

(THE COMPANIES ACT 2013)

SCHEDULE I

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(COMPANY LIMITED BY SHARES)

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**MEMORANDUM OF ASSOCIATION**  
OF  
**ACHIEVERS RETAILMART PRIVATE LIMITED**

**I. The Name of the Company is ACHIEVERS RETAILMART PRIVATE LIMITED**

**II. The Registered Office of the Company will be situated in the state of Uttar Pradesh.**

**III. The objects for which the Company is established are as follows:-**

**(A) The objects to be pursued by the company on its incorporation are:-**

1. To carry on in India and abroad the business of importer, exporter distributor, Supplier establish, maintain, run, operate and manage, warehouses, distribution centers, collection centers convenience stores, retail outlets, wholesale, cash and carry operations, non-store formats, mandis, depots, showrooms, and offices, any or all of them for the purpose to give or take on lease or hire, to deal in, trade, import, export, market, distribute, process, pack, repack, brand, label, move, preserve wholesale, retail, exchange, stock, supply indent or otherwise and to carry on the business of manufacturers, traders; dealers, agents, factors, importers, exporters, merchants, franchisees, selling agents, commission agents, sales organizers, distributors, stockists, delcredre agents, C & F agents, pharmacist commission agents, wholesalers, retailers, developers, processors, brand and trademark owners and holders, label owners and holders, logo owners and holders, franchise holders, designers, repairers, maintainers, consultants, service providers of all kinds, consumer goods, consumer durables and other consumers' necessities of every kind all sort of bulk drugs, pharmaceutical and antibiotic formulation, chemicals, ayurvedic drugs, unani drugs, tibiya drugs, find chemicals, syrups, effervescent tablets including vitamins and mineral tablets, health supplements, food & dietary supplements, baby care foods including lactose or near derivatives or any other food supplements in baby care, cosmetic goods including soaps, shampoos, oils, creams, colours, fats, glycerine, disinfectants, sanitary preparations, medicinal and medicated preparations, aromatic chemicals, all kinds of health and personal care products, automobile, hardware, plants, machineries, equipments, apparatus, gadgets, appliances, computer hardware, computer parts, softwares, components, communication products and accessories of all kinds, communication equipments, information technology products, steel products, accessories, spare parts, tea, coffee and jute, fashion, apparels, garments, textiles, finished / grey fabrics knitted, hosiery, linens, furnishing fabrics, fabrics of all kinds, readymade garments and clothing, lingerie, leather, rubber and plastic products, footwear, music, books, watches, gifts, toys, stationery, glass wares, enamel wares, earthenwares, porcelain wares, plastics, rubber, handicrafts, antiques, accessories, home decor items, furniture, personal care products, metals, precious and semi precious stones, jewellery, paper and paper products, perfumery; engineering goods, electrical & electronic goods, and all other types of general goods, consumables, materials, accessories, commodities and equipment or and other general, merchandise or services of every nature, types and description, packing materials / building materials of all kinds, all chemicals, fertilizers, pesticides, insecticides, other similar products, all kinds of paints, agricultural inputs. and to undertake all agricultural and allied activities to deal in, trade, export or import including raising of crops and plantations and to produce all types of agricultural produce, manufacture of all agro based product?, processed foods, dairy products, animal products, sea foods and to set up, acquire, merge, enter into joint ventures, invest, buy, sell, dispose of, contract, sub contract in whole or in part for this purpose within or outside India; and to carry on the business of builders, contractors, estate agents, surveyors and to purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in partnership with any

person(s) or body corporate or partnership firm or limited liability partnership, within or outside the limits of municipal corporation or other local bodies, anywhere within the territorial boundary of India or outside, and to develop, construct, reconstruct, alter, improve, build, maintain, operate, own and transfer thereon apartments, flats, shops, hotels, restaurants, cinema halls, multiplex complexes, malls, hospitals and nursing home's buildings; offices, schools, warehouses, either singly or jointly or in partnership as aforesaid for sale or self use or for earning rental income thereon by letting out and realize cost in lump sum or easy installments and otherwise

2. To act as stockiest, agents and brokers for sellers, buyers, exporters, importers, merchants, manufacturers, tradesmen, insurers, insurance and financial products and others and to undertake and carry out agency work of any kind whatsoever and transact all matters of agency. and commission business and to organize, arrange and manage beneficial schemes and draws for customers with the objective of promotion of all products of the Company and to carry on in India or outside the business of marketing, promoting, franchising or dealing in any of the above activities through schemes and sales, both in internal and external markets, on its own or through its associates, franchises of whatever sort or nature for any of the above purposes within or outside India

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

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges, which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received 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 favor of the Company.
5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To purchase, taken on lease or otherwise acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business which this Company is authorized to carry on, or be possessed of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and Foreign individuals, companies, corporations and such other organizations for technical, financial or any other such

assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

9. Subject to Sections 391 to 394 & 394A of the Act, amalgamate with any other company/ companies having objects altogether or in part similar to those of this Company in any manner whether with or without the liquidation.
10. To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf.
11. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or in part directly or indirectly.
12. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
13. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific, technical or other assistance, manufacturing processes, know-how and other information, designs, patterns, copyrights, trade-mark, licenses, concessions and the like rights or benefits, conferring any exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon, testing or improving any such patents, inventions, rights or concessions.
14. To apply for and obtain any order under any act or legislature, charter, privileges, concessions, license or authorization of any Government, State or any authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose, which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
15. To enter into any arrangements with any Government or authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions, which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
16. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in foreign country, the business or profession of the Company.

17. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types of securities and to open bank accounts of any type and to operate the same in the ordinary course of the Company.
18. To advance money either with or without security and to such persons and upon such terms and conditions, as the Company may deem fit and also to invest and deal with the money of the Company not immediately required in or upon such investments and in such manner, as from time to time may be determined, provided that the Company shall not carry on the business of banking, as provided in the Banking Regulation Act, 1949.
19. Subject to Section 73, 179, 180, 185 and 186 of the Companies Act, 2013 and the regulations made there under and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow and raise money, from any bank or financial institutions, in such manner and at such time or times, as the Company thinks fit and in particular by the issue of debentures, debenture stocks, 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 properties or assets or revenues and profits 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 such other person or company to give the lenders the power to sale and such other powers, as may seem expedient and to purchase, redeem or payoff any such securities.
20. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
21. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
22. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the Company or any part thereof for such consideration, as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
23. Subject to the provisions of Section 100 to 105 of Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
24. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply, as the Company may, from time to time determine, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, subject to the provisions of Section 52 of the Companies Act, 2013

25. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights, which the Company propose to acquire.
26. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
27. To create any reserve fund, sinking fund, insurance fund or any other such special funds, whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interests of the Company.
28. Subject to the provisions of Sections 179, 180, 181, 182 & 183 of the Companies Act, 2013, to make donations to such persons or institutions either in cash or in any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and to provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees of the company and wives, widows and families of the dependents or relation of such persons, by building or contributing to the building of houses dwellings, chaws or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions and objects which shall have any moral or other claim to support or aid by the company other by the reason of locality of operations or public and general utility or otherwise to provisions of the Companies Act, 1956 & the Companies Act, 2013.
29. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses or emoluments of any persons, who are or were at any time in the employment or service of the Company or any company which is a subsidiary 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 or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
30. To do all or any of Company's business as principals, agents or the business as representative of any persons, firms, company or corporation, having business or objects altogether or in part similar to those of this Company and to carry on the business of the company with foreign collaborations on the terms and conditions subject to laws governing the same.
31. To spend money on research and development of new or existing products 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.
32. To refer or agree 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 members

- or members or his or their representatives, or between the company and third parties, to arbitration in India or any place outside India and to observe and to perform and to do all acts, deeds, matters and things to carry out or enforce the award.
33. To take such steps as may be necessary to give the company the same rights or privileges in any part of the world as are possessed by local companies or concerns of a similar nature.
  34. To establish for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India, as the Company may deem expedient.
  35. To pay for any property or right acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business of the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms, as the Company may determine, subject to the provisions of Section 314 of the Act.
  36. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.
  37. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade, for procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
  38. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other status or rule having the force of law and to make payments to any persons, whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
  39. To agree to refer to arbitration any dispute present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
  40. To appoint agents, sub-agents, dealers, managers, canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and to establish depots and agencies in different parts of the work.
  41. To give to officers, servants or employees of the company and share or interest in the profits of the company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements as the company may think fit.

42. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, insurance, secretarial, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
  43. To carry on the business of sale, purchase, trade, dealers, distributors, suppliers, import, export, stockists, contractors, marketing of various consumable products, building materials and services of its own or of other, online marketing or through indirect distribution channels consisting of distributors, agents, franchisees, brokers, commission agents and merchants of commodities, articles, products and consumer goods of any kind or nature and act as general order suppliers.
  44. To carry on the business of real estate and infrastructure development and to act as real estate agents, brokers, and consultants.
- 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 Authorized Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lac Only) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each.

We the several persons whose names, addresses, occupations and descriptions are given below are desirous of being formed into a company in pursuance of this Memorandum of Association of we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:

Name, description, occupation and address of each subscriber	Number and type of subscribed shares	Signature of each subscriber	Name, addresses, description, occupation and signature of witness
<p>(1) Name: Ranjeet Singh            S/o: Shri Rati Ram            RP: 130, Aras Vikas Colony - 4, Aras Vikas Nandanpura Tehsil - Jhansi Distt - Jhansi - 284003 U.P. (India)            Occupation: Business</p>	<p>30000            (Thirty thousand Equity Shares)</p>	<p>Ranjeet Singh</p>	<p>I, witness to the subscribers who has subscribed and signed in my presence at Lucknow on 17th August, 2015. I further witness and verified his identity details for his identification and satisfied myself of his identification particulars filed w.</p>
<p>(2) Name: MDCT Retail Mart Pvt. Ltd.            Through its Authorized Signatory -            Name: Anama Tajal            D/o: Shri Rahul Tajal            RP: C-104, Indira Prastha Estate, Faizabad Road, Opposite - I.T. College, Near Hyderabad Colony, Lucknow - 226007 U.P. (India)            Occupation: Service</p>	<p>20000            (Twenty thousand Equity Shares)</p>	<p>Anama Tajal</p>	<p>GA. Piyush Kumar (Cairwala) S/o Shri Atma Ram Kariwala            Add. - 7/46g, Sector - 7, Janki Pura Sam Extension, Lucknow - 226001, U.P.</p>
<p>TOTAL</p>	<p>50000 (Fifty thousand Equity Shares)</p>		

Date : 17.08.2015  
 Place : Lucknow