

**(THE COMPANIES ACT,2013)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**JHS SVENDGAARD RETAIL VENTURES LIMITED**

1. The Name of the company is **JHS SVENDGAARD RETAIL VENTURES LIMITED**
2. The Registered Office of the company will be situated in the State of **Haryana**.
3. The Objects to be pursued by the company on its incorporation are :
  - i. To initiate, acquire, setup, establish, maintain, run, operate, take on lease, hire, franchise and manage off-line, on-line shopping stores, hyper markets, departmental stores, supermarkets, shopping malls, discount stores, specialty stores, shopping outlets, convenience stores, and to deal in, trade, import, export, market, distribute, process, pack, repack, move, preserve, repair, wholesale, retail, exchange, stock, supply indent or otherwise to act as agents, subagents, wholesalers, retailers, representatives, commissions agents, franchisers and dealers of all commercial, industrial, / scientific, household, domestic, agricultural, floricultural, sericulture, aqua culture and forest produce and products and by products and services thereof, fast moving consumer goods, consumer durables and other consumer's necessities of every kind, make and sorts, on ready or forward basis, including foods and beverages of all kinds, groceries, spices and condiments, fruits & vegetables, cookeries, bakery, confectionery, dairy and dairy products, meat and poultry products, sea foods, flowers, cosmetic, pharmaceuticals and accessories of all kinds, tea, coffee and jute, Apparels, Garments, Textiles, finished / grey fabrics Knitted, Hosiery, linens, furnishing fabrics, fabrics of all kinds, readymade garments and clothing, leather, rubber and plastic products, footwear, Music, Books, Watches, Gifts, Toys, Stationery, glass wares, antiques, accessories, home decor items, furniture, personal care products, 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 services of every nature and other similar products.
- ii. To establish and carry on in India the business of importing, exporting, buying, selling, marketing, trading, suppliers, distributorship, agency, brokers, factors, stockist, commission agents and dealers of Food & Beverage, Daily consumer Good and other Related Items.
  - iii. To carry on the business of selling/buying of goods and services through the medium of internet and retail shops/franchisees & to own and run websites and retail shops and will be active in all activities like logistics which enable it to sell goods and services to its customers.
  - iv. To carry on all or any of the business pertaining to manufacture, processing and trading either directly or through collaboration, joint venture or under licence, trade agreements or as ancillary units for Indian and export markets of components and equipment used in Electronics/ Telecommunications, Industry, Telematic Operations and in allied fields, organizing, participating in trade fairs, exhibitions, advertisements in India and abroad either with exclusive right or otherwise of Telecommunication Industries, Electronic Industries, Engineering Industries, Consumer Industries, Utilities, scientific, educational and allied industries, and also to carry on the business of research and development, design, manufacture, assembly, consultancy, installation, training, planning of electronics, Telecommunication, information technology equipment and related systems, ancillaries, components, modules, sub- assembly and trading, buying and selling and otherwise deal in all kind of electronics, Telecommunication and information technology and such other related systems, and to organize and co-ordinate industrial projects and co-operative research and development projects which are related to electronics, tele- communication technology.
  - v. To render or undertake all services including advertising, auctioneers, business auxiliary services, business exhibition services, catering, consultancy, clearing and forwarding, commercial and industrial construction, clubs or association services, convention services, courier, cybercafe, laundry and dry-cleaning, entertainment, event management, fashion designing, health and fitness, financial & banking, lending, micro financing, venture capital funding, florist, insurance, interior decorators, beauty, haircare, mailing list compilation and mailing, aviation, audio and video recording, music, market research, information technology services of any kind, packaging, photography, printing, opticals/optometry, tailoring, telecom, travel, insurance, credit/debit cards services, training, logistics, cargo handling, storage and warehousing incl. cold storage, shipping, transportation, repairs and servicing of all goods and vehicles, installation and after sales services and to purchase, conduct, franchise, manage, acquire, construct, erect, equip, promote, finance, or in any other way and in all aspects carry on business of or deal in restaurants, fast food restaurants,

cafes, refreshment rooms, cafe, ice cream parlors, video parlors, food storage, processing and production facilities, commissaries, hotels, motels, lodging and boarding houses, taverns, bars, discotheques, night clubs, refreshment rooms, flight kitchens, catering services, house keepers, clubs, holiday homes, resorts, camps in any part of the world and to carry on the business of operating multiplex entertainment complexes, including cinemas, theatres, family entertainment and amusement centers, food courts, restaurants, and all kinds of business relating to movie exhibition, entertainment hotel and tourism related industries and to secure, develop, operate, collaborate, construct, maintain, manage, promote, own, procure, utilise and/or to initiate, either alone or in association with others In with tie-ups, agreements, joint ventures, collaborations, or otherwise multiplex entertainment complexes, including multiple cinema, three dimensional cinemas, seat simulators, etc. inside and/or outside India, to carry on the business of providing leisure entertainment, cultural promotion, amusement, sports health units, including amusement arcades, food courts, food plazas, fashion outlets, video parlours, go-karting facilities, bowling, golf courses, fitness centers, health centers, weight reduction centers, restaurants, eateries, fast-food centers, etc., as well as carry on all kinds of like business relating to entertainment, recreation, amusement, games sports, hotels, resorts, holiday resorts, motels, restaurants and tourism related industries 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.

- vi. To carry on the business of providing human resources services, including but not limited to recruitment, staffing, consulting, talent management, training, payroll management, employee outsourcing, and other related services, both within India and internationally, and to provide support and advisory services in the areas of human resource development, management, and optimization.

**a) Matters which are necessary for furtherance of the object are:**

1. To carry on the business of online / offline trade services and to provide a common platform for all these services, thereby aggregating the entire market and all services. To carry on all or any of the following business activities relating to the provisions of Electronic Commerce services to Business Organizations either directly or through collaboration, joint venture, or under licenses and/ or trade agreements. E-mail services, Electronic Data Interchange (EDI), Enhanced telefax Services, Electronic Information Services i.e., database Services to support commercial exchanges, other intercompany network applications and for the above purposes, to establish offices/activity places in India/abroad, Messaging backbone

network interconnecting different parts of the country in a phase manner and to import such hardware, software and/ or technology from time to time as may be required.

2. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.
3. To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
4. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
5. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
6. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain any order of Central/State or such other Authority for enabling the

Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.

8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorized to carry on.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the objects of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.

13. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
14. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
15. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
16. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
17. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such

purpose conducive to the interest of the Company.

18. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
  19. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
  20. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
  21. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organizing exhibitions.
  22. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.
4. The liability of the member (s) is Limited.
  5. The Authorized share capital of the company is Rs. 20,00,00,000/- (Twenty Crores Rupees) divided into 2,00,00,000 ( Two Crore ) Equity shares of Rs. 10/- (Rupees Ten) each.

6. We the several persons, whose names and addresses are 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 our respective names:-

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We, the several persons whose names and addresses are 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 our respective names :-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
<p>1. NIKHIL NANDA            W/o Sh. H.C. NANDA            D-201 DEFENCE COLONY            NEW DELHI - 110024            BUSINESS</p>	<p>5000            Equity            Shares</p>	<p><i>[Signature]</i></p>	<p>I witness the signatures of all the subscribers with their addresses.</p>
<p>2. SUSHMA NANDA            W/o            Sh. H.C. NANDA            D-201, Defence Colony            NEW DELHI - 110024            Business</p>	<p>5000            Equity            Shares</p>	<p><i>[Signature]</i></p>	<p>I witness the signatures of all the subscribers with their addresses.</p>
<p>Total</p>	<p>10000            (Ten Thousand)</p>		

New Delhi

Dated this 04<sup>th</sup> day of January 2007

*[Signature]*  
 Chartered Accountant  
 180, 1st Floor, Arya Society Road,  
 Kirti Singh, New Delhi-11  
 No. 85192