

COMPANIES ACT 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
[KIAASA RETAIL LIMITED]¹

(Formerly known as Kiaasa Retail Private Limited)

- The Name of the Company is **KIAASA RETAIL LIMITED**
- The Registered Office of the Company will be situated in **THE STATE OF UTTAR PRADESH.**
- The objects for which the Company is established are:

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

1. To carry on the business of Manufacture, resell, trade, export, import, sell in wholesale and retail of fashion accessories, garments, footwear, leather goods, wearing apparel and dress materials, also as traders, fabricators, manufacturers, exporters and importers of all kinds of clothing, readymade garments, jewellery, footwear, hand bags, beauty products and all accessories related to fashion & lifestyle products, or otherwise to act as agents, sub-agents wholesalers, retailers, representatives, commission agents, franchisers and dealers of all kinds of textile clothing, wearing apparel, fashion accessories, cosmetics, jute, linens, furnishing fabrics and fabrics of all kinds of readymade garments and clothing, lingerie, hosiery, footwears, & accessories in India or abroad.
2. To carry on the business of importer and exporter otherwise deal in all kinds of wholesale and retail dealers in all types of footwear and accessories of footwear (such as heels, soles, buckles, straps, booteries, laces) and hand gloves and other products of leather, rubber, textiles (of natural or manmade fibre), polyvinyl chloride compound or in combination leather.

1. Converted from Kiaasa Retail Private Limited to Kiaasa Retail Limited vide Extraordinary General Meeting dated 18th October, 2024

3. To carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.
4. To own, create, operate and manage online shopping websites, e-commerce marketplaces, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers for an items of clothing, jewelry, footwear, luggages, hand bags, beauty products & all kinds of accessories related to fashion & lifestyle products.

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

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.
2. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to

encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the objects of the Company.

4. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, invention, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
5. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
6. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such

purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.

8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the objects of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
12. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.

13. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
14. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
15. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
16. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
17. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
18. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by

purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organising exhibitions.

19. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.

IV. The Liability of the members is Limited 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. 20,00,00,000/- (Rupees Twenty Crores) divided into 200,00,000/- (Two Crores) Equity Share of Rs. 10/- (Rupees Ten) each. ^{2,3, & 4}

2. The Authorised Share Capital of the company has been increased from 8,00,00,000 (Eight Crore) to 16,00,00,000 (Sixteen Crore) vide resolution passed at Extra Ordinary General Meeting of the company held on 30th December, 2024.

3. The authorized Share Capital of the company has been increased from 16,00,00,000 (Sixteen Cores) to 20,00,00,000 (Twenty Crores) vide resolution passed at Extra-Ordinary General Meeting of the Company held on 25th February, 2025

4. The authorized Share Capital of the company has been re-classified From Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 120,00,000/- (One Crore Twenty Lakhs) Equity Share of Rs. 10/- (Rupees Ten) each and 800/- (Eight Hundred) Zero Coupon Compulsorily Convertible Preference Shares of Rs. 1,00,000/- each.”

“To Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000/- (Two Crore) Equity Share of Rs. 10/- (Rupees Ten) each.”

S.NO	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1.	Amit Chauhan R/o C-104, Aditya Garden City, Sec-6, Vasundhara, Ghaziabad(UP) 201012 Business	06942831	127,500	Equity		06/06/22
				Preference		
2.	Om Prakash R/o Flat 114, Patrakar Parishar, Near Olive County, Sec-5, Vasundhara, Ghaziabad (UP) 201012 Business	06942833	127500	Equity		06/06/22
				Preference		
3.	Binod Kumar Ranjan R/o H No. C-160, Yamuna Enclave, Panipat, Haryana-132103 Business	09110777	80000	Equity		06/06/22
				Preference		
4.	Krishna Gopal Maheshwari R/o 18A, 18 th Floor, Belvedre Court, Condominium, SG Marg, Modern Hill, Mahalaxmi Mumbai, Jacoh Circle, Mumbai-400011 Business	00151808	82500	Equity		06/06/22
				Preference		
5.	Kamlesh Dixit R/o 136-A, Yashoda Road, New Gandhi Nagar, Ghaziabad, Uttar Pradesh-201001	07526442	82500	Equity		06/06/22
				Preference		
Total Shares Taken			500,000	Equity		
				Preference		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/Membership Number	DSC	Dated
FCS	Ashish Kapoor	F-150, Venus Apartments, Rohini, Sec-9, Delhi-110085, Practicing Company Secretary	8002		06/06/22