

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
Mybooster Retails Private Limited

- I. The name of the Company is **Mybooster Retails Private Limited**
- II. The registered office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Pune, Maharashtra.
- 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 in India the business of concept marketing, direct marketing, multilevel marketing, network marketing multi link gift schemes 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, associates and distributors of multi level marketing 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, multi level marketing, networking of all kinds of durable, consumable and other products and all kinds 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.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS ARE:

2. To carry on the activity as Consultants in the field of Information Technology business in terms of software development, maintenance, customization, testing, outsourcing application services and to design, develop, sale, lease, repair, service, import, export and deal in products from such activities.
3. To act as franchisers, franchisees, licensors, licensees, collaborators in field of Information Technology services and for imparting training and education thereof, for attainment of the main business of the Company.
4. To carry on the activity of establishing, running and managing institutions, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management to attain the main objects of the Company.
5. To arrange, run, manage education programs, seminars, conferences, workshops, refresher courses, and arrange lectures and meeting and to run regular coaching classes for the growth and development of, and incidental to the Information Technology business and also to promote institutions for imparting education in Information Technology facilities, for attainment of the main business of the Company.
6. To carry on the activity of providing testing and validation services for the software developed by the Company or otherwise.
7. To apply for purchase or otherwise acquire and obtain any patents, inventions, licenses, permissions, concessions, processes, and the like conferring any exclusive or limited right (either in point of time or otherwise) to use the same or any secret or other information as to any invention which may seem capable of being used for any purpose of the Company and to use, exercise develop or grant licenses in respect of or otherwise turn to account any such patents, inventions, licenses, permissions, concessions, processes and the information so acquired.
8. To buy, sell, export, import, deal, assembles, fit, develop, lease, repair, convert, service, overhaul, alter, design, create Vortal and/or Portal and provide internet, communication and technical know-how and services, to design and run cyber cafe, computer, networking telecom, microwave, fibre-optic and IT education clauses and courses.
9. To give guarantees and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture-stock, mortgages, charges, contracts obligations and securities and the payment of dividends on and the repayment of the capital of stock and shares.
10. To subscribe, purchase, acquire, hold, sell, underwrite, invest, sell, dispose or deal in shares, stocks, debenture-stock, securities, government securities, bonds, units of any company or other authority supreme, municipal or local.
11. To invest and deal with the moneys of the Company not immediately required, in shares, stocks, bonds, debentures or other Securities of any company or association or in Government Securities or in any manner as may from time to time be determined.
12. To negotiate loans, equity participation, cash credits and other financial facilities from banks, financial institutions and others in connection with the objects of the Company.

13. To deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and other having dealings, with or without securities, upon such terms and conditions as may be thought proper and to invest or employ such moneys in such manner as may be thought proper and from time to time vary such transactions, the Company shall not carry on banking business as defined under the Banking Regulation Act, 1949.
14. To provide funds to the individuals, institutions, companies and to promote Companies to be engaged in commercial, industrial and /or trading business and to takeover or acquire the management of sick units and run them by induction of finance and proper managerial skills with a view to diversify the activities of the Company and / or sell them subsequently.
15. To amalgamate, enter into partnership or into any arrangement for sharing or dealing in profits, union of interests, co-operation, joint venture, reciprocal concession or collaborate or affiliate arrangements for limiting competition with any individual, person, company, corporation or Government carrying on or engaged in any business, undertaking or transaction which the Company is authorised to carry on and to lend the money, to guarantee the contracts or assigned of any such persons, firm or company and to take or acquire and hold shares or securities or issue with or without guarantee or deal with the same securities of any such persons, firms, or companies to sell, hold.
16. To enter into all sorts of internal and/or external foreign collaborations, technical assistance, financial or commercial arrangements including market survey, study of market conditions in India or outside India for fulfillment of any object herein contained.
17. To establish or promote or concur in establishing or promoting any Company or Companies having similar objects for the purpose of acquiring all or any of the property rights and liabilities of the Company.
18. To open accounts of all nature including overdraft accounts with any Banks or merchants and to operate the same and to avail all nature & kind of credit facilities.
19. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
20. To open branches, sub-offices in India or outside India and to appoint agents and brokers for the business of the Company.
21. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase, acquire to undertake, the liabilities of such Company, association, partnership or person.
22. To acquire and secure membership, act or privileges either in the name of the Company or its nominee or nominees in and of any association, exchanges, market, club board, council, chamber, other institution in India and abroad for furtherance of business, trade or industry.
23. To accept, gift, bequests and donations from members and others and to make gifts to members and other moneys, assets and property of any kind.

24. To purchase, hold, take on lease or exchange or mortgage or give on mortgage, hire or acquire and hold in any immovable and movable property including land, building, house, flats, bungalows, shops, offices, godowns, license, any rights, interest and privileges therein and to let them out on rent in connection with the main objects of the Company.
25. To insure any of the persons, properties, undertakings, contracts, guarantees or obligation or profits of the company of heavy nature and kind in any manner whatsoever.
26. To refer any dispute, claim or demand by or against the Company to arbitrators and to secure and perform the awards.
27. To establish and maintain or procure the establishment and maintenance of any contributory, non contributory pension or super-annuation funds for the benefit of and give or procure the giving of donations, gratuity, pensions, allowances or any time in the employment
28. To carry on the business or branch of a business which this Company is authorised to carry on by means of or through the agency of 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 for branch so carried on, 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 of carried on including power at any time and either temporarily or permanently to close any branch or business.
29. To give on hire or lease or sell or dispose off the undertaking, property and assets of the Company, or any part thereof in such manner and for such considerations as the Company may think fit and in particular for shares (fully or partly paid-up), debentures, debenture stocks or securities of any other Company whether promoted by this Company for the purposes or not and to improve, manage, develop, exchange, lease, dispose off, turn to account or deal with all or any part of the property or rights of the Company.
30. To purchase, take on lease or hire or acquire, any immovable and movable property, and any rights or privileges of its business and in particulars any land, building, easements, machinery, plant and stock-in-trade or other rights and interest in immovable property, to sell, let on lease, mortgage, hypothecate or dispose off or grant rights over any immovable property belonging to the Company.
31. To establish agencies or appoint representative and agents in India and abroad for any one or more of the objects of the Company and to regulate and discontinues the same.
32. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be acquired by the Company.
33. To pay for any properties, rights, services of privilege acquired by the Company by issue of shares or debentures and partly in cash and to give shares or stock or debentures of this Company in exchange of the share or stock or debentures of any other Company.

34. To enter into any arrangements with any Government or State or authorities, municipal, local that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State or authority and rights privileges and concessions and/or purchase and sale of any kind of goods, machinery, spare parts securities, stocks, debentures, which the Directors of the Company for the time being may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
35. To give guarantee(s) for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and Companies or Governments or States and to give indemnities of all kinds.
36. To place to reserve or to distribute as bonus shares among the members as Directors may from time to time think fit subject to the provisions of the Act.
37. To distribute any of the property of the Company among the members in specie or kind in the event of winding up subject to the provisions of the Companies Act, 1956.
38. To draw, make issue, accept transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bill of lading, letter of credit, delivery, orders, dock-warrants, railways or transport receipts, warehouse, keeper's certificate and other negotiable or commercial or mercantile instrument connected with the business of the Company.
39. To employ experts to investigate and to examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
40. To acquire from any person, firm or body corporate or incorporate, whether in India and abroad, technical information, know-how, processes, engineering, manufacturing and operating data, plants, layouts and blue prints useful for the design erection and operation of plant required for any of the businesses of the Company and to acquire any grant or license and other right and benefits in the foregoing matters and things.
41. To be interested in and to promote and undertake formation and establishments of such institutions, chamber of commerce, or other bodies, business, trading within the objects of the Company as may be considered to be conducive to the profit and interest of the Company.
42. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise and/or to make donations to any person Company or Association and to subscribe or guarantee money for any national international, charitable, benevolent, educational public object activity, exhibition, or trade show, or for any purpose whatsoever or the interest of its members or for the welfare of the staff.
43. To establish, provide, maintain, conduct, subsidize, software research laboratories and experimental stations, workshop, for scientific and technical researches experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation, and invention by providing subsidising, endowing or assisting laboratories, work-shops, libraries, training colleges, schools and other institutions for training, lecturers, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions scholarships, prizes, grants and bursars to students or otherwise and

generally to encourage, promote and regard studies research, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

44. To enter into any arrangements and to take all necessary or proper steps with the Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purposes to directly carrying out the object of the Company or effecting any modifications in the constitution of the Company for furthering the interest of its members and to oppose any such steps taken by the other Company, firm or person which may be considered likely directly or indirectly or prejudice the interests of the Company or its members and to promote or assist the promotion whether directly or indirectly of any legislation which may appear to be in the interest of the Company and to oppose and assist whether directly or indirectly legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any Company and Charters, contracts, decrees, rights, loans, privileges or concessions which the company may think fit, desirable to obtain and carry out, exercise and comply with any such arrangements charters, contracts, decrees rights, privileges or concessions.
45. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, radio, television, by circular posters by purchase and exhibition of works of art of interest by publication of books, periodicals and by granting prizes, awards and donations including donations to any fund for charitable including donations to any fund for charitable or public purpose, subject to provision of Companies Act, 1956.
46. To promote, from and register and aid in promotion formation of any company having similar object for the purpose of acquiring all or any of the property undertaking, rights and liabilities of this Company and to be interested in or take or acquire, purchase, hold, sell or dispose of shares debentures and other securities in or of any such Company, or any other Company for all or any other objects mentioned in this Memorandum and to subsidies or assist any such terms and conditions as may be arranged.
47. To create any depreciation fund, reserve fund, sinking fund, dividend equalisation fund, capital redemption fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.
48. To provide for the welfare of the Directors, Ex-Directors, employees or Ex-Employees of the Company or its predecessors in business and the wives and the families or dependents such persons by building or contributing to the building of house, dwelling chawls or quarters or by grants of moneys pensions gratuities allowance bonuses, awards profit sharing or other scheme or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall deem fit to establish, maintain and grant scholarships to any persons for technical study and education in India and abroad which may be necessary or useful for any of the objects of the Company or otherwise and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have moral or other claim to support or aid by the Company either by reason or locally of operation or of public and general utility or otherwise.

49. To aid pecuniary or otherwise any association or movement having for an object the solution, settlement or sub mounting of industrial or labour problem or troubles or the promotion of industry or trade.
50. To pay out of the funds of the Company, all expenses of and incidental to the promotion, formation, registration, advertisements and establishments of this Company and the issue and subscription of the shares or loans or capital including brokerages, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debentures-stock and other securities of this Company and also all expenses attending the issue or any circular or notices and the printing, stamping, circulating of proxies and forms to be filled up by the members of the Company.

C. THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:

51. To manufacture, buy, sell, distribute, represent export, import, assemble, fit, design, develop, lease, repair, convert, service, overhaul, alter, maintain and otherwise deal in all types of electronic equipment's, systems, sub-systems, devices, components and appliance equipment's such as telecom, satellite, computers, network systems, television and wireless apparatus including radio receivers and transmitters, tape recorders, CD & DVD players, broadcast relay, transmit and reception equipments, phonographs, and other equipment's used in and or for audio and visual communications, e-mail communications, internet, networking, information technology apparatus and equipment including those using electromagnetic waves intended for radio/satellite/telegraphic of electronic communication, photocopiers, fax machines, electronic lighting controls, continuous flashers and fire alarm systems, digital and other electromechanical pneumatic controls, and automatic calculators, x-ray machines and tubes, surgical, medical and receiving of sound, light and electronically impulses and component parts thereof and other materials used in or in connection with electronic and communication products.
52. To build, construct, execute, carry out, equip, develop, decorate, administer, establish, own, purchase, sell, to act as consultant, take on lease or exchange or otherwise acquire, hold, maintain, rebuild, enlarge, alter, improve, and manage by applying new technologies in taking up turnkey project in the field roads, all types of infrastructure projects, laying of lines, bridges, railways, road ways, tramways, canals, powerhouses, irrigation, telephone, telegraphic and power supply works, hotels, and all other types of industrial, commercial or residential buildings.
53. To carry the business of exploring, producing, manufacturing, processing, holding, transporting, supplying, importing, exporting, dealing in, selling and distributing, agency of all types of electrics and electrical products, by-products, hardware, tools, including electric motors, generators, switchgears, meters, transformers, wire and cables, lamps, fans, fittings, electro-medical and X-ray apparatus, heaters, radiators, ovens, refrigerators, air conditioning and cooling equipments.
54. To carry on business as travel and tourist contractors and agents in general and to organise tours and excursions, whether religious, educational, sight seeing business or otherwise whether in India or abroad, and to carry on the business of handling inward foreign tourist activity in India including independent and conducted tours, safaris and also to handle similar foreign tourist activity in other parts of the world through its own office and agents and correspondence and to provide services of booking tickets, circular tickets, sleeping cars or berths for all modes or travel, cruise booking, hotel places, hotel boarding, and/or lodging accommodation, services.

55. To carry on the business as electronic and systems engineers and to provide design and consultancy of all items listed above in addition to other branches viz. mechanical, metallurgical civil, computer and management science and export, import, technical know-how and services for the same.
56. To carry on the profession of consultants on management employment, engineering, industrial, technical, financial and commercial matters to industry and business and to act as employment agents.
57. To carry on all kinds of exploration, prospecting and mining business and operations, in any part of India and in particular to prospect, search for, examine and explore mines and ground supposed to contain minerals of any kind whatsoever or precious stone and to search for and obtain information in regard to mines, mining claims, mining districts and localities.
58. To purchase or acquire and to sell, dispose off and deal with mines and mining rights and property supposed to contain precious stones of all kinds and undertakings connected therewith and to buy, sell, refine, manipulate and deal in minerals of all kinds.
59. To search for, get, work, raise, make merchantable buy, sell and deal in coal, ironstone, manganese and other metals, minerals and substance.
60. To carry on the business of a share broker, investment company and to deal in, invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, units, debentures, debenture-bonds, mortgages, obligations and securities of any kind issued or guaranteed by any Company, corporation or undertaking of whatever nature, whether incorporated or otherwise, and whosoever constituted or carrying on business and to buy, sale or deal in shares, stocks, debentures, debenture-stock, bonds, mortgages, obligation and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatsoever nature and to carry on the business of investors in movable and immovable properties.
61. To carry on business as manufacturers of and dealers in typewriters, calculating machines, computers, televisions, cleaners, washing machines, sewing and printing machines, air-conditioning equipments/machines, refrigerators, coolers, ice-cream manufacturing machinery and to maintain air conditioned godowns for storage of goods.
62. To carry on all or any of the business of money lending, acting as finance brokers, and acting as insurance brokers and agents of underwriters, consultants, accessories, valuers, surveyors, mortgage brokers and undertaking and provision of hire purchase and credit sale finance and acting as factor and brokers in any line or activity, (provided that nothing contained here shall enable the Company to carry on the business of Banking as defined in the Banking Regulation Act, 1949).
63. To carry on all of the business of undertaking or arranging for the writing and publication of books, magazines, journals or pamphlets on subjects relating to trade, commerce, industry, agriculture, medicine, banking, insurance, investment, taxation, finance, economic, law and other subjects.

64. Subject to the approval of RBI, to carry on the business of a leasing and hire purchase finance Company and to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing trading and other commercial and service business.
65. To purchase, lease, hire, or acquire lands, buildings, premises, or properties and to develop, build, construct, alter, pull down, improve, or other wise work upon land, buildings, structures or properties.
66. To invest the amount in the purchase of lands and buildings, factories, machinery or any other property including agricultural or non-agricultural lands, securities of properties or any interest therein or on ground rents, or upon the security of lands or any interest, whether reversionary or otherwise in lands in India or anywhere else in the world.
67. To carry on the business of execution of works, contracts for supply of labour, material, stores, equipments, tools, machinery, plants, components, accessories thereof, fabricated iron and steel works, building materials, supply of engineers, technicians, consultants, supervisors, drawings and plants.
68. To manufacture, buy, sell, treat, and deal in all kinds of vessels, tools, utensils and articles made from mud, metal, meal alloys, brass, silver, gold, iron and plastics.
69. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, social services and to take such steps as may be necessary for the purpose.
70. To establish and run training institution / classes of any faculty, where general, scientific, commercial, medical, engineering, IT education and other technology or any other type of education / training be imparted or exchanged orally or through post or electronic media or any other medium on such terms and conditions as may be laid down by the Company from time to time.
71. To carry on the business as importers, exporters, buyers, and sellers of and merchants and dealers, indenters and to deal in all kinds of products including consumer goods, engineering goods, fancy and presentation articles, handicrafts, rubber goods, metals, glassware, P.V.C. materials, surgical and musical items, electric accessories, furniture's and fixtures, spices, grains, pulses, oil, seeds, oil cakes, dry fruits, fruits, vegetables, stationery items, tobacco, minerals, foodstuffs, spot goods, leather goods.
72. To carry on the business as export house, and to act as exporter, importer, commission agent, indenting agent, Representatives, agents, delcredere agent and buy, sell, exchange, pledge, make advances upon or deal in all kinds or goods, products, articles and merchandise.
73. To carry on the business of suppliers of goods and merchandise to Government, Semi-government and Municipal bodies.
74. To carry on the business of importers, exporters, distributors, buyers, sellers, and dealers in all kinds of Textile machineries, engineering products, equipments, implements and plants, appliances, rolling stock and hardware of all kinds, parts, spares, accessories, apparatuses, appliances, tools and all other types of components in Textile engineering goods.

75. To prospect and search for, win, gets, quarry, crush reduce, amalgamate, dress, refine, and prepare for market, mines, queries and other quartz, manganese, copper and ore, metal, coal, iron, stone, and mineral substances of all kinds and precious stones and to carry on any metallurgical or mineralogical operations.
76. To carry the business of exploring, producing, manufacturing, refining, blending, processing, blending, purifying, pumping, storing, holding, transporting, supplying, importing, exporting, dealing in, selling and distributing all kinds of petroleum and petroleum products, oils and chemicals and any products, by-products, derivatives thereof.

IV. The liability of the members is LIMITED.

V (a) The Authorized Share Capital of the Company is Rs.50,00,000 (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs Only) equity Shares of Rs.10/- (Rupees Ten Only) each.

We, the several persons whose names, addresses and occupations are hereunder subscribed below 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 opposite to our respective names :

Signature, Name, address, description and occupation of each Subscribers	Number of Equity Shares taken by each subscriber	Name, address, description and occupation of witness & his Signature
<p>SD/-</p> <p>Amol Kothadiya S/o. Jawahar Kothadiya</p> <p>Si 15, Konark Garden, Ganpat Nagar Road, Bibwewadi, Pune - 411 037.</p> <p>Occ. Business</p>	<p>5,000 (Five Thousand only)</p>	<p>Witness to both:</p> <p>SD/-</p> <p>Ravi Sabnis S/o. Jagannath Sabnis</p> <p>Flat No. 7, Disha Apt., S. No. 15/1, Narhe Road, Dhairi, Pune - 411 041.</p> <p>Occ. Practising Company Secretary Mem. No. ACS 21213 CP 8151</p>
<p>SD/-</p> <p>Anil Kshirsagar S/o. Vishwanath Kshirsagar</p> <p>Kasturba, Junawane Shala, Aundhgav, Aundh Road, Pune Shahaar, Pune - 411 007.</p> <p>Occ. Business</p>	<p>5,000 (Five Thousand only)</p>	
TOTAL	10,000 (Ten Thousand)	

PLACE: Pune

DATE: May 30, 2011.