

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

**(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

**OF  
MARC LOIRE FASHIONS LIMITED**

- I. The name of the company is **"MARC LOIRE FASHIONS LIMITED"**.
- II. The registered office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the company is established are:

**3(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on in India or elsewhere the business to act in Manufacturing and Trading in Footwears, Fashion Accessories and Apparels.
2. To carry on in India or elsewhere the business to act as consultant or advisor such as consultant, advisor, management consultant in all its branches such as legal, commercial, industrial, personnel, marketing, advertising, publicity, sales promotion, imports and exports, corporate management, business management, investment, research & development, software developments, computer applications, quality control, technical knowhow, financial management and on other similar subjects and to make evaluations, feasibility studies, project reports, forecasts, survey for the purpose to run, establish, maintain, provide, operate, manage, supervise, arrange and take on hire all necessary services, facilities, conveniences, equipments etc. and to do all incidental acts and things necessary for the attainment of the foregoing objects.

**\*3(B) MATTERS WHICH ARE NECESSARY FOR THE FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:-**

1. To enter into any arrangement with any Government or authority, central, provincial, municipal, local or otherwise, 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 it desirable to obtain & carry out, exercise and comply with any such arrangement, rights, privileges & concessions.
2. Subject to Section 292, 293, 295 & 370 of the Companies Act, 1956 and Regulations made thereunder and the directions issued by RBI, to receive, raise or borrow any sum or loan upon such terms & conditions, in all respects as they may deem fit and to hold in any form, advance and negotiate loans on moveable or immovable property, with or without security whether guaranteed or not, to such persons, firms, institution or body corporate upon such terms & conditions as the Company may deem fit.
3. To purchase or otherwise acquire, own, import, in all materials, substances appliances, machines containers and such other articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to firm the effective working of the main business of the company.
4. To acquire, build, construct, 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 and to join with any other person or company in doing any of these things





5. To buy, repair, alter, improve, exchange, let out on hire, import, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials substances, articles and things capable of being used in the business of the Company.
6. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest and to hold, develop, work concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kinds which may appear to be necessary or convenient or any business of the Company.
7. To pay for preliminary and pre-incorporation expenses of the Company.
8. To exchange, mortgage, royalty or tribute grant licenses, easements, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for 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 or as may be approved by the shareholders.
9. 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.
10. To lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit.
11. To undertake financial and commercial obligations, transactions and operations of all kinds.
12. To guarantee the performance of any contract or obligation of 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 objects of the Company.
13. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, 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 or obligations may be necessary for the purposes of the Company.
14. To subscribe for, acquire, hold and sell shares, share-stock, debentures, bonds debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and whatsoever constituted or carrying on business and to subscribe for, acquire, hold and sell shares, debentures and debentures stocks, and debenture-bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company.
15. Subject to Section 292 of the Act and the regulation made there under and the directions issued by Reserve Bank of India, to receive money 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 manner as the Company shall think fit, and in particular by of the issue debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or line 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.
16. To draw, make accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and such other negotiable or transferable instruments or securities.





17. To apply for, purpose or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets, inventions, trade marks, designs, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property, rights and information so acquired.
18. To spend money in experimenting upon and testing and in 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.
19. To do all or any of the above things 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 and otherwise.
20. 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 authorized to carry on or possess of property suitable for the purpose of the Company.
21. To procure the registration or recognition of the company in or under the laws of any place outside India.
22. 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 or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties 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 business or in or about the promotion of any other such company in which the Company may have an interest.
23. Subject to the provisions of Section 391 to 394 of the Companies Act, 1956, 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 or company or companies carrying on or engaged in any business which the Company is authorized to carry on.
24. To enter into any arrangements and take all necessary or proper steps with Governments or with other 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 and 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 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.
25. To acquire any kind of immovable property, real estate on leasehold and or freehold basis and to develop, construct, improve the same and for these purposes, if required, raise any funds in shape of loans or any other source and to hold, manage and dispose off the same.
26. (a) To undertake executive any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights of interests acquired





by or belonging to the company in any person of Company on behalf of 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 trusts for the welfare of employees, members, directors and/or their dependants, heirs and children and for deserving object for and such other persons also to act as trustee.

27. To apply the assets of the Company in any way in 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, combination, fire, accident or otherwise of for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dinning and recreation rooms, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose .
28. To aid peculiarly or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.
29. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the provisions of section 293A of the Act.
30. The Company has power to make and receive gifts either in cash or other such moveable or immovable properties of all kinds.
31. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons 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 dependants 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 do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.
32. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
33. To carry on, in any mode, the business of store-keepers in all its branches and in particular to buy, sell and deal in goods, stores, consumable articles, clatters and effects of all kinds, both wholesale or retail.
34. To carry on business as importers and exporters of goods or merchandize of any description or to act as shippers, commission agents, advertising agents, traveling agents, transport agents, forwarding and clearing agents, brokers, estate agents and hardware merchants.
35. The income and the property of the Company, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
36. To undertake, manage or otherwise carry on either individually or in association in any manner with any others person or Government authority. Programme or Rural Development in India including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area, and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide,





maintain, conduct, subsidise, undertake, associate with carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technical, scientific, agricultural or any other such institutions and bodies for the development of education medicine, human welfare, agriculture, horticulture, animal husbandry, dairy products, cottage small-scale and other industry and in order to implement any of the above mentioned objects or purpose, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any Public or Local Body or Central or State Government or any Public Institution or Trusts or Funds recognised or approved by the Central or State Government or established under any law for the time being enforce.

37. To undertake, carry out, promote and sponsor or associate with or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the Public or any section of the Public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the Public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute studies or academic pursuits or their researches and for establishing, conducting or assisting any institution fund, trust, person or Government authority having any one of the aforesaid objects, as one of the objects by giving donations or otherwise in any other manner, and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any Public or Local Body or Authority or Central.
38. To build, contract, establish, own, purchase, sell, take on lease or exchange or otherwise acquire, hold, maintain and manage industrial, commercial or residential buildings, apartment houses, hotels, motels, hostels, restaurants, factory premises godowns, warehouses, flats, hostels, boarding houses, clubs, pleasure grounds and amusement parks, theatres, cinemas or other show houses, meeting or lecture halls, libraries, dharamshalas and sarais, health resorts and sanatoriums, gardens, swimming pools and baths, huts, Bazar and markets, meals and exhibition and to let, sublet, give on lease or otherwise to permit use and occupation of the same for rent on hire charges and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential, commercial and industrial quarters.
39. To carry on the trade or business of general couriers, carriers, transporters, forwarding and clearing agents, packing or repacking agents, consolidation of cargo of any kind and for carriage of storage and contract men for cargo.

**IV. The liability of the members is limited.**

\*1, \*2 V. The Authorised Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crore) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

\*1 (Amended vide Resolution passed at EGM dated 24.06.2022, Increase in Authorised Share Capital from Rs. 1,00,000 to Rs. 2,00,00,000)

\*2 (Amended vide Resolution passed at EGM dated 10<sup>th</sup> April, 2024, Increase in Authorised Share Capital from Rs. 2,00,00,000 to Rs. 8,00,00,000).

\*3 (Amended vide Resolution passed at EGM dated on 19th April, 2024, Amendment in Object Clause – \*Change in Clause III (B) and deletion of Clause III(C)).

\*4 (Amended vide Resolution passed at EGM dated on 19th April 2024, Amendment in Name Clause I \*Deletion of word Private due to conversion of Private Limited Company to Public Limited Company.)





We, the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuances of this Memorandum of Association:

Name, address, description and occupation of each subscriber	No. of Equity shares taken by each subscriber	Signature of the subscriber	Signature of the witness, his name, address and occupation.
JIM GOEL S/O S.N. GOEL D-4/2, R.P. BAGH DELHI-110007 (BUSINESS)	3340 (Three Thousand Three Hundred Forty) Equity Shares	J. Goel	I hereby witness the signatures of the subscribers  S.K. MATTAJAN Chartered Accountant M.N. 082247 S/O S.N. GOEL RU-158 PITAM PURA DELHI-110034
Shaina Malhotra D/o Ashwani Kumar Malhotra # 75-B, Mathura Colony Near Mandir Kedarnath, Rajpura Road, Patiala (BUSINESS)	3330 (Three Thousand Three Hundred Thirty) Equity Shares	Shaina Malhotra	
Rishi Gupta P/O Mr. Sudhar Gupta H NO 329, Urban Estate Sec 13, Kirti Khetra Haridwar (BUSINESS)	3330 (Three Thousand Three Hundred Thirty) Equity Shares	Rishi Gupta	
<b>TOTAL</b>	<b>10000</b>		

Ten thousand only  
Dated at Delhi this 5th of June 2014

*(Signature)*

