

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

**SPICE MOA**

(e-Memorandum of Association)

MOA language:  English  Hindi

SRN of RUN

Pre-fill

\* 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

DRESS. COM INDIA PRIVATE LIMITED

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

Rajasthan-RJ

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

1. To act the business as processors, manufacturers, producers, makers, inventors, convertors, importers, exporters, traders, sellers, buyers, retailers, suppliers, wholesalers, e-commerce, franchise outlets, indenters, packers, movers, preservers, stockists, sub-agents, agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in men's, women's and children's clothing and wearing apparel of every kind, nature and description including shirts, bush-shirts, pajama suits, suits, foundation garments, ladies dresses, brassieres, maternity belts, knee caps, coats, panties, nighties and so on.
2. To act the business as processors, manufacturers, producers, makers, inventors, convertors, exporters, importers, traders, sellers, buyers, retailers, suppliers, wholesalers, e-commerce, franchise outlets, indenters, packers, movers, preservers, stockists, sub-agents, agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in hosiery goods of every kinds, nature and description for men, women, children including vests, underwears, socks, stockings, sweaters, laces, and of all or anything which is used in hosiery goods.
3. To act the business as processors, manufacturers, producers, makers, inventors, convertors, exporters, importers, traders, sellers, buyers, retailers, suppliers, wholesalers, e-commerce, franchise outlets, indenters, packers, movers, preservers, stockists, sub-agents, agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, linens, flannels and all other articles of woolen and worsted materials and of all articles similar to the foregoing or any of them or connected therewith.
4. To act the business as processors, manufacturers, producers, exporters, importers, traders, sellers, buyers, retailers, wholesalers, e-commerce, franchise outlets, suppliers, indenters, packers, movers, stockists, sub-agents, agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in silk, cotton, wool, linen, hemp, jute and yarns of all kinds and fabrics made of such yarns, and all kinds of synthetic or partially synthetic fabrics, waterproof fabrics and articles made from them, natural fabrics, fashion materials, imitation fur, buttons, belts and zip and other fasteners, linings of all kinds, canvas, umbrellas, marquees flags and all kinds of fabrics or articles in which fabrics of any kind is used.
5. To establish, maintain, operate, run and promote the boutiques, produce, export, import, purchase, sell, e-commerce, franchise outlets and to or otherwise deal in designer or fashionable clothes and dress materials, flowers, flower pots, bouquets, handicrafts, objects of arts, precious stones, jewellery, whether artificial or otherwise, and to organise fashion shows, and deal in any products or materials used in boutiques, fashion shows and interior decoration.

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

1. To do all or any of the above things either as principals, agents, brokers, trustees, contractors or otherwise and either by or through agents, brokers, sub-contractors, trustees or and otherwise and either alone or In conjunction with others and to do all such things as are incidental or conducive to the attainment of the main objects.
2. Subject to the provisions of section 230 to 236 of the Companies Act, 2013 to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture of reciprocal concession with any person or persons, partnership firm /firms, or company or companies carrying on or engaged in any business or transaction which the Company is authorized to carry on or engaged in.
3. To negotiate/or enter into agreements and contracts with individuals, companies, corporations, and other such organizations, in India, or

abroad for obtaining or providing technical, financial or any other such assistance, for carrying out all or any of the objects of the Company and also for the purpose of activating, research and development of manufacturing projects on the, basis of know-how and/or financial participation and for technical collaboration and to acquire or provide necessary formula and patent rights for furthering the main objects of the Company.

4. To subsidies, assist and guarantee the payment of money or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or companies with whom the Company may have or intended to have business relations.
5. To adopt such means of making known the business of the Company as may seem expedient.
6. To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and any of the shares of the capital stock or any voting trust certificate in respect of the shares of the capital stock, script, warrants, right, bonds debentures, notes, trusts, receipts and such other securities, obligations, choose in action and evidences of indebtedness of interest issued or created by any corporation companies, Syndicates, associations, firms, trusts of persons. public or private or by the Government or by any state territory, province, Municipality, or by any Governmental agency and as owner thereof to possess and exercise all the rights, powers and privilege of ownership and the right to execute consent and vote thereon and to do any or all acts and things necessary or advisable for the preservation, protection, improvement or enhancement in value thereof.
7. To enter into partnership or into any arrangement for sharing profits or losses or any union of interest, joint ventures, reciprocal concessions or co-operation with any person or persons or company or companies, carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on.
8. To acquire and take over either the whole or part of business, goodwill, trademarks, patents and property, assets and liabilities of any person or persons, firm or corporation carrying on any business which the company is authorized to carry on.
9. To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.
10. To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid – shares or by the issue of the securities or partly in one mode or partly in another, on such terms as may to determined.
11. To open Bank accounts with any Bank and to pay into draw money from such accounts.
12. To payout of funds of the Company all costs, charges and expenses which the Company may lawfully pay for the promotion of any project of any nature and payment of technical fees or with respect to the promotion, formation, establishment and registration of any company and/or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of printing and stationery, brokers fees and lawyers or any other experts fees and expenses attendant upon the formation of agencies branches and local boards.
13. To procure the registration of the Company in or under the law of any foreign country.
14. Subject to the provision of Companies Act, 2013 including the rules and regulations made therein and the directions issued by Sections 2(31), 73, 76A, 77, 179 and 180 of the Act the Regulations made thereunder and the direction issued by Reserve bank of India, to receive money, securities, valuables of all kind on deposit or safe custody (not amounting to the business of banking as defined under the banking regulation Act 1949) and to borrow or raise money in such manner as the Company shall think fit and in particularly issue of debenture or debenture stocks (perpetual or otherwise) and to secure the repayment or any money borrowed or raised on owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its; uncalled capital and guarantee and performance by the Company or any other such person or body corporate of and any obligation undertaken by the Company or any other such person or company, as the case may be.
15. To obtain any 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 of the Company or may appear likely to be advantageous or useful to the Company and use, exercise, develop or grant licences privileges in respect or otherwise turn to account the property rights or information so acquired and to assist, encourage and spend money in making experiments of all inventions, Patents and rights which the Company may acquire or purpose to acquire.
16. 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, rewards and donations.
17. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types.
18. To remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures, debenture stock holders or placing or assisting to place or guarantee the placing of any of the shares in the Company's capital or debentures, debenture stock or other securities of the Company, or in or about the formation, or promotion of the Company or to conduct of its main business or for guaranteeing payment of such debentures or such other debenture stock and interest subject to the provisions of Companies Act, 2013.
19. To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.
20. In the event of winding –up to distribute all or any of the property of the Company amongst the members in species of kinds or any or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made

except with the section 66 of the Companies Act, 2013.

21. To enter into any arrangements with any Government or any authority, Supreme, Municipal, Local or otherwise that seem beneficial to any of the Company's object and to apply for promote and obtain any act of Parliament privilege, concessions licenses, or authorization of the Government or any other such authority whether local or otherwise for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, license or authorization.

22. To lease, let on hire, mortgage, hypothecate, dispose off the whole or any part or parts of the undertaking of the Company or any land other movable property, right or assets of any kind of the Company or any share or interest therein respectively, in such manner and for such consideration as the Company may deem fit and particular for shares, debentures or securities of any other such body corporate having objects altogether or in part similar to those of the Company.

23. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donation, gratuities, pensions, allowances emoluments, bonuses, profit sharing bonus, benefits or any other payment to persons who are or were at any time in the employment or service of the Company, its predecessors in business or of any Company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connection of any such person and to provide for the welfare of all or any of the aforesaid persons, from time to time, by subscribing, subsidizing or contributing to any of institution, association, funds, clubs, trusts, profit sharing or other schemes and by building, contributing to the building or dwelling house or quarters and by providing, subscribing or contributing towards recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance as aforesaid either alone or in conjunction with any such other company as aforesaid.

24. To undertake, carry out, prompt and sponsor any programme for promoting the social and economic welfare of the employees of the Company and to incur any expenditure on any programme for welfare of the employees and their development and in order to implement any such programme or scheme of transfer without consideration or at such fair/confessional value any assets of the Company to the welfare body formed for the implementation of welfare programmes for the employees of the Company as the directors may deem fit.

25. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, and operating data, plans and blueprints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire or grant any licence and other rights and benefits in the foregoing matters and things and to enter into collaboration agreement, to acquire technical know-how and/or any financial assistance and / or to acquire any plant or machinery and/or to manufacture and/or fabricate and / or produce and /or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.

26. To train or pay for training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's main objects and to advance money to such persons or companies and on such basis as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or any such persons or companies and to give guarantee and indemnities.

27. Subject to the provisions of Section 67 of the Companies Act, 2013 to invest other then investment in Company's own shares, the surplus funds of the Company, from time to time, in Government securities or in other securities as may from time to time, be determined by the directors and from time to time, to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf for pursuing main objects.

28. To take or concur in talking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the Company and to confer upon any encumbrances or trustees for any encumbrances of uncalled capital, such powers of making and enforcing calls and voting the transfer of shares not fully paid up as may be thought fit.

29. To issue or guarantee the issue of the payment of interest on the shares, debenture stock or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

30. To purchase, take on lease or licence or in exchange, hire or otherwise, any real and/or personal property and any rights or privileges and advantages of any kind whatsoever necessary or convenient for the business of the Company or may enhance the value of any other property of the Company and in particular, the land (freehold, leasehold or other tenure) tenement, buildings, basements, machinery, plant and stock-in-trade and on any such lands to erect buildings, sheds, godowns, or such other structures for the business of the Company and also for the residence and amenity of the employees, staff and other workmen and erect and install machinery and plant and other equipments which may be deemed necessary or convenient or profitable for the purpose of the Company's and either to retain any property to be acquired for the purpose of the Company business or to resell, mortgage, let or lease or otherwise deal with and to turn the same account as may seem expedient.

31. To create any subscription fund, sinking fund, insurance fund or any other special funds whether 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 or the staff or labour or for any development fund.

32. 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, carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property or rights suitable for any of the objects of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase acquire sell and deal in property, shares, stocks or debenture stock of any such person, firm or company and to conduct, make or to carry into affect any arrangements in regard to the winding up of the business of any such person, firm, or company.

33. Subject to Section 182 of the Act, to make donations, to any persons or institutions in such form of Cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, Contribute or otherwise assist or grant money for charitable, Scientific, religious or benevolent, national, public or such other institutional objects or for any exhibit or for any public, general or other objects.

34. To give to any director, officers, servants, or employees of the Company any share or interest in the profits of the Company's business by way of commission or otherwise or any branches thereof and whether carried on by own means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements which the Company may seem expedient.

35. To refer or agree to refer to 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 the member or members or his or their representatives, or between the Company and the third parties, to arbitration in India, or at any place outside India and to observe and perform and to carry out or enforce the awards.

36. Subject to the provisions of the Companies Act, 2013, to vest any real or personal property, rights or interest acquired by or belonging to the Company in any lierson or Company on behalf of or for the benefit of the Company and with or Without any declaration in favour of the Company.

37. To enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any other business or branch so carried on with power at any time to close any such business or branch or branch either temporarily or permanently and or to appoint Directors or Managers of any such subsidiary Company.

38. To purchase, hire, rent, lease, on contract or acquire in exchange or in amalgamations, licences or otherwise solely or jointly with others all such equipment, structures. cranes, vehicles and such other related equipments, required for the purpose of the main business of the Company.

39. To do all event and every things necessary, suitable or proper for the accomplishment of any of the main business or the attainment of any of the main objects of the Company.

40. To import, exchange, buy, wholesale or retail all such goods, articles and things are necessary or expedient for the conduct of all Company's main business.

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.

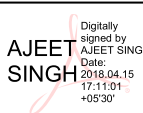
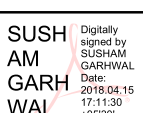
5.The share capital of the company is 


100,000.00
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 rupees, divided into,

10,000.00	Equity	shares of	10.00	rupees each	
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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:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	NAME: AJEET SINGH DOB:29.08.1987 171,SECTOR 2, VIDHYADHAR NAGER, JAIPUR - 302023, RAJASTHAN, INDIA OCCUPATION: BUSINESS	BHBPS2040D	5000	Equity	 AJEET SINGH	15/04/18
2	NAME: SUSHMA GARHWAL DOB: 18.06.1973 106, SECTOR 2, VIDHYADHAR NAGAR, JAIPUR -302039, RAJASTHAN, INDIA. OCCUPATION: HOMEMAKER	AOGPG4282C	5000	Equity	 SUSH AM GAR WAL	15/04/18
Total Shares taken			10,000.00	Equity		

Signed before Me					
Name	Address, Description and Occupation		DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCS	NISHA NAWANI	S.A.X -110/111,ADIPUR,KUTCH - 370205, GUJARAT, INDIA Practicing Company Secretary	9308	 NISH A R NAW ANI	16/04/18

Modify

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