MCA

Acknowledgement of Stamp Duty payment for

Memorandum of Association

Name of office of RoC :	Registrar of companies , Karnataka
State/ Union Territory :	Karnataka
Serial Number (SRN) :	D09828708
Payment Date :	08/10/2015
Value in Rupees :	1,000.00
Value in Words :	Rupees one thousand only
Date of Generation :	12/11/2015
Corporate Identity Number (CIN) :	U74120KA2015PTC084050
Company Name :	DHARNI ONLINE SERVICES PRIVATE LIMITED
Company Address :	20094, PRESTIGE SHANTINIKETAN,, WHITEFIELD ROAD, NEAR ITPL, BANGALORE - 560048, Karnataka, INDIA

This is a MCA21 system generated acknowledgement and does not require any signature.

MEMORANDUM OF ASSOCIATION

OF

DHARNI ONLINE SERVICES PRIVATE LIMITED

(Incorporated under the Companies Act, 2013, a Company Limited by Shares)

1. The Name of the Company is **DHARNI ONLINE SERVICES PRIVATE LIMITED**

2. The Registered Office of the Company will be situated in the state of Karnataka.

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

1. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, quality control and data processing in Online and well as Offline Space . To render services to any company, government, central or state or any municipal or other body corporate or association or individual with capital, credit, means or resources for the prosecution of any works, undertaking, projects or enterprises.

2. To act as consultants or advisors of any firm, body corporate, association or other undertaking and generally subject as aforesaid, to act as consultants or advisors and to undertake part in the management supervision or control of the business or operation of any person, firm, body corporate, association or other undertaking.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:—

1. To act as an agent or a representative and to appoint agents, sub agents and trade representatives for the purpose of the business of the Company.

2. To purchase, take on lease, rent or otherwise, acquire, settle, improve, renovate, any movable or immovable property and rights or privileges, which the Company may think necessary for the purpose of its business.

3. To remunerate any person, firm or body corporate rendering services to the Company, including without limitation in relation to promotion or formation of the Company either by cash, payment or by allotment to him or them, securities or shares of the Company as paid up in full or in part or otherwise.

4. To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary, including contracts entered into by promoters of the Company prior to incorporation, out of the funds of the Company.

5. To lease, let out on hire, mortgage, pledge, hypothecate, grant licenses, easements, options, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or any interest therein respectively in such manner and for such consideration as the Company may think fit and in particular of shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

6. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate.

7. To undertake and execute any trusts the undertaking whereof may seem desirable and also to undertake the office of the executor, administrator, receiver and to keep for any Company, Government, authority or body, any register relating to stocks, funds of share or registration of transfers, the issue of certificates or otherwise.

8. To appoint trustees to hold securities on behalf of and to protect the interest of the Company.

9. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks and securities or obligations of any other company whether Indian or foreign subject to applicable statutes and regulations.

10. To take part in management, supervision, or control of the business or operations of any Company or undertaking and for the purpose to appoint and remunerate any Directors, accountants or other experts or agents.

11. To purchase, take on lease or exchange, hire or rent or otherwise acquire, cultivate and improve, develop and turn to account any land, to purchase or otherwise acquire, undertake and carry on the whole or any part of the business, including goodwill, property, assets and liabilities of any other person or persons, firm or Company carrying on any business which this Company is authorized to carry on, possession of property for the purposes of the Company in cash or in shares, debentures, debenture stocks of the Company and to carry on, pending a sale or realization, any business which the Company, may as mortgagees have taken possession of or acquired by foreclosure.

12. To amalgamate, enter into partnership or any agreement whether terminate or otherwise,

for sharing profits, union of interests, joint ventures, reciprocal concessions, co-operations, or otherwise, with any person or persons, firm, association, Company or corporation, having objects altogether or in part similar to those of this Company or carrying on or about to carry on or engaged in or about to engage in any business or transaction which this Company is authorized to carry on and to lend money to and to guarantee the contracts and to subsidize or otherwise assist any such person, persons, firm, association, corporation or Company, to subscribe for and to take and otherwise acquire and to hold share or other interests or stock or securities, of any such person, persons, firm, association, corporation or Company and to sell, hold, re-issue with or without guarantee or otherwise deal and accept other shares in exchange for the same: and to form, constitute or permit any other Company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for other purposes which may seem directly or indirectly beneficial to this Company.

13. To insure the fixed assets, movable or immovable or otherwise, including computers, computer accessories, computer peripherals and other properties of the Company and to effect all such insurance in relation to carrying on the Company's business of any risk incidental thereto as may seem expedient and if thought fit, to join or become a member of any mutual insurance Company or to carry part or whole such insurance risk in connection with the Company's business.

14. To promote any Company or Company's subsidiary or otherwise, for the purpose of acquiring all or any of the property and liabilities of this Company and any business this Company is authorized to carry on for other purposes which may seem directly or indirectly to calculate to benefit of this Company or to promote or advance the interests of this Company and to pay and meet the cost of and incidental to such promotion.

15. Subject to the provisions of the Companies Act, 2013 to invest or deal with the money not immediately required whether with or without interest or security, including in current deposit account with any bank, leasing Company, financial institution, insurance Company, mutual fund, Reserve Bank of India, State/ Central Government securities or any other person upon such terms, conditions as the Company may approve, provided the Company shall not do any banking business as defined under Banking(Regulation) Act, 1949.

16. To borrow or raise or secure the payment or money from any banks, financial institutions or any other person or persons for the purpose of the Company's business in such manner and on such terms and such rights, powers and privileges as the Company may think fit and particularly by issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any of the immovable and movable properties, present or future and all or any of the uncalled capital for the time

being of the Company to purchase, redeem or pay off any such securities.

17. To draw, make, deposit, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments.

18. To guarantee or otherwise, support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights, present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or Company whatsoever, including but not limited to the Company which is for the time being the holding Company or subsidiary (both defined by clause 46 and clause 87 respectively of Section 2 of the Companies Act, 2013) of the Company or the Company's holding or is controlled by the same person or persons as controlling the Company or otherwise associated with the Company in its business.

19. To apply for, purchase or by any other means acquire and protect, prolong and renew any patents, patent rights, brevets invention, licenses, protections, concessions, privileges and the like conferring any exclusive or non-exclusive or limited rights to any secret or any other information as to any invention which may appear likely to be advantageous or useful to the Company to use and turn to account and to manufacture under grant license or privileges in respect of the same and to spend money in experimenting upon testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

20. To apply for, purchase, acquire or in any other manner obtain brand names, service marks for the services rendered by the Company, from any other Company, firm or any other person anywhere in the world, particularly in international brand names, service marks of the Company's holding or group companies.

21. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade

22. To sell or sublet, any concession or license obtained or contract entered into by the Company.

23. To sell, let, dispose of or grant rights over all or any property of the Company.

24. To undertake payment of all rents and performances and observance of all covenants, conditions and agreements contained in or reserved by any lease or leases which may be granted or assigned to or anything that may be otherwise acquired by the Company.

25. To enter into partnership or into any agreement for joint working, sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise or amalgamation with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engaged in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.

26. To adopt such means of making known the services provided by or / at the disposal of, the Company as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting, skywriting, by purchase and exhibition of works of art, or by the publication of books and periodicals and by granting prizes, rewards and donations.

27. To adopt such means of making known the business of the Company as may seem expedient including without limitation, by participating in conferences, seminars, exhibitions, road shows and any other forum/s, by way of advertisement and to print, publish or otherwise disseminate any material in any form convenient to the Company or as may be required by the Company for the purpose or in relation to making known the business of the Company.

28. To obtain, arrange for the issue or enactment of order or act of legislature or act of authority in India, or any other part of the world for enabling the Company to obtain powers, authorities, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the Company or for any other purposes which may seem expedient and to oppose any proceedings or applications or any other endeavors, steps or measures which seem calculated directly to prejudice the Company's interests.

29. To refer or agree to refer to arbitration any claim, demand, dispute, legal proceedings or any other question by or against the Company or in which the Company is interested or concerned.

30. To enter into any arrangement with the Government of India or with any other Government or State or any Local or Provincial Government or with Authorities, International, National, Local, Municipal or otherwise with any rulers, chiefs, landlords, or with any persons for the purpose of directly or indirectly, carrying out the objects of the Company or any of them and to obtain from any such Government, State, Authority or person any charters, decrees, rights, sanctions, privileges, licenses or concessions whatsoever(whether statutory or otherwise) which the Company may think it desirable to obtain, and carry out exercise and sanctions, privileges, licenses or concessions and the terms and conditions for the sharing of

profits of the Company with any such Government, State authority or person.

31. To establish, work and maintain for the Company's Directors, officers and employees, suppliers, customers or others, hotels, rest rooms, guest rooms, guest houses, restaurants, refreshments rooms, theatres and arrange cinema, musical, dancing and dramatic performances and entertainment, games, outdoor and indoor, hospitals and dispensaries, college, school and training and cultural institutions, markets and shops, laundry, newspapers, periodicals, journals and books, libraries and such others.

32. To establish, maintain or procure the establishment and maintenance of any noncontributory or contributory pension, allowances, bonus, superannuating, provident, welfare and education funds, trusts and provide or subscribe or contribute towards places of instruction and recreation, hotels, rest rooms, restaurants, refreshments rooms, theatres and arrange cinema, musical, dancing and dramatic performances and entertainment, games, health clubs, outdoor and indoor, hospitals and dispensaries, college, school and training and cultural institutions, markets, shops, laundry, newspapers, periodicals, journals and books, libraries and such others for the benefit of any person who is or was at any time in employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a Director of the Company or any such other Company as aforesaid and spouse, family and dependents of any such person.

33. To distribute all or any of the property of the company amongst the members in specie or kind or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting reduction of capital be made except with the sanction for the time being required by law

34. To establish and maintain agencies, branch places and local registers to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or may be thought desirable.

35. To dedicate, present, subscribe to or otherwise aid out of profits and assets of the Company, benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claims to support or aid by the Company by reasons of the locality of nature of its operations or otherwise and to make donations to any national memorial fund or any other fund constituted for charitable purpose.

36. To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the payment for and/or the performance of contracts by, any such persons, firms or companies, but the Company will not carry on any banking business as defined in the Banking Regulation Act, 1949.

37. To undertake, carry out, promote and sponsor rural development comprising of any program for the betterment of people in any rural area with a view to promoting the social and economic status of the masses in those areas and to incur expenditure on any rural development program and to assist execution and promotion thereof whether directly or indirectly or in any other manner and to transfer with or without consideration or at a concessional value and divest the ownership of any property of the Company in favour of anybody or institution or trust engaged in the execution of rural development programs.

38. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit; and the Directors, may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication through books, literature, newspaper or other similar and allied media including television or for organizing lectures.

39. To do all or any of the above things and such all other things as are incidental or as may be thought conducive to the attainment of the above object or any of them in India or any other part of the world, either as principals, agents, trustees, contacts or otherwise, either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.

40. To pay any properties, rights or privileges acquired by the Company, either in the shares of the Company or partly in shares and in partly cash or otherwise.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the share held by them.

5. The Authorized Share Capital of the Company is INR 10, 00000/- (Rupees Ten Lakh) divided into 10,00,000 (Ten Lakh) Equity shares of INR.1/ (Rupees One Only) each.

We the several person whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in the capital of the company set opposite to our respective names :

Sl. No.	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of Witnesses
1.	HEMANT DHARNIDHARKA 20093, PRESTIGE SHANTINIKETAN, WHITEFIELD ROAD NEAR ITPL, BANGALORE - 560048	49,000	Hemant Dharnidharka	VISHAL KABRA #5, 13th Main 100ft Road Indiranagar Bangalore - 560008 CHARTERED ACCOUNTANT M.NO: 306246.
2.	PREETI SARAOGI 20092, Prestige Shantiniketan, Whitefield Road Near ITPL, Bangalore-560048	51000	Preeti Saraogi,	

I witness to the subscriber who have subscribed and signed in my presence. Further I have verified their identity details for further identification & satisfaction myself of their identity particulars as provided.

Vishal Kabra

Dated : 19.10.15