

Form No. INC-33

e-MOA (e-Memorandum of Association)

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]



Form language

☒ English

☐ Hindi

Refer instruction kit for filing the form

All fields marked in * are mandatory

* Table applicable to company as notified under schedule I of the Companies Act, 2013

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

A - MEMORANDUM OF
ASSOCIATION OF A COMPANY
LIMITED BY SHARES

Table A/B/C/D/E

1 The name of the company is

VISIONKEY MARKETING &
TRADING PRIVATE LIMITED

2 The registered office of the company will be situated in the State of

Rajasthan

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

1. To carry on in India the business of concept marketing, direct marketing and to provide high quality of services and products to clients and consumers either directly or through the network of members, consultants, bonafide commission agents, franchises and distributors through network publicity, market research analyses, surveys, organizing events, contest, seminar and other advertising and related outdoor activities.
2. To carry on the business of trading, marketing, supplying and dealing in direct marketing, networking of all kinds of durable, consumable and other products and all kind of goods, products, commodities and services by establishing marketing of networks and providing marketing support to

manufacturers, distributors and dealers of all kinds of products and goods.

3. To carry on the business of marketing all kinds of goods, products, commodities and services as buyers and sellers, traders, wholesalers, importers, distributors, agents, brokers, stockiest, commission agents and consultants of all kind of products and services.

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

1. To enter into contracts, agreements and arrangements with any other company, firm or person for the carrying out by such other company, firm or person on behalf of the Company of the objects for which the Company is formed.

2. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns or undertakings of any assets, properties or rights in connection with the business of the Company.

3. To establish branches or appoint agencies for or in connection with any of the objects of the Company, which the Company is authorized to carry on by itself, or through any subsidiary company or companies, and to enter into any arrangement with 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 company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, either temporarily or permanently, to close any such business or branch.

4. To establish and maintain agencies, branch and local offices and 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 as may be thought desirable.

5. To appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.

6. To take part in the technical supervision and control of the business or operations of any company or undertaking and to appoint and remunerate any directors, accountants or other experts or agents for such business operations.

7. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and either to retain any property so acquired for the purposes of the CoCompany?susiness or to turn the same to account as may seem expedient.

8. To let on lease or on hire purchase system or to lend or otherwise dispose of any property to the Company, and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans, or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise.

9. To lease, mortgage, grant licenses, easements and 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 other company whether or not having objects or in part similar to those

of the Company.

10. To buy, acquire, undertake and hold the whole or any part of the undertaking, property, assets, rights and effects of any other company, having objects altogether or in part similar to those of this Company or carrying on or engaged in or proposes to carry on and engage in, other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company property, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of the Company.

11. To take or otherwise acquire and hold shares, debentures and any other securities in any other company having objects altogether or in part similar to those of this Company or carrying on or engaged in or proposes to carry on and engage in, other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company property, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

12. To amalgamate, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm carrying on or engaging in or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any

arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or for cooperation, or for mutual assistance, with any such person, firm or company, or to acquire any business (by way of amalgamation, arrangement, demerger, merger or otherwise) and carry on any other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Companys property, and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.

13. To enter into arrangement with any government or other authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company?s objects, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out, exercise and comply therewith.

14. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, license or authorization of any government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for any other purpose which may seem expedient and to oppose any

bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company interests and to appropriate any of the Company shares, debentures or other securities and assets to defray the necessary costs, and expenses thereof.

15. To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets, inventions, trademarks, formulate, copyrights, licenses, concessions and the like, conferring any exclusive or non exclusive or limited rights to their use, or any secret or 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, grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

16. To sell any patent rights or privileges belonging to the Company or which may be acquired by it or any interest in the same and to grant licenses for the use and practice of the same or any of them and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents, and privileges in which the Company may be interested.

17. To sell or sublet any concessions or licenses obtained or contracts entered into and generally to sell the whole or part of the property and business of the Company for cash or for the shares or obligations of any person or persons.

18. To deal in hardware, software,

applications and various other materials such as fabrics, plastics, glass, stones, etc. capable of enhancing and promoting any business of the Company or required by the customers or persons having dealings with the Company. Provided however, in this regard the Company shall not carry any activity which may be categorized as retail trading in India and abroad.

19. To improve, manage, cultivate, exchange, refine, repair, alter, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or part of the properties and rights of the Company.

20. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, through any electronic means, through radio and television network by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, bonuses, gifts, rewards and donations.

21. To establish, provide, maintain conduct or otherwise subsidize research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research and experiments, to undertake and carry on scientific, industrial, economic and technical research, surveys and investigations, to promote studies, research, investigation and invention, both scientific and technical, by providing, subsidizing, endowing or assisting laboratories, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing remuneration to scientists, scientific or technical professors, teachers or other persons and by awarding scholarships, grants and prizes to students, research workers and inventors or otherwise and

generally to encourage, promote and reward studies, research, investigations, experiments, tests and inventions of any kind that may be considered likely to assist or benefit directly or indirectly any of the business which the Company is carrying on or authorized to carry on.

22. Subject to Section of the Companies Act, 2013 to make donations to individuals or institutions in 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 corporations introducing business to this Company, and also to subscribe, contribute, otherwise assist or guarantee money for charitable institutions or objects or for any exhibition or for any public, general or other objects.

23. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowance or emoluments to any person who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of its predecessors in business or of persons having dealings with the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the spouses, widows, widowers, families, dependants and connections of any such persons and to also establish and subsidize and subscribe to any institutions, associations, clubs or funds, calculated to be for the benefit of or for advancing the interest and well-being of the Company or of any such other company as aforesaid, and to make payments to or towards

the insurance of any such person aforesaid, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

24. To refer or agree to refer 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 the Member or Members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made thereon, and to do all acts, matters and things necessary or expedient to carry out or enforce the awards.

25. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation, and registration of the Company.

26. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owner of any business or property acquired by the Company.

27. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in placing of shares of the Company's capital or any debenture stock or other securities of the Company or in or about the formation or the acquisition of property by the Company or the conduct of its business or otherwise for any of the purposes of the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company, credited as paid up in full or in part or of otherwise.

28. To open any kind of account

in any bank or other financial services firm, and to make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

29. To vest any moveable or immovable 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, and with or without any declared trust in favour of the Company.

30. Subject to the provisions of the Companies Act, 2013, to distribute among the Members in the specie, cash or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company.

31. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially, and also to ensure, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

32. To carry out in any part of the world all or any of the Company's objects as principal agent, contractor or otherwise, and by or through agents or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.

33. Subject to the provisions of the Companies Act, 2013, and the directions issued by the Reserve Bank of India, to subscribe, acquire, take up and hold shares, stocks, debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture stock, bonds, obligations and other securities

issued or guaranteed by any Government, sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or in any foreign country.

34. Subject to the provisions of the Companies Act, 2013 and the rules there under and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or company as the case may be.

35. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of securities for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealing with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.

36. To lend and advance money or property with or without security or to give credit to such persons or companies and upon such terms as may be expedient and as the Company may approve and in particular to customers and persons having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies

and generally to provide credit facilities to customers and others provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

37. To place surplus to reserve or to distribute as bonus shares among the Members or otherwise to apply as the Company by law may deem fit including those received by way of premium on shares or debentures issued at a premium by the Company and any monies received in respect of dividends accrued on forfeited shares.

38. To invest and deal with the monies of the Company in such manner as may from time to time be determined.

39. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable.

40. To render or assist in rendering of technical services to any person, firm, company and undertaking in connection with the business of the Company.

41. 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 the Union of India and in any or all states, territories 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.

42. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth either alone or in association with other corporate bodies, firms or individuals or undertake articles as may be conveniently or possibly combined with the existing activities of the Company and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts

thereof provided the same be not inconsistent with the laws of the Union of India.

43. To undertake, carry on and execute all kinds of commercial and other operations and to carry on, extend and turn to account any other business whatsoever which can, for the attainment of the main objects of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any of the business aforesaid or is calculated directly or indirectly, to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets or rights.

44. To negotiate to collaborate, enter into collaboration agreements, technical, financial or otherwise with any person, association of individuals, firm, body corporate or incorporated companies whether Indian or foreign for services of the products of the Company or furthering the objects of the Company, and/or any activities the Company is authorized to do.

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 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among

themselves), such amount as may be required, not exceeding * rupees.

(iii) The share capital of the company is rupees, divided into

| | | | | | |
|-------|--------------|-----------|----|-------------|--|
| 10000 | Equity Share | Shares of | 10 | Rupees each | |
|-------|--------------|-----------|----|-------------|--|

- ☐ We, the several persons, whose names 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 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:
- ☐ 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:

| Subscriber Details | | | | | |
|--------------------|---|-----------------------------|------------------------------|-----|------------|
| S. No. | *Name, Address, Description and Occupation | DIN / PAN / Passport number | No. of shares taken | DSC | Dated |
| 1 | PAWAN SAINI S/O SUBHAKARAN SAINI R/ O WARD NO. 28, NEAR NEW NAGAR PALIKA LAXMANGARH, SIKAR, RAJASTHAN- 332311, INDIA OCCUPATION- BUSINESS | 0*5*4*8* | 5000 Equity,0 Preference | | 23/04/2024 |
| 2 | SANTOSH SAINI D/O SHYAM SUNDAR R/ O SETH WALI DHANI, NAWALGARH, JHUNJHUNU, RAJASTHAN-333042, INDIA OCCUPATION- BUSINESS | 0*5*4*3* | 5000 Equity,0 Preference | | 23/04/2024 |
| Total shares taken | | | 10000 Equity,0 Preference | | |

Signed before me

| Membership type of the witness (ACA/FCA/ACS/FCS/ ACMA/FCMA) | *Name of the witness | *Address, Description and Occupation | DIN / PAN / Passport number / Membership number | DSC | Dated |
|--|-------------------------|---|--|-----|------------|
| FCS | VIKASH VERMA | Office No. 9, 1st Floor, Siddhi Vinayak, Tonk phatak, Jaipur, Rajasthan-302015 Occupation-Practicing Company Secretary | 1*9*4 | | 23/04/2024 |

7 Shri / Smt

Of

resident of

aged

years shall be the nominee in the event of death of the sole member.