

THE COMPANIES ACT, 2013
AND
THE COMPANIES ACT, 1956 (TO THE EXTENT APPLICABLE)

PUBLIC COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Redtape Limited

- I. The name of the Company is REDTAPE LIMITED
- II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.
- III. (A) The object for which the Company is established are as follows:
 1. To manufacture, procure, buy, sell, market, import, export, trade, retail and to otherwise deal in all kinds of footwear, shoes, sport shoes, boots, sandals and accessories such as belt, purses, wallets and to otherwise deal in all kinds of raw material, consumables required to manufacture the aforesaid items such as hide, leather, sole, inner sole, runner, raxin, synthetic material, synthetic leather, laces, and all other items required for the manufacture of footwear and accessories.
 2. To manufacture, procure, buy, sell, market, import, export, trade, retail and to otherwise deal in all kinds of garments, clothing, apparel, sportswear, inner wears, socks, belts, purses, wallets, bags & luggage, kits, perfumes, scent, fragrance, personal hygiene products, grooming products and other accessories and to otherwise deal in all kinds of raw material, consumables required to manufacture the aforesaid items.
 3. To manufacture, procure, buy, sell, market, import, export, trade, retail and to otherwise deal in all kinds of fitness and gym equipment, physical fitness machineries and equipment, sports goods & gear, health & nutrition supplements and to otherwise deal in all kinds of raw material, consumables required to manufacture the aforesaid items.
 4. To establish, develop, manage, run, own, engage or otherwise deal in retail business, wholesale business, e-commerce, physical stores, retail outlets, wholesale outlets, warehouses, e-commerce platforms, e-market portals, online and offline stores, virtual trading, discount stores and franchise.



III (B) Matters which are necessary for furtherance of the objects specified in clause III(B) are:

1. To purchase and otherwise acquire, own, import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in any of the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the main business of the Company.
2. To acquire, build, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery and conveniences which may seem necessary to achieve the main objects of the Company.
3. To buy, repair, alter, improve, exchange, import, works, plants, machinery, tools, utensil, appliances, apparatus, products, materials, substances, articles and things capable of being used in the main business of this Company.
4. To purchase, take on lease or tenancy or in exchange, hire take, options over or otherwise acquire any estate or interests, whatsoever and to hold work, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kinds which may appear to be necessary for the main business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To exchange, mortgage, royalty or tribute, grant licences, easements, options and such other rights over dispose of the whole or any part of the undertaking, property assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid up or securities of any other such Company having objects whole or in part similar to those of the Company.
7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
8. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
9. To guarantee the payment of money unsecured or payable under or in respect of promissory notes, bond, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any Authority Supreme, Municipal, Local or of any persons whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts of obligations as may be necessary for the main business of the Company.
10. To subscribe for, acquire and hold storage, share-stock, debentures, bonds, debenture-stock, mortgages, obligations, securities of any kind issued or guaranteed by any Company (Body corporate undertaking) of whatever nature and whatsoever constituted or carrying on the main business and to subscribe for, acquired and hold shares, debentures and debenture stocks and debenture-bonds,

mortgages, obligations and such other securities issued or guaranteed by any Government, trust, municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the main business of the Company.

11. To invest other than investment in Company's own shares, any money of the Company to immediately required in any investments movable or immovable as may be thought proper and to hold, invest in shares or stock in the Company as may be necessary for the main business of the Company.
12. Subject to Section 180 of the Act and the Regulations made thereunder and the directions issued by 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 payment of any money borrowed, raised or owing on mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
13. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
14. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patent, patent rights, brevet d'invention trademarks, designs, licences, protections and concessions conferring any exclusive or non-exclusive or limited right to their use of information as to any invention, process or privileges which may seem capable of being used for the main objects of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the Company and to use, exercise or grant licences or privileges in respect of the property, rights and information so acquired.
15. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
16. To do all or any of the main objects either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
17. To acquire and takeover all, or any part of the business property 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 possess property, suitable for the main business of the Company.
18. To procure the registration or recognition of the Company in or under the laws of any place outside India.
19. To form, incorporate or promote any Company or Companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls management of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection

with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its main business or in about the promotion of any other such Company in which the Company may have any interest.

20. Subject to the provisions of Sections 230 to 234 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation joint venture or reciprocal with any person or persons of Company or Companies carrying on or engaged in the main business of the Company.
21. To enter into any arrangement and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or for furthering the interests of the members and to oppose any such steps taken by any other such Company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from any such Government Authority and Company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
22. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by Circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
23. (A) To undertake and execute any trust, the undertaking of which may seem to Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person of Company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.
(B) To accept gifts including by way of awards/prizes from Govt. and semi Govt. Bodies and to give gifts and donations to create trust for the welfare of employees, members, directors and/or their dependents, heirs and children and for deserving object for and other persons also and to act as trustees.
24. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employees workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such
25. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition, subject to the provisions of Section 185, 186 of the Act.
26. Subject to the provisions of the Gift Tax Act, 1951 and the Statutory amendments thereof, the Company has power to make and receive gifts either in cash or other movable or immovable

properties.

27. To establish and maintain or procure the establishment and maintenance of any contributory or not contributory pension or superannuation funds for the benefit of and give, or procure the giving of donations gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of 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 as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
28. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.
29. Subject to section 180 of the Companies Act, 2013 and the rules made thereunder and the directions issued by the Reserve Bank of India, to receive or borrow money on deposit or loan upon such terms as may be thought fit and to hold, deal in invest in any form and also to deposit, lend advance and negotiate loan on movable and immovable property, with or without security, whether guaranteed or not, to such persons, firms, institution or body corporate and upon such terms and conditions, as the Company may think fit, but in no case, the Company shall do any banking business as defined under the Banking Regulation Act, 1949.
30. To enter into any arrangement with any Government or authority, central, provincial, municipal, local or otherwise, public or quasi public bodies that may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any rights, privileges and concessions which the Company may think fit desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
31. To invest and deal with the funds of the Company not immediately required in such investment or securities and in such manner as shall from time to time be thought necessary for the benefit of the Company.
32. To form, promote, subsidise and assist companies, syndicates and firms of all kinds for the attainment of main objects of the Company.
33. Subject to Section 180 of the Companies Act, 2013, to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by issue of debentures, perpetual or otherwise, mortgage, or any other securities charged or based upon the undertaking of the Company or any parts of its property both present of future, including the uncalled capital and the rights of the Company or without any such security and upon such terms as priority or otherwise and generally to borrow money in such manner as the Company shall think fit.
34. To donate, subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national, public or other institution and provide scholarship to deserving candidates for studies subject to the provisions of Section 185 of the Companies Act, 2013.

35. To take part in formation, subsidising, supervision of control of the business or operations of any Company or undertaking and to appoint and remunerate any directors, trustees, or accountants or other experts and agents.
36. To give guarantees, counter-guarantees, indemnities and/or counter indemnities to or for any person, firm, institution, association of persons or body corporate for any loan or financial assistance or performance of any contract or other obligations.
37. To draw make, accept, endorse, discount, buy, sell, execute, issue and deal in cheques, promissory notes, bills of exchanges, bills of lading, charter parties, warrants, debentures and other negotiable transferable and non-transferable instruments and documents.
38. To procure the Company to be registered or established or to be authorised to do business as a Company with limited liability in any foreign country or place.
39. In furtherance of the aforesaid and other objects of the Company among other things:
- (i) To enter into negotiation, collaboration, technical, financial or otherwise within or outside India with any person, firm, Company, body corporate, institution or government for obtaining and granting licence or on other terms, formulas and other rights and benefits and to obtain and to give technical information, know-how and expert advice for the production, sale of all types of product and goods which the Company is authorised to produce or deal in.
 - (ii) To pay within or outside India to any person, firm or body corporate such remuneration and fees and otherwise recompensate them for their time and for the services rendered by them.
 - (iii) To receive within or outside India from any person, firm, Company, body corporate, institution or Government such remuneration and fees and otherwise compensation for the time and for the service rendered by the Company and their directors.
40. To pay out of the funds of the Company all the costs, charges and expenses incidental to the promotion, formation, registration and establishment of the Company and any other Company promoted by the Company.
41. To use trade marks, trade names or brands for the products and goods of the Company and adopt such means in making known the business and /or products of the Company as may seem expedient and in particular by advertising in newspapers, magazines, hand bills, posters and cinema slides, periodicals, by publication of books and periodicals, by distributing samples and by granting prizes, rewards and donations, by no donation/contribution shall be made to any political party/association/exhibition for any political purpose.
42. To purchase or otherwise acquire or undertake all or any part of the business, property and liabilities of any person, family, firm, corporation, association of persons or Company carrying on any business which this Company is authorised to carry on, or possessed or, property suitable for the purpose of the Company and to pay or to receive for the same by shares, debentures, bonds, cash or otherwise.
43. To take or otherwise acquire and hold share in any other Company having object altogether or in part similar to those of this Company.

44. To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures, bonds or securities of any other Company having objects altogether or in part similar to those of this Company to promote any other Company or Companies for the purpose of its or their acquiring all or any of the property rights or liabilities of the Company.
45. To acquire, sell, improve, manage, lease, mortgage, exchange, dispose of, turn to account or otherwise, with property movable or immovable and rights of all kinds and in particular lands, building, concessions, patents, business concerns and undertakings.
46. Subject to the law of the lands for the time being in force, to distribute any property of the Company in specie or in kind among the members on the event of its winding up.
47. To open current, savings, fixed deposit, cash-credit, letter of credit and other accounts with banks and other persons and to overdraw those accounts and raise loans and enter into, carry on, rescind or vary all or any financial arrangements with banks and other persons and open accounts.
- IV. 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.
- V. The Authorised Share Capital of the Company is ₹30,02,00,000/- (Rupees Thirty Crore Two Lakh Only) divided into 15,00,50,000/- (Fifteen Crore Fifty Thousand Only) Equity Shares of ₹2/- each aggregating ₹30,01,00,000/- (Rupees Thirty Crore One Lakh Only); and 50,000/- (Fifty Thousand) Preference Shares of ₹2/- each aggregating ₹1,00,000/- (Rupees One Lakh Only).²



¹ The Main Objects of the Company were altered by way of a Special Resolution passed in the Extra-ordinary General Meeting held on February 25, 2023.

² The Authorised Share Capital of the Company was increased from Rs. 1,00,000/- to Rs. 30,02,00,000/- by way of an Ordinary Resolution passed in the Extra-ordinary General Meeting held on February 25, 2023.

VI. 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.

Subscriber Details					
S.No	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
1	Priyanka Pahuja H.no. 3F/104, NIT, Faridabad-121001 Occupation: Service Authorised Representative of Mirza International Limited 14/6, Civil Lines, Kanpur-208001	CPWPP0280E	New Delhi	PRIYANKA PAHUJA	07/12/2021
2.	Rashid Ahmed Mirza (NOMINEE) Villa-122, Pathways, Dubai Hills, Dubai Occupation: Business	00049009	New Delhi	RASHID AHMED MIRZA	07/12/2021
3.	Shahid Ahmad Mirza (NOMINEE) 14/6, Civil Lines, Kanpur-208001 Occupation: Business	00048990	Kanpur	SHAHID AHMAD MIRZA	07/12/2021
4.	Tauseef Ahmad Mirza (NOMINEE) G-1, Maharani Bagh Srinivaspuri, South Delhi, Delhi-110065 Occupation: Business	00049037	New Delhi	TAUSEEF AHMAD MIRZA	07/12/2021
5.	Tasneef Ahmad Mirza (NOMINEE) 14/6, Civil Lines, Kanpur-208001 Occupation: Business	00049066	Kanpur	TASNEEF AHMAD MIRZA	07/12/2021
6.	Shuja Mirza (NOMINEE) 65, Friends Colony East Srinivaspuri, South Delhi-1110065 Occupation: Business	01453110	New Delhi	SHUJA MIRZA	07/12/2021

The image shows a handwritten signature in blue ink, which appears to be 'Shuja Mirza', written over a circular blue stamp. The stamp contains the word 'ELIATED' at the top and some illegible text below it.

7.	Faraz Mirza (NOMINEE) 14/6, Civil Lines, Kanpur-208001 Occupation: Business	02536109	Kanpur	FARAZ MIRZA	07/12/2021
----	---	----------	--------	----------------	------------

Signed before me

Name		Address, Description and Occupation	DIN/PAN/P assport Number/M embership Number	Place	DSC	Dated
ACS	Ankit Misra	K 67 H YASHODA NAGAR KANPUR 208011 PRACTISING COMPANY SECRETARY	30650	Kanpur	Ankit Misra	07/12/2021

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains some illegible text, possibly a company name or official seal.