

INCORPORATED UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

INNOKAIZ INDIA LIMITED\*

- I. The name of the Company is **INNOKAIZ INDIA LIMITED\***
- II. The Registered Office of the Company will be situated in the State of Tamilnadu.
- III. The objects for which the Company is established are:

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

1. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, trading and / or otherwise dealing in any manner whatsoever in all type of goods, especially Office and Commercial supplies, on retail as well as on wholesale basis in India or elsewhere.
2. To carry on the business of institutional distributor of Household and Commercial electronic or electrical gadgets and equipment's including gift articles.
3. To carry on the business of designing and printing of corporate brouchers, cards, advertisement materials and other printed materials for institutional and corporate clients.
4. To carry on the business of Business Process Outsourcing and Management for Corporate in India and abroad.
5. Providing Human Resource Support Services including recruitment, placements and training of personnel in all fields of activities.

**(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To acquire, and take over the whole or any part of the business, rights, goodwill, trademark, property and liabilities of any other person or persons, firm, corporation or undertaking, either existing or new engaged in or carrying on and conducting any business which this company is authorized to carry on and to pay for the same either in cash or shares or partly in cash and partly in shares.
2. To import, buy any components, instruments, tools, computer & peripherals, software's, spares, accessories and consumable that may be necessary for any venture of the company.

*\* The Name of the Company changed from Innokaiz India Private Limited to Innokaiz India Limited pursuant to conversion of Company from Private Limited to Public Limited Company via Board Resolution dated June 22, 2022 and Shareholders Resolution at the Extra Ordinary Meeting of equity shareholders held on June 29, 2022.*



3. To enter into arrangements for technical collaboration and/ or other forms of assistance including capital participation with foreign or Indian companies, and to pay such technical assistance or collaboration royalties or other fees in cash or by allotment of equity or other capital of the Company credited as paid up or by issue of debentures or debenture stock or by services.
4. To enter into agreements with any company or persons for obtaining, by grant of licence or on other terms, technical information, know-how, expert guidance, equipment's and machinery required for carrying-on the main objects of the Company.
5. To enter into any agreement with any authorities, governments, municipal, local or otherwise that may be conducive to the Company's objects.
6. To train or pay for the training in India or abroad of any of the Company's employees or any other persons in the interest of or for the furtherance of the Company's objects.
7. To establish branches, or appoint agencies for, or in connection with any of the objects of the company.
8. To effect all such Insurance in relation to the property of the Company and carrying on of its business and any risk incidental thereto as may seem expedient.
9. To acquire in India or elsewhere by purchase, lease or otherwise for the purposes of the Company any real or personal, movable or immovable property, rights or privileges including any land, buildings, rights of way, easements, licenses, concessions and privileges, patent rights, trade marks, machinery, rolling stock, plant, utensils, accessories and stock in trade.
10. To receive money on deposit with interest or otherwise from members, directors and their relatives, and to lend money, with or without security to such persons, firm or company on such terms as may be deemed expedient, and in particular to customers and others having dealings with the company and to guarantee the performance of contracts by any such persons, firm or company, but the Company shall not do any banking business as defined in the Banking Regulations Act, 1949.
11. To pay out of the Company's funds, the 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.
12. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company or association of persons carrying on any business which the Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company and to purchase, acquire, sell and deal in property, shares, stock, debenture or debenture stock of such persons, or company or association of persons and conduct, make or, carry into effect any arrangements in regard to the setting up of the business of any such person, firm, company or association of persons.
13. To enter into partnership or into any arrangements for sharing profits co-operation, amalgamation, union of interest, joint venture, reciprocal, concession or otherwise with any person, firm, company or association of persons carrying on or engaged in or about to carry on or engage in business or transaction which this Company is authorised to carry on, engage in or any business undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company and



to lend money to, guarantee the contracts of, or otherwise assist any such person, firm, association of persons or company and to place, take or otherwise acquire and hold shares or securities of any such person, firm, association of person or company and to sell, hold, reissue, with or without guarantees, or otherwise deal with the same.

14. Subject to the provisions of the Companies Act, 1956, to amalgamate with any other company or companies having objects altogether or in part similar to those of this Company.
15. To open one or more accounts of any kind with any Bank or Banks and to draw, accept, make, endorse and/or discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable instruments connected with the business of the Company.
16. To incur debts for the conduct of any business of the Company and to purchase or hire goods, material or machinery on credit or otherwise for any business or purpose of the Company.
17. To borrow or raise money on interest or otherwise in such manner as the Company may think fit (without doing banking business within the meaning of the Banking Regulation Act, 1949) and in particular by the issue of debenture or debenture stock convertible into shares of this or any other company, or perpetual annuities; and in security of any such 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 un-called capital, by special assignment or otherwise or to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities.
18. To sell or in any other manner deal with or dispose of the undertaking or any of the assets of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this Company.
19. To improve, manage, cultivate, develop, exchange, let out on lease, mortgage sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all part of the properties and rights of the Company.
20. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance fund, or any other Special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company.
21. To provide for the welfare of the Directors and Employees and/or ex-Directors and ex-employees of the Company and their spouses, widows/widowers and families of the dependents or connections of such persons, through any legal means available, either directly or indirectly, by cash or otherwise, subject to the provisions of the Companies Act, 1956.
22. In the event of winding-up, to distribute any of the property of the Company among the members in-specie or kind, subject to the provisions of Companies Act in that behalf.
23. To do all or any of the above as are incidental or conducive to the attainment of the above objects or any of them, in any part of the world as principal, agents, contractors, trustees and/ or otherwise, and by or through trustees, agents or otherwise and alone or in conjunction with others.



24. To give donations or subscriptions to any religious, charitable or social institutions or to give any charity, incidental to or conducive to any business that may be carried on by the Company.

**(C) Other Objects of the Company not included in items (A) and (B) are:**

**NIL**

**IV** The liability of the members is limited.

**V** \* # The Authorized Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- each.

*\*Amended pursuant to sub division of shares of the Company, vide Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 24 March, 2022.*

*#Amended pursuant to increase in Authorised Share Capital of the Company, vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Company held on 27 April, 2022.*

**VI.** We, the several persons, whose names and addresses are subscribed hereto, 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 the capital of the Company, set opposite our respective names.



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Sl.No.	Signatures, names, addresses, description and occupation of the subscribers	No. of equity shares taken by each subscriber	Signature of witnesses with their names, addresses, descriptions & occupations.
1.	 <b>SUKUMAR BALAKRISHNAN</b> S/o. P. BALAKRISHNAN No. 104, New No. 39, Jothi Ramalingam St, New Government Nagar Perambur, Ch-600 039 PAN: ATUPA6541J Ocupation: BUSINESS	900 [NINE HUNDRED] EQUITY SHARES	BEFORE ME AT CHENNAI: Anandam Krishnan CHARTERED ACCOUNTANT M. No: 209122 S/o. R. Balanman No.: 42, Chellam Naar, Pondicherry - 605011.
2.	 <b>S. SURENDRA</b> S/o. D. SIGAMANI No: 88/53 DOSS NAGER 3 <sup>rd</sup> ST KANNIGAPUREM CHENNAI - 12 PAN: CDDPS8516L Ocupation: BUSINESS	50 [FIFTY] EQUITY SHARES	BEFORE ME AT CHENNAI: Anandam Krishnan CHARTERED ACCOUNTANT M. No: 209122 S/o. R. Balanman No.: 42, Chellam Naar, Pondicherry - 605011.

3.	<p><u>S. Srinivasan</u></p> <p>S. Srinivasan S/o D. S. Gaman</p> <p>NEW NO 58 OLD NO 53 DOSSNAGAR 2<sup>nd</sup> ST KANNIYAPURAM CHENNAI - 12</p> <p>PAN: BJBPS 3806 B</p> <p>OCCUPATION: BUSINESS</p>	<p>50</p> <p>[FIFTY]</p> <p>EQUITY SHARES</p>	<p>SIGNED BEFORE ME AT CHENNAI: Abdullah</p> <p>B. ANANDARAJA CHITTHAN CHARTERED ACCOUNTANT M. NO: 20912 2 S/O. R. SARAVANAN NO: 42, CHETTIAN NAGAR, PONDICHERRY - 605011.</p>
TOTAL		1,000 [ONE THOUSAND] EQUITY SHARES	

Dated at Chennai: 10<sup>th</sup> DAY OF JANUARY, 2013.