

[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

GBKC GLOBAL PRIVATE LIMITED

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

Uttarakhand-UR

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

1. To Takeover of the running business of partnership firm M/S GBKC Fashions, wherein the first directors of the company were partners.
2. To carry on the business of manufacturers, importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments (including woven, non-woven, knitted garments of medical textiles, Healthcare and Hygiene Products namely Surgical clothing, gowns, caps, mask, drapes, bedding, blankets, sheets, pillow cases, uniforms, protective clothing, wipes, surgical hosiery) or any other product which can be classified as protective garments and other personal protective equipment with accessories, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.
3. To carry on the business of manufacturers, traders, fabricators, exporters and importers of all kinds of clothing, readymade garments, Health & Hygiene products, medical textiles products, footwear, hand bags, beauty products and all accessories related to fashion & lifestyle products, or otherwise to act as agents, sub-agents, wholesalers, retailers, franchisers and dealers of all kinds of textile clothing, wearing apparel, cosmetics, jute, linens, furnishing fabrics and fabrics of all kinds of readymade garments and clothing, lingerie, hosiery, footwear & accessories in India or abroad. 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 fiber 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 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 for an items: clothing, footwear, luggage, hand bags, beauty products & all kinds of accessories related to fashion & lifestyle products.

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

1. To discount bills, advance money on the security of goods lying with or under the control of the Company; to receive goods for sale on consignment basis and to do all other such acts that may be usual or necessary in order to market the same in connection with the main objects of the Company.
2. To act as forwarding agents, to insure and underwrite and deal with goods, merchandise or such other properties for the purpose of export or import thereof in connection with the main objects of the Company.
3. To purchase, take on lease or otherwise acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business.
4. To take on hire, lease, purchase or acquire by license or otherwise any lands, plantations, rights over or connected with lands, mills, factories, plants, buildings, works, vessels, boats, launches, lorries, cars, wagons, carts, machinery, apparatus, stock-in trade, rights, privileges and movable or immovable property of any description which may be deemed necessary or convenient for any business of the

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Company and to pay for the same either in shares of the Company or in cash or partly in shares and partly in cash or otherwise.

5. To make, draw, issue, accept, endorse, discount, sell, buy promissory notes, bills of exchange, hundies, cheques, debentures, bonds, coupons and other negotiable instruments and securities and to enter into any other arrangements with persons or companies or others in such manner as may be lawful and for such period as may be expedient to further the interest of the Company.
6. Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, and the Regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money in any manner, with or without interest.
7. To indemnify Members, Officers, Directors, Secretaries and Servants of the Company against proceedings, 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 for any loss, damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.
8. To enter into any arrangements including collaboration with other manufacturers or suppliers in India or abroad, to acquire know-how, patents, trademarks, inventions and licenses and concessions and to pay for the same either in cash or by issue of partly paid or fully paid up shares of the Company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
9. To acquire by purchase, contract, concessional license, lease or otherwise any lands, mines, quarries, buildings, factories, workshops, godowns, sheds and to construct, assemble, erect, maintain, run and establish factories for making pre-fabricated houses or apartments or structures in connection with the main objects of the Company.
10. To pay out of the Company's funds all costs and expenses incurred in connection with all matters, preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
11. To establish agencies or branches in India or elsewhere and to regulate or to discontinue the same and to do all things which the Company lawfully may do as principals, agents, trustees, brokers, contractors or others and to take or otherwise acquire and hold shares in any other such Company having main objects altogether or in part similar to those of this Company.
12. To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation, joint ventures, reciprocal concession with any person, firm or company carrying on or engaged in any business, which this Company is authorized to carry on and to lend money, to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company.
13. To promote any company or companies for the purposes of acquiring all or any of the property and liability of this company or for any other such purpose connected with the main objects of the Company carried on in pursuance of its aforesaid objects.
14. To enter into contract with Government, Central or State, Railways, Municipal, Local or such other Authorities or Private parties for the supply of any material or goods for the attainment of the main objects of the Company.
15. To enter into any arrangements with the Government or other authorities, Municipal, Port Trust, Railways, District or Local Boards, Civil and Military Authorities, that may seem conducive to the Company's main objects or any of them and to obtain from any such Government or such other authorities any rights, privileges and concession which the Company may think desirable.
16. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (or its predecessors in the business) or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards employee welfare schemes and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
17. To float, promote, form, subsidize and assist limited companies or other companies, syndicates or firms or associations for the prosecution or execution of undertakings, works, projects or enterprises of any description in connection with the main objects of the Company.
18. To open any kind of account in any bank and to make, accept and endorse and execute promissory notes, bills of exchange and such other negotiable instruments of all types in connection with the main objects of the Company.
19. Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, and regulations made thereunder and directions issued by the RBI to borrow or raise money in such other manner as the Company shall think fit, in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital and to redeem or pay any such securities in connection with the main objects of the Company.
20. To establish, provide, maintain and conduct or otherwise subsidize in India or any part of the world, education and training institutions, research laboratories and experimental workshops for scientific and technical researches and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches and scientific and technical investigations by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientists and technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on and to enter into any arrangements with Government or any other such party for the purposes aforesaid.
21. To buy or generate for the purpose of the main objects of the Company steam, heat, light, electricity, gas or any other such power and to process all products resulting from or ancillary to such business and making of gas, to convert the same into saleable materials such as coke, road-tar, creosote oil, phenols, carbolic acid and such other chemical or residual products and by-products and to otherwise deal with and to dispose of the same and to take all steps incidental or necessary in respect of the same.
22. To acquire from any person or any sources, technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing and operating data plans, layouts, blue prints and such other data for the installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities whatsoever required for attaining the main objects of the Company and to acquire any grant or license and such other rights and benefits in connection therewith.
23. To act as consultants in order to provide technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing, services, data plan, layouts, blue prints and such other data for the installation, erection and consultancy, maintenance and operation of any plant, machinery, equipment and facilities whatsoever required and to sub-license any person, party, company, corporation, Government or Semi-Government institution or anybody else in connection with the main objects of the Company.
24. To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part thereof of any company or companies carrying on business in India or elsewhere which this Company is entitled to undertake.
25. To enter into contracts, agreements and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on behalf of the Company any of the main objects for which this Company is formed.
26. To import, export, deal in or prepare for market, revise, clean, restore, recondition, treat and otherwise manipulate and deal and turn to account by any process or means, by products, re-use and waste, and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit for the attainment of the

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[Signature]

Authorized Signatory

main objects of the Company.

27. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale or otherwise any goods belonging to the Company.
28. To employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights for the attainment of the main objects of the Company.
29. To carry on any business or branch of a business of which this Company is authorized to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company or companies for taking the profits and bearing the losses of any business or branch of business so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time, and either temporarily or permanently to close any such branch of business.
30. To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of main objects of the Company.
31. To let on lease or to sell or otherwise dispose of any property belonging to the Company and to sell, lease, grant licenses, easements and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any such other company related thereto.
32. Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, to amalgamate with any other such company whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or any such other company as aforesaid with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of such other company as aforesaid or in any such other manner of all types.
33. Subject to provisions of the Companies Act, 2013 and other applicable provisions, if any, to place, to reserve to distribute as dividend or bonus or bonus shares among the members or otherwise to apply, as the Company may from time to time, think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividend accrued on forfeited shares and money arising from the re-issue by the Company of forfeited shares.
34. To apply for purchase or otherwise acquire, prolong and renew, in any part of the world, any patents, patent rights, invention, trademarks, licenses and concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or such other information as to any invention 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 to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights and information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
35. To make payments to such persons or institutions either in cash or any other such assets, as may be thought directly or indirectly conducive to any of the Company's main objects or otherwise expedient and in particular to remunerate any persons or corporations introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects and to establish and support or aid in the establish and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business 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, gratuities and bonus, either by way of annual payments or a lump sum and to make payments towards any welfare or protection scheme and to form and contribute to provident funds and such other welfare funds of or such persons.
36. To refer or agree to arbitration in India or outside India any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and its member or members or their representatives or between the Company and third parties and to observe and perform and to do all acts, deeds, matters and things required to carry out or enforce the award.
37. To pay for any rights or property acquired by the Company and to remunerate any persons or company for services rendered or to be rendered in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its main objects whether by cash payment or by the allotment of shares, debentures or such other securities of the Company, credited as paid up in full or in part or otherwise.
38. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising 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, and rewards.
39. To deal with the money of the Company not immediately required in such manner, as may, from time to time, be determined and to lend on mortgage of immovable property or on hypothecation or pledge of movable property with or without security.
40. To undertake and execute any trust (including the office of executors, administrator, receiver or liquidator) the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
41. To distribute among the members in the event of winding up in specie or otherwise any property of the company or any proceeds of sale on disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by the Companies Act, 2013 and other applicable provisions if any.
42. To insure the whole or any part of the property of the Company, either fully or partly, and to protect and indemnify the Company from liability or loss in any respect.
43. To procure the Company to be registered or recognized under the laws of land in any part of the world and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all States and Union Territories thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
44. To undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers or for organizing lectures, conferences or seminars, workshops, training programs or for giving merit awards, scholarships, loans or any such other assistance to institutes, deserving students or such other scholars, consultants or persons.
45. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or such other fund whether for depreciation or for repairing, improving or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalizing dividends or for any other such purposes and to transfer any such fund or part thereof to any of the other such funds herein mentioned.
46. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest in any stock, shares

or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.

47. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stock, contract, mortgage, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any person incorporated or not incorporated and to guarantee or become surety for performance of any contract or obligations as may be necessary for its objects.

48. To adopt, carry out or give effect to any pre-incorporation or post-incorporation agreements, arrangements or any modifications and amendments thereto, entered into by the promoters with any person on behalf of the Company for promotion of the Company or in respect of any matters concerning the affairs and business of the Company.

49. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

120,000,000.00

rupees, divided into,

12,000,000.00	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):

GBKC Global Pvt. Ltd.

Authorized Signatory

GBKC Global Pvt. Ltd.

S.No.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated
1	YOGESH SAPRA, S/O KAILASH CHAND SAPRA, R/O 161, UPPER CREST AVENUE RAJPUR ROAD, MAUZA JAKHAN, DEHRADUN, UTTRAKHAND, 248001, OCCUPATION: BUSINESS	ADWPS5588A	5,350,00	Equity	Digitally signed by YOGESH SAPRA Date: 2021.05.14 15:18:26 +0530'
				Preference	
2	RITESH SAPRA, S/O KAILASH CHAND SAPRA, R/O 161, UPPER CREST AVENUE RAJPUR ROAD, MAUZA JAKHAN, DEHRADUN, UTTRAKHAND, 248001, OCCUPATION: BUSINESS	AIFPS2963P	5,350,00	Equity	Digitally signed by RITESH SAPRA Date: 2021.05.14 16:17:56 +0530'
				Preference	
Total Shares taken			10,700,0	Equity	
				Preference	

Signed before Me				
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACS	RITU RANI	M-901, AJNARA DAFFODIL, SECTOR-137, NOIDA - 201305, LANDMARK - FELIX HOSPITAL OCCUPATION: PRACTISING COMPANY SECRETARY	53933	Digitally signed by RITU RANI Date: 2021.05.14 16:19:08 +0530'

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GENC Global Pvt. Ltd

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