and management consultant for IT, electronic communication equipments, electronic data processing equipments, data storage media/ equipments, their peripherals and allied products, components and consumables.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

1. To acquire, hold, sell, buy or otherwise deal in any share units, stocks debentures, debenture stock, bonds, mortgages obligations and other securities by original subscription, tender purchase, change, gift or otherwise and to underwrite, sub underwrite or guarantee the subscription thereof to purchase and sell units.

2. To employ and remunerate Indian and Foreign Experts or to investigate, plan, design and supervise the jobs taken up by the Company.
3. To promote, organize or deal with Unit Trust, and to hold, dispose off and deal with their securities whether of fixed or variable return.
4. To act as an advisor to the issue in the case of new issue of shares.
5. To take into consideration and to approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the Company.
6. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bill of lading, warrants and other negotiable or transferable instruments.
7. To receive grants, loans, advances or other moneys or deposits from the state or Central Government, Banks, Companies, financial Institutions, trusts, firms or individuals with or without allowance of interest thereon.
8. To communicate with chamber of Commerce and other mercantile and public bodies throughout the world and concerns and promote measures for the protection of the trade, industry or persons engaged therein.
9. To subscribe to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those objects of the Company and to procure from and communicate to any such associations such information as may be likely to further the objects of the Company
10. To lease, let out on hire, mortgage, pledge, hypothecation, sell or otherwise dispose off the whole or any part of the undertakings of the Company or any land, business property, right or assets of the Company including all and every description, apparatus or appliances or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and according to the procedure of the Company Law and in particular, for shares Debentures or securities of any other body Corporate having objects altogether or in part similar to those of the Company.
11. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation joint venture or reciprocal concession or for limiting competition with any person, firm or corporate whether in India or outside carrying on or engaged in or about to carry on or engage in similar business or transaction which the Company is authorized to carry on and further to enter into any such arrangement or contract with any person, association or body corporate whether in India or outside India for such other purpose that may seem calculated, beneficial and conducive to the objects of the Company.
12. To establish agencies in India and elsewhere and to regulate the same.
13. To subscribe in or donate to or guarantee money for any national philanthropic, charitable, benevolent, public, general or useful object fund or organization, association, institutions or for any Companies Act, 1956.

14. To make arrangements with persons engaged in any trade, business or profession for the concession to\_ the Company's member, ticket holders and their friends of any special rights, privileges and in particulars in regard to the supply of the goods.
15. To undertake and execute any trusts either gratuitously or otherwise.
16. To obtain any order or act of Legislature or parliament for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extend any other purpose which may seem expedient and to oppose any proceedings on application which may seem calculating directly or indirectly to prejudice the Company's interest.
17. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any special or other Fund whether for depreciation or for repairs improvising, extending or maintaining any of the property or other assets of the Company· or for redemption of debentures or transferable preference Shares or for any purpose whatsoever conducive to the interest of the Company.
18. To amalgamate funds and to invest or otherwise employ money belonging to the Company upon any shares, securities or other investments whatsoever and upon such terms as may be thought proper and from time to time to very such investments in such manner as the Company may think fit.
19. To invest and deal with the moneys of the Company in any investments, moveable manner as may from time to time seem expedient and be determined.
20. To borrow or raise money or to receive money on deposits at interest or otherwise in such manner as the Company may think fit and in particulars, by the issue of debenture stock convertible into shares of the Company or money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lender the power of sale and other powers as may seem expedient and to purchase, redeem or to payoff and to the Company will not transact any business which will fall within the purview of the Banking Regulation Act, 1949 subject to the provisions of Section SSA of Companies Act, 1956 and directives of Reserve Bank of India.
21. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public body, museum, corporation or authority or any trustee for or on behalf of any of the same or for the public.
22. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit any money received by way of premium on shares or debentures issued at the premium by the Company and any moneys arising from the sale by the Company of the Forfeited shares.
23. To pay all the cost, charges or expenses of an incidental to promotion, registration and establishment of the Company and the issue of the Capital
24. To do the above things and all such other things as are incidental to or as may be thought conducive to the attainment of the above objects or any of them in India or any other parts of the world and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.

25. To take part in the formation, management or supervision or control of the business or operation of any Company having similar objects or undertaking and to appoint and remunerate any Directors, administrators, Managers or agents subject to the provisions of the Companies Act.

**C. OTHER OBJECTS:**

26. To carry on the business of manufacturers of and dealers in chemicals of any nature and kind whatsoever and as wholesale or retail chemicals, dry-salter, oil and colour men, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids drugs, things, essence, pharmaceuticals, sizzing medicinal, chemicals industrial and other preparations and articles of any other waters, soap, cement, oils, flats, paints, varnishes, compounds, rubbers or minerals, intermediates, paints and colour grinders, makers of and dealers in articles of all kinds, electrical, chemicals, photographic, surgical and scientific apparatus and materials and to manufacture, refine, manipulate, import and deal in bye products and compounds of any nature and kind whatsoever and to undertake production of raw materials and components. such propellants, valves, containers, bottles etc. required for manufacture of aerosol to undertake such ancillary activities or to produce from the market services for plastic coating of bottles, printing of cans etc. or to get such services rendered through elsewhere.
27. To carry on the business of garage proprietors, tax cab, omnibus and other public or private conveyance proprietors, motor car dealers, repairers and dealers in motor accessories of all kinds.
28. To carry on business as financiers, mortgage brokers, financial agents and advisers and to finance enterprises by way of lending and advancing money either with or without security and upon such terms and conditions as the Company deems fit and to guarantee any contracts entered into by any enterprise with any financial institutions, banks or other parties for obtaining finance whether for its long term capital, working capital deferred payment financial and negotiable loans in any form or manner and also to give any guarantee for payment of moneys or performance of ant obligation or undertaking and to assist/finance trading and manufacturing activities, business transactions.
29. To carry on business and act as financial tax investment and management consultants and to provide advice, service, consultancy in various fields including administration, commercial, secretarial, financial, accounting, taxation, employment, investment Company, computers and banking, formation of Company, preparation of project and feasibility report, economics matters and to act as merchant bankers, underwriters, registrar and transfer agents, issue house in respect of issue of shares, debentures and other securities of Companies, association and undertakings.
30. To buy, sell, refine and deal in bullion specie, coins, precious metals and in gold ware, filigree and other jewellery
31. To carry on the business of buying, selling , exchanging, importing, exporting, processing and dealing in all kinds of yam, man made fibers including continuous filaments yarn or artificial silk yarn and all type of synthetics, fiber whatsoever for textile, industrial and other uses, staple fibers, staple fibers yarn and such other fibers, fibrous materials of all kind, products, bye products or substances or substitutes for all or any of them or yarn or yarn for textiles, industrial and other uses as may be practicable or deemed

expedient and to sell, buy , import, export, exchange or otherwise whether manufactured by the Company or not.

32. To carry on the business of properties of flats, mainsonnetes, dwelling houses, shops, offices and clubs and for these purposes to purchase, take on lease or otherwise acquire and hold any lands and buildings of any tenure or description wherever situated of rights or interests or connected therewith to prepare building sites and to construct, re construct, pull down, alter, improve, decorate, furnish and maintain flats, mainsonnets, dwelling houses, shops, offices, clubs, building works and conveniences grounds, to plant, drain or otherwise improve the land or any part thereof.
33. To carry on the business of producers and manufacturers of and dealers in industrial and other quality of Nitro benzene, Nitro toluene, formaldehyde, hexamine and other allied chemicals, fine chemicals, petro, chemicals and preparation or any compounds and preparation or any compounds thereof by any process used in industries and elsewhere.
34. To buy, sell, import, export or otherwise deal in oil cakes, cattle food, fertilizers, manures, vermicides and also to engage in the business of agriculturists.
35. To carry on the business of importer of, wholesale and retail dealers of and in leather goods, household furnitures, iron mongery, tumery and other household effects and things and utensils, crockery, earthenware and cutlery articles, ornaments, stationary and fancy goods, dealers in provisions, confectionery, tea & coffee, spice, drugs chemicals, bicycles, commodities of personal and household use and consumption and agents of any manufactured goods, materials, provisions and produce.
36. To deal and sell iron stones, bricks, earth mica lead, tin, copper, graphite, asbestos and other materials **and** minerals substances and to manufacture and sell petrol, fuel, goods, by products or other products.
37. To buy, acquire, hold, lease lands, farms, sheds, dispensaries, hospitals for live stock and to do the business of cattle and farmers.
38. To carry on the business of as dairy produce and farm produce dealers and as producers and dealers in farms, garden and dairy produce of all kinds.
39. To purchase, acquire, keep, maintain, breed, sell or otherwise dispose off all kinds of cattle cows, buffaloes, pigs poultry farm and live or dead stock of other description.
40. To carry on the business of precision, mechanical, electrical and structural engineering in all its branches, consulting engineering and contractors and developers.
41. To resell, exchange, repurchase, mortgage, let out, hire or otherwise deal with lands, buildings, machinery, engines, plants and materials and other things necessary or useful for the purpose of the Company and also to purchase, sell or contract for the purchase or sale for immediate or future delivery and either \_for cash or on credit, cotton( Indian, American, Egyptian or of any other country) wool, skins, hemp, flex, jute, yarn waste and clothes of various fibres and all stores and materials chemicals and pinning, weaving, manufacturing, dyeing, mercerizing, printing and bleaching purposes also metals, stores and other articles and things for the use of any license or inventions or for the exercise of any methods or process useful for the Company's business and all other products of the Company.

42. To sell or dispose off the machinery, fibres, materials and other things mentioned in the last preceding clause and also all the other products of the Company in Bombay or elsewhere and either for cash or on credit and either for immediate or future delivery and to send the same for sale to any place that may be deemed expedient.
43. To purchase, acquire or take on lease the business, goodwill, property and interest of any spinning or weaving mill or any ginning or pressing factory or any dye works or other business of Company or any factory situate anywhere in India or to amalgamate with or purchase the business, goodwill, property and assets of any ginning or pressing or dyeing business or any textiles business anywhere in India.
44. To carry on the business as manufacturers, importers, exporters of and dealers in plastics, bakelite, celluloid and other similar materials and goods, articles and products of every kind and description manufactured wholly or partly out of any of the said materials, electrical accessories, telephone equipments, gramophone records, insulated wires and components! Parts or accessories for all industries.
45. To carry on the business as manufacturers, importers and exporters of and dealers in leather, chamois, leather clothes, hides, skins, shagreen, artificial leather, rubber, oil clothes, linoleum, leather clats, leggings, gloves, purses, boxes, trunks, suitcases, attach cases, portmen tea, fancy goods bags, saddlery, boots and shoes, washers, belting and goods made from all or any of the aforesaid materials and generally to carry on the business as tanners, couriers, leather dresser, harness makers, whinmakers, gliders, cleaners, dyers, revivers, upholsterers and furniture makers.
46. To carry on the business of manufacturers of universal tools, cutters, printing machines, belt sanding machines, gauges and other firms or body corporate.
47. To carry on the business as colliery and mine proprietors, merchants engineers, electricians, metallurgists, metal merchants, machinery merchants, joiners and woodworkers, wood and timber merchants, coal, coke and fuel merchants, manufacturing chemist, quarry owners and stones, sand, gravel, lime, cement and fertilizers, manufacturers and glass manufacturers, bricks and tile makers, pottery proprietors, metallic residue and by product dealers, iron mongers and hardware dealers.
48. To carry on business as manufacture, sell, use, distribution, marketing of laboratory and electronics instruments and machinery of all kinds.
49. To carry on the business of mechanical engineers and manufacturers of machinery tool makers, brass founders, metal workers, boiler makers, smiths and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling stocks and ward wares of kinds.
50. To carry on the traders or business of iron masteries, steel makers, steel converters, colliery proprietors, coke manufacturers, smelters, engineers, tin plate makers and iron founders in all their respective branches.
51. To carry on the business of block makers, stereos, matrices printers, lithographers, stereo typers, electographers, engravers, diesinkers, envelop makers, machine rollers; numerical printers, paper card board and paper bag manufacturers of any other articles or things similar or analogous to the foregoing or any of them or connected therewith.

52. To undertake and execute the work of printing of commercial jobs, magazines, weeklies, daily papers, souvenirs, catalogues, cartons, price list and such other materials.
53. To manufacture and sell all types of packing materials.
54. To carry on the business as house, land and estate agents and to arrange or undertake the sale, purchase or advertise for sale or purchase, assist in selling or vendors of and find or introduce purchasers or vendors of and to manage land, buildings and other property whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes and to collect rents and incomes and other refreshments, clubs, publichalls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, garages and other advantages.
55. To carry on the business of producers and manufacturers quality of an dealers in industrial and pharmaceuticals, thane and other allied chemicals and preparations of any compounds thereof by any process used in industries, pharmacies and hospitals.
56. To carry on any business relating to the mining and working of minerals, the production, manufacture and preparation of any other materials which may be usually or conveniently combined with the engineering or manufacturing business of the Company and either for the purpose only of such contracts or as an independent business.
57. To transact and carry on all agency business.

**AND IT HEREBY DECLARED THAT**

- I. THE WORD "COMPANY" (save when used with reference to this Company) in this Memorandum shall be deemed to include any partnership or other body or association of person whether incorporated or not and wherever domiciled.
- II. Nothing in this paragraph shall authorize the Company to do any business which may within the purview of the Banking Act, 1949 or the Insurance Act, 1938.

IV. The Liability of the Members is limited.

<sup>1</sup>V. The Authorised Share Capital of the Company is Rs. 300,000,000/- (Rupees Three Hundred Million Only i.e Rupees Thirty Crores Only) divided into 150,000,000 (One Hundred and Fifty Million i.e Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each , with power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as maybe for the time being provided by the Articles of Association of the Company.

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<sup>1</sup> Substituted vide Special Resolution passed at Annual General Meeting held on September 23, 2021



- V. We, the several persons, whose names and addresses are hereunder 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 opposite our respective names.

Name, address, description and occupation of each subscriber	No. of Equity shares taken	Signature of the subscribers	Name, address, description and occupation of witness with signature
1. Narottam Saini s/ o Shri Nagarmal Saini r/o 185, Bank of India Bldg., 3 <sup>rd</sup> floor, Bombay- 400002  Service	200 (two hundred)	Sd/-	<p>WITNESS TO ALL ---SD---</p> <p>Vishanu kant Saraf s/ o Shri Prahald Rai Saraf 461, Chira Bazar, Kerawala Bldg, 3<sup>rd</sup> floor, Bombay- 400 002 Chartered Accountants</p>
2. Hardeo Singh Dhaka r/o 461, Chira Bazar, Kerawala Bldg, 3 <sup>rd</sup> floor, Bombay-400 002  Service	200 (two hundred)	Sd/-	
	400 (four hundred)		

Bombay 18<sup>th</sup> August 1994