

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

YAARII DIGITAL INTEGRATED SERVICES LIMITED

I. The name of the company is ‘Yaarii Digital Integrated Services Limited’.

II. The registered office of the Company will be situated in the State of Haryana.

III. The objects for which the company is established are:-

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on business of manufacturing and trading and retail business in India through retail formats and including but not limited to hyper markets, super markets, mega stores/discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through Internet and other forms and multi level channels for all products and services, dealing in all kinds of goods, materials and items including but not limited to food & provisions, household goods, consumer durables, jewellery, home improvement products, footwear, luggages, books & stationery, health care and beauty products, toys and music, computers & accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories, and acquiring and running food, service and entertainment centers including but not limited to multiplexes, cinemas, gaming centers, amusement parks, restaurants, food courts, tea and coffee refreshment rooms, café, icecream parlours, and video parlours and acquiring of land or building on lease or freehold or any commercial or industrial or residential building for running and management of retail business and to acquire flats, offices and retail spaces for carrying on retail business and to sell them, lease or sublet them and to undertake and execute civil, mechanical, electrical and structural works contracts and sub contracts in all their respective branches to carry on retailing business.

Note: (1) Clause I (name clause) of Memorandum of Association (MOA) has been altered vide Special Resolution passed by the shareholders of the Company through Postal ballot, result whereof declared on March 22, 2017.

Note: (2) New set of MOA has been adopted in accordance with Table A of Schedule I of the Companies Act, 2013, vide Special Resolution passed by the shareholders of the Company through Postal ballot, result whereof declared on March 22, 2017.

Note: (3) Clause I (name clause) of Memorandum of Association (MOA) has been altered vide Special resolution passed by the Shareholders of Company in Extraordinary General Meeting held on 14th May, 2018.

Note (4) Clause III(A) of Memorandum of Association (MOA) has been altered by inserting new sub-clause 6, in addition to the existing clause 1 to 5, in Extraordinary General Meeting held on 14th May, 2018.

Note (5) Clause II of Memorandum of Association (MOA) has been changed pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the members of the Company held on August 20, 2018 and the Order No. H14305072/13(4)/RD (NR)/2018/10469 dated December 26, 2018 of Regional Director (Northern Region), Ministry of Corporate Affairs.

Note (6) Clause I (name clause) of Memorandum of Association (MOA) is proposed to be changed by the Shareholders of the Company in the ensuing 13th Annual General Meeting of the Company to be held on November 13, 2020.

2. To carry on, procure, own, manage, operate, as buyer, seller, dealer, distributor of goods on wholesale basis including but not limited to operating wholesale distribution centers, stores and warehouses of all kinds of goods, products, articles, rights, merchandise, possessions of any nature and of any use being industrial, commercial, household, technical of any form whatsoever and to render all such services in the ordinary course of business and to distribute or to market such goods, products etc as a wholesaler.
3. To act as stockists, agents and brokers for sellers, buyers, exporters, importers, merchants, manufacturers, traders and others and to render all such services to market and distribute the goods, products etc. of any form whatsoever, as a wholesaler.
4. To acquire by purchase, lease, exchange or otherwise land, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures and turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, developing, reconstructing, altering, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential, commercial and industrial and of all kinds and/or conveniences thereon, to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, to manage land, building and other properties.
5. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
6. To acquire, set up, incorporate, promote, establish, organize, manage, sponsor, subsidize, operate companies, trusts, funds, entities or partnerships of all kinds and businesses, including the insurance & assurance business in all branches of life insurance, general insurance including health insurance; the business of raising or acquiring funds for and managing mutual funds, venture capital funds, offshore funds, pension funds, provident funds, insurance funds, alternative investment funds or any other funds; the businesses of portfolio managers, financial services, financial management, financial consultancy, investment advisory and other advisory services.

(B)MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A: -

1. To carry on the business of manufacturers, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturing, carding, bleaching, combing, doubling, finishing, calendaring, sizing, colouring, printing, merchandising, reeling, winding, throwing, embroidering, blending, sorting, garmenting, drying, drawing, cutting, improving, buying, sellers, dealers, retailers, clothes, tailors, stickers, importers exporters, and agents in textile goods and readymade garment of all fabrics, cotton, woolen, silk, terrene, terri cotton, linen and such fabrics which may come into market as an advent of scientific development and suitable for manufacture of garments, industrial and furnishing cloth and printing, knitting, dyeing and colouring of all kinds of fabrics and yarn, silk mercers & silk products and to act as Export House and to carry on any business in any way connected with the main object of the company.
2. To carry on the business of as manufacturers, processors, converts, buyers, sellers, importers, exporters, agents, brokers, dealers in yarn, hides, skins, rubber, plastic, packing material, latex

celluloid, bakelite, polyester, polyamide, acrylic, natural and synthetic fibre, required in connection with the objects of the company.

3. To act as contractors, storekeepers, warehousemen, carriers, forwarding and commission agents, brokers and dealers, of and in sale purchase of raw material and stores required in connection with the objects of the company.
4. To get recognition as an export house/ trading house.
5. To conduct all or any of the several operations connected with import, export including establishment of export houses, purchase, sale, processing, packing, warehousing and transshipments of merchandise, goods and products of the company.
6. To establish and maintain any agencies or branches in any part of the world for the sale of any materials, articles or things for the time being at the disposal of the Company or for sale or purchase of goods and materials required by the company or its constituents or for other purposes and to appoint managers, agents, brokers, canvassers, contractors and other persons for the purpose of the Company and discontinue and discharge the same.
7. For the business of the company, whether in India or abroad to manufacture, design, develop program, maintain, service, purchase, assemble, sell, distribute, import, export, and generally deal in computer hardware, standard or customize software packages, products, equipments or systems in all their branches and without generality of the foregoing including their peripherals, accessories, spares and parts, components and sub-assemblies, audio, video and multimedia equipments and systems.
8. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the main business of the Company.
9. To enter into agreements with any company or persons for obtaining by grant of license 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 for the production and manufacturing in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.
10. To establish, provide, maintain and conduct or otherwise, subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshop, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business of the Company.
11. To acquire by concession, grant, purchase, License or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plant, utensils, works, conveniences land such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets invention, licensees, 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 other wise and manage, develop, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.

12. Subject to the applicable provisions of Companies Act, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
13. 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, licenses and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
14. 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.
15. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or Company carrying on or engaged in any business or transaction which this Company is authorized to carry on and subject to applicable provisions of Companies Act, to amalgamate with any other such Company, having main objects altogether or in part similar to those of the Company.
16. 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 main objects of this Company.
17. 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 main objects or any of them.
18. 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.
19. 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 by the same.

20. Subject to sections 73, 74 & 76 and 179 and any other applicable provisions of the Companies Act, 2013, if any, and the Regulations made therein and the directions issued by reserve Bank of India to borrow, raise or secure the payment of money or to received 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.
21. To invest in other than investment in company's own shares and deal with moneys of the Company not immediately required, in such shares or upon such securities or investments and in such manner as may from time to time, be determined.
22. To lend and 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 or companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, with the meaning of banking Regulation Act, 1949.
23. 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.
24. 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.
25. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers' welfare or for any other such purpose conducive to the interest of the Company.
26. 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 crawls 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 attendance and assistance as the Company shall determine.

27. 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.
28. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside Indian and to establish and maintain local registers and branch places of the main business in any part of the world.
29. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising 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 and donations or holding exhibitions.
30. To establish and carry on business of developing, setting of and maintenance of an Internet website and web designing, for its own use for services in India or abroad for the business of the Company.
31. To invest, acquire, hold, sell, purchase, deal in any kind of movable and immovable properties, assets, plants, machineries.
32. To invest in gold, silver, platinum, gems, jewellery, bullion and other precious and semi-precious metals and stones.
33. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

IV. The Liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 1100,000,000/- divided into 400,000,000 Equity Shares of Rs. 2/- each and 30,000,000 preference shares of Rs. 10/- each.

We, the several persons, whose names and addresses are subscribed hereto 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:-

S. No	Name, Addresses, Description and Occupation of each subscriber	Number and type of Shares	Signature of subscribers	Name, Addresses, Description and Signatures of witnesses
1	Indiabulls Real Estate Limited, F-60, Malhotra Building, 2 nd Floor, Connaught Place, New Delhi (Business) Through Authorized Representative: Karan Singh S/o Sh. Dal Singh, 1408, Urban Estate, Jind, (Haryana) PROFESSIONAL	49,994 Equity Share	Sd/-	<p>I hereby witness the signatures of all the subscribers</p> <p>Sd/- (Amit Jain) Company Secretary – ACS-16105 S/O Sh. P. K. Jain 1116,,Sector-4 , Urban Estate Gurgaon – 122001</p>
2.	Ashok Sharma, S/o Shri R.D. Sharma, III F-50, Rakesh Marg, Nehru Nagar, Ghaziabad (Service) Nominee of Indiabulls Real Estate Limited	One Equity Share	Sd/-	
3.	Sanjeev Ranjan S/o Late Shri Bindeshwari Kumar, 597, Niti Khand III, Indirapuram, Ghaziabad, (Service) Nominee of Indiabulls Real Estate Limited	One Equity Share	Sd/-	
4.	Vikas Saxena, S/o Shri V.P. Saxena E-2267, IInd Floor, Palam Vihar, Gurgaon. (Service) Nominee of Indiabulls Real Estate Limited	One Equity Share	Sd/-	
5.	Satish Chand S/o Sh Vijay Pal Singh R/o A- 22A, Nand Gram, Ghaziabad Uttar Pradesh (Service) Nominee of Indiabulls Real Estate Limited	One Equity Share	Sd/-	
6.	Somesh Singh S/o Shri Banteshwari Prasad Singh, B-2, Hari Apartment, Amar Enclave, Behind Hotel West View, East Model Town, G. T. Road, Ghaziabad (U.P.) (Service) Nominee of Indiabulls Real Estate Limited	One Equity Share	Sd/-	
7.	Tejinderpal Singh Miglani, S/o Shri M.S. Miglani, A-1/180, Ground Floor, Safdarjung Enclave, New Delhi – 110 029 (Service) Nominee of Indiabulls Real Estate Limited	One Equity Share	Sd/-	
	TOTAL	<hr/> 50,000 Equity Shares <hr/>		

Place: New Delhi

Date: 17.07.2007