

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
VERTOZ LIMITED[>]

- I. The name of the Company is **VERTOZ LIMITED**.# @>
- II. The Registered Office of the Company will be situated in the State of **Maharashtra** i.e. within the jurisdiction of **REGISTRAR OF COMPANY, MAHARASHTRA, MUMBAI**.
- III. The objects for which the Company is established are:
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**[§]
1. To carry on business of internet based advertising and marketing services in channels like desktop, mobile, television, video, native, virtual reality, artificial intelligence, internet of things (IOT), social platforms and any other channels/products to advertisers, publishers and partners including ecommerce transactions, content development/distribution/syndication, creative services and provision of related technologies, systems, consultancy, strategies, media plan, research and development services/solutions in domestic and international market.
 2. To carry on the business of Web Hosting, Designing & Content writing, Domain Name Registration & Renewal, Software Development and/or to provide Software as a Service, Dedicated Server and/or Server Co-location, Business Process Outsourcing, Research and Development, Server Management & Maintenance, Web Services & Consultancy, Payment Gateway Services, Email Hosting, Providing Internet Service, Data Center Services and all other web hosting related businesses in domestic and international market.
 3. To act as Service Agents by and between its associate concerns, Joint Ventures, etc. to collect, endorse, settle the bills by its own or through any other third party as mutually decided from time to time by and between the parties.
 4. To set up business units, branch, centers, establish its subsidiaries and/or step-down subsidiaries, enter into joint ventures and/or foreign collaborations in India or abroad, wherever necessary under the automatic and/or approval route and/or as per the rules and regulations specified by RBI and Central Government from time to time.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To establish, and carry on in India and/ or abroad the business of developing, designing, processing, assembling all type of software and hardware as required for the purpose of business of the company.
2. To do the business of providing information technology related to logistics using Internet as well as all types of transactions using Internet and developing web sites and ecommerce related software.
3. To acquire membership, dealership, licenses, permits, registration or such other positions as may be required to run business of the Company in India and abroad.
4. To establish the shops or Branches and / or other places of works and to appoint agents, chain of intermediaries for achieving the object of the company.
5. To establish and carry on in India/and or abroad the business of buying, selling importing, exporting, wholesaling, retailing, preparing for the market otherwise dealing in computer software, hardware and products as required for the purpose of business of the company.
6. To liaison with Judicial and quasi Judicial authorities like courts, Department of company affairs, Income tax authorities, Reserve Bank of India and such other departments as may be required in connection with the business of the company.
7. To act consultants, advisors, and agents in India and/or abroad for the acquisition supply of computer software and hardware products as required for the purpose of business of the company.
8. To negotiate loans, under-writing contracts, mortgages, equity participation, cash credit, overdraft and other financial facilities from banks, financial institutions, Government and Semi Government Bodies, and others on behalf of the companies.
9. To promote, undertake and participate financially and otherwise in Joint ventures in India and abroad in association with Indian or overseas companies, either State owned or private, individuals and firms for and on behalf of the clients of the company.
10. To provide guarantee/s and to create charge and/or equitable mortgage of any kind on the movable/immovable properties of the Company (both present and future) in favour of Banks or financial Institutions for the funds borrowed by the Company or any other body corporate whether under the same management or not in order to secure any sort of financial or other assistance or to provide collateral security.
11. To mortgage, hypothecate, pledge all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the company.

12. To invest and deal with the surplus moneys of the Company not immediately required in any manner as the Company may determine from time to time.
13. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and another negotiable or transferable instrument.
14. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co- operation, joint venture, joint marketing or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in, or which can be carried on in conjunction therewith.
15. To receive money on deposit, other than public deposit, not amounting to bank transactions or on loan and borrow or raise money from any person or Bank or Company or Governments in such manner and to extent as the Company thinks fit, and in particular by the issue of debentures, or debenture stock, 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 property or assets 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 persons or Company, as the case may be. The Company shall, however, not carry on any banking business as laid down in Banking Act, 1949.
16. To establish, and regulate branches, franchises or agencies of the Company at any place in India or abroad and discontinue the same.
17. To adopt such means of making known the business in which the Company deals or is interested as may seem expedient and in particular by advertising and giving publicity to the business of the company in all legitimate and proper way.
18. To promote, form and invest in Investment Company (ies) in India and abroad directly or as joint ventures in Association with other appropriate bodies, organizations, Companies, Individuals, to achieve objects of the company.
19. To raise financial resources, both in India and abroad, through various means and modes to finance Company and to make investment of surplus finances when available in short terms and long terms assets including marketable securities to achieve objects of the company.
20. To form, incorporate or promote any company or companies whether in India or abroad, having objects which in the opinion of the Company could 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 cost 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 the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other company in which the company may have a interest or in the issue of any securities of the company or any company promoted by this Company.

21. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
22. To indemnify members, officers, directors, agents, and servants of the company against the proceedings, costs, damages, claims and demands in respect of the anything done by them for and in the interest of the company or any loss, damages, or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.
23. To acquire by purchase or otherwise lands, buildings or any interest in immovable property for the purpose of the company.
24. To acquire from any person, firm, body corporate or incorporate, whether in India or abroad, technical information, know-how, processes, engineering, manufacturing and operating data plans, lay-out, and blue prints useful for the design, erection, operation of plant required for any of the businesses of the client company and to acquire license or any other rights and benefits in the forgoing matters and things.
25. To incur expenditure on market surveys, or engage the services of agents/ brokers to eve any or all the objectives set out herein.
26. To purchase, take on lease, hire or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company.
27. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent-rights, invention, trademarks, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon testing or improving any such patents, inventions or rights.

28. To acquire and undertake the whole or any part of the business, property, and or/liabilities of any persons or company carrying on or proposing to carry on any business which the Company is authorized to carry on, or possessed of property suitable for the purposes of the Company, or business which can be carried on in conjunction therewith.
29. To improve, manage, develop, grant right and privileges in respect of, or otherwise deal with, all or any part of property and rights of the Company.
30. To subscribe for, take or otherwise acquire, and hold shares, stock debentures or other securities of any other Company, Co-operative Society or Society registered under the Societies Registration Act 1860.
31. To lend, advance money or give credit to such persons or companies and on such terms as may seem to be expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any such contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities. The Company shall however not carry on any banking business as laid down in Banking Act, 1949.
32. To enter into any arrangements with any government or authorities, municipal, local or otherwise that may seem to be conducive to the objects of the Company, or any of them, and to obtain from any such Government authority, person or Company any rights, privilege, charters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out, exercise and comply therewith.
33. To establish and maintain or procure the establishment and maintenance of an contributory or non-contributory provident fund or pension or superannuation funds for the benefit of, and give or 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 who are or were at any time Directors or Officers of the Company, widows, families and dependents of any such persons and to establish, subsidies and subscribe to any institutions, associations, clubs, or funds calculated by the Company to benefit of or to advance the interest and well-being of the employees of the Company, and make payments to or towards the insurance of any such persons as aforesaid.
34. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit.
35. To act as agents, indenters or/and as trustees for any person or Company or government and to undertake and perform subcontracts and to do all or any of the above things in any part of the world, alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.

36. To undertake and execute any trusts, the undertaking of which may seem to benefit the Company either gratuitously or otherwise.
37. To collect and circulate statistics and other information relating to trade, commerce and industry.
38. To create, or to contribute to, any depreciation fund, reserve fund, sinking fund, insurance fund, development or any other special fund including funds for payment of subsidies whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for amortization of capital or for any other purpose conducive to the interest of the company.
39. To employ and pay experts, Indian and foreign consultants, in connection with the business of the Company.
40. To promote and undertake the formation of any institution or Company for the purpose of acquiring all or any of the property and liabilities of this Company or form any subsidiary company or companies.
41. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or any of the same or of the public.
42. To enter in to all sorts of the internal and/or external foreign collaborations, technical assistance, financial or commercial arrangements, including export, market survey, study of market conditions in India or outside India for fulfillment of any object herein contained.
43. To acquire or secure membership, act or privileges either in the name of the company or its nominee or nominees in and of any association, market, club or other institution in India or in any part of the world for the furtherance of business of the company.
44. To manage investment in shares, stocks, securities, finance.
45. To acquire shares, stocks, units, debentures, debenture-stock, bond, mortgages, obligations and other securities by original subscription, participation, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to underwrite or guarantee the subscription thereof.
46. To insure any of the persons, properties, undertakings, contracts, guarantees, or obligation or profits of the company of every nature and kind in any manner whatsoever.

47. To carry on arbitrage operations in shares, securities, bullions, derivatives, futures, options, interest derivatives, bonds and other products in capital and financial markets quoted or listed on recognized stock exchanges/commodity exchanges.
48. To act as manager, issue house registrars, and share transfer agent's custodian, depository settler and liaison officer and generally to act as agent or representative and to undertake accountancy, clerical data processing, programming or system designing or similar work.
49. To refer any dispute, claim or demand by or against the company to arbitrators and to secure and perform the awards.
50. To subscribe for, conditionally or unconditionally to underwrite issue on commission or otherwise, take hold, deal in and convert stocks, shares, and securities of all kinds and to enter into partnership or into any agreement for sharing profits, union of interest, reciprocal concession or co-operation with any person or company and to promote and aim in promoting, constitute, form or organize any company for the purpose of acquiring and undertaking any property and liabilities of this company or of advancing, directly or indirectly the objects thereof or for any other purpose which the company may think expedient.
51. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as an Issue house, Registrar and Share Transfer Agents, Custodians, Financial advisors or Technical consultants or in any other capacity and to appoint and remunerate any directors, administrators or accountants or other experts or agents.
52. To enter into contracts, agreements, and arrangements with any other company, form or person for the carrying out by such other company, form or person on behalf of the company of the objects for which the company is formed.
53. To engage research relating to investments, personnel and industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business and industry and generally to act as market research consultants, to carry out publications, seminars, training programs.
54. To make donations to such persons or institutions and in such cases and either of cash or any of the company's objects or otherwise expedient and business to this company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national public, cultural, educational, rural development or other institutions or objects for any exhibition for any public or other objects.

55. To apply for, secure, acquire by grant, legislative enactment, assignments, transfer, purchase or otherwise and exercise, carry out and enjoy any charter, licenses, power, authority, franchise, concession, rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for and in aid contribute towards carrying the same into effect.
56. To accept gifts, bequests, devices and donations from members and others and to make gifts, to members and others in money, assets and properties of any kind.
57. To be interested in, promote joining and undertake the formation and establishment of such institutions, association, chamber of commerce, or other bodies, business with the object of the Company as may be considered to be conducive to the profit and interest of the Company and to acquire, promote, and/or subsidize any industry or undertaking.
58. To carry on business of agents for railway, shipping, and airplane Companies.

(C) OTHER OBJECTS ARE

1. To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalist, promoters, financiers, concessionaires or contractors.
2. To carry on the business of consultants and advisers to individuals, bodies corporate, societies, undertaking, institutions, associations and government local authorities, and other relating to the administration and management, of industry and business; to carry on the business of industrial and business consultants.
3. To carry on business of Holiday Resorts, Holiday homes, Rest houses, hotels, motels, and to own, construct, manage, run, maintain timeshare resorts, holiday camps, guest houses, cottages, boarding and lodging, inn taverns with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and other interior decorations and to provide facility of gymnasium, laundry, restaurants, cafes, ice-cream parlors, pubs, bars, beer houses, refreshment rooms, and lodging or apartments, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, licensed victualers, and to act as wine, beer and spirit merchants, librarian, performers of show carffum rooms, exporters, importers, and manufacturers of aerated, mineral and artificial water and other drinks, purveyors, caterers for public amusement generally.
4. To carry on business of builders, contractors, land & property developers, dealers, brokers, consultants, estate agent and to buy, sell, deal, hold, take or give on lease, develop, reclaim, land or any interest in land whether leasehold or freehold or whether agricultural or non-agricultural and to construct, erect, build ,re- build, repair, remodel, demolish, develop, improve, enlarge, grades curve, pave, and maintain buildings whether, residential, commercial, or industrial and flats, tenements, towers, structures,

houses, apartments, bungalows, offices, godowns, warehouses, Industrial Galas, Hotels, places of worship, and other similar constructions, leveling or paving works and for this purposes to purchase, acquire, hold take an lease or exchange any area, land, building, structures, or other construction of any nature.

5. To act as advisors in the range of the corporate finance and business activities including Joint ventures, collaborations, mergers, acquisitions, de-mergers, divestment, takeovers and to find out logical partners for such ventures as per the need of the clients and also to act as advisors for matters relating to foreign investments in India, outbound investments from India including the regulatory framework relevant thereto.
6. To manufacture, prepare, import, export, buy, sell, distribute, convert, use, deal in, and dispose off, either in retail or wholesale, Neon sign Board, Glow sign Board, or other Boards made from wood, paper, glass, plastic, fiber, electrically illuminated or otherwise made for making known the advertisement and to exhibit by means of electric signs, wards, drawings, visual marking and writings and to design advertising objects, novelties, art work, block printed materials and like there on to exhibit or place the same on walls, railway carriage, place of amusement or other places.
7. To carry on the business of commercial, colour, craft and process printer's lithographers, photographers, engravers, die makers, publisher of newspapers, books, magazines, art and musical production plant and chart printers, press and advertising agents, contractors and dealers in printing machinery, of all type and all printer's supplies, books binders and stationers.
8. To design, develop, manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service and otherwise deal in all classes of apparatus, Instruments, machineries, fixtures and devices and more particularly electronic data processing equipments, products and services including electronic calculators, electronic educational equipment and devices.
9. To act as consultants and advisors on information /internet systems and purveyors of information services and to promote, encourage, establish, develop, maintain, organize, undertake manage, operate, conduct and to run in India or abroad internet/computer training centers, data processing centers, call centers, and provide computer consultancy, software consultancy, communication net services, hardware consultancy, and other activities and also to provide market and product service through internet, provide web solution and to set up web site/s and carry on E-commerce activities like trading, selling, marketing of various products all sorts of services through internet for industrial, commercial, domestic, public utility, defense, government, and other general customers or section of society.
10. To Manufacture, design, buy, sell, import, export and deal in computer equipments, machines, software packages and hardware parts and to act as factors, assemblers, designers, brokers, agents, packers in various products and goods related to computer

and their accessories and to carry on business through internet and also to develop, assist in development of E-commerce activities, develop web site for the customers on contract/ sub contract Job work basis and to deal in and develop portals and other internet related products and services. To develop and provide software solutions in the field of communications, to equipment manufacturers, service providers, telecom administrators for the internet enabled systems, devices and services.

11. To carry on business of undertaking digital printing, lamination, mounting on sun pack and sun board for local and export, indoor and outdoor advertisement material and for exhibition display and to act as distributors, producers, dealers, stockiest, agents, brokers, traders, retailers, laminator, enimator, mounter on sun pack and sun board, paper and packages board sheets, stationery goods, wrappers, tapes, films sheets and other packing materials made of paper, cardboard, corrugated sheets, cloth, Hessian, timber, teak, plywood, metal, plastic p.v.c. or other synthetic chemical fibrous or natural products on any indoor, outdoor, local and export advertisement material.

IV) The liability of the members is limited.

V)^*~!% The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crore only) Equity Shares of face value of Re. 1/- (Rupee One) each.

[# Status of the Company was changed from Private to Public Limited vide the Special Resolution passed by the Members vide its Meeting dated 22nd May, 2017

@ Name of the Company changed from Vertoz Media Limited to Vertoz Advertising Limited vide the Special Resolution passed by the Members vide its Meeting dated 14th June, 2017

\$ Amendment to the "(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" by inclusion of New Objects in place of the existing one vide the Special Resolution passed by the Members vide its Meeting dated 22nd May, 2017

** Clause V amended vide Ordinary Resolution passed by Members on 21st December, 2019*

^ Clause V amended vide Ordinary Resolution passed by Members on 27th October, 2020

~ Clause V amended vide Ordinary Resolution passed by Members on 11th June 2022

! Clause V amended pursuant to the Order passed by the NCLT, Mumbai Bench vide order bearing reference number as C.P. (CAA)/274(MB)2023 IN dated 7th February 2024

> Name of the Company changed from Vertoz Advertising Limited to Vertoz Limited vide the Special Resolution passed by the Members through Postal Ballot on 24th May 2024

% Clause V amended vide Ordinary Resolution passed by Members on 24th June 2024.]

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 opposite our respective names:

Sr. No.	Name, Address, Description & Occupation if any of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address Description & Occupation if any of the Witness
1.	MR. ASHISH RASIKLAL SHAH S/O RASIKLAL SHAH A-103, WILLOWS TWIN TOWER, VASANT GARDEN, SWAPNA NAGARI, MULUND (WEST), MUMBAI - 400 080, MAHARASHTRA, INDIA OCCUPATION– BUSINESS	10,000 (TEN THOUSAND ONLY)	Sd/-	WITNESS TO SUBSCRIBERS NO.: 1 TO 7 CA. BHARAT S. PATEL, S/O SHANTILAL PATEL 102, YOGASHREE K VILLA, OPP. HOLY CROSS SCHOOL, OLD MUMBAI PUNE ROAD, THANE (WEST) - 400 601. OCCUPATION – PRACTISING CHARTERED ACCOUNTANT.
2.	MR. HIRENKUMAR RASIKLAL SHAH S/O RASIKLAL HATHICHAND SHAH A-103, WILLOWS TWIN TOWER, VASANT GARDEN, SWAPNA NAGARI, MULUND (WEST), MUMBAI - 400 080, MAHARASHTRA, INDIA OCCUPATION– BUSINESS	9,000 (NINE THOUSAND ONLY)	Sd/-	
3.	MR. RASIKLAL HATHICHAND SHAH S/O HATHICHAND SHAH A-103, WILLOWS TWIN TOWER, VASANT GARDEN, SWAPNA NAGARI, MULUND (WEST), MUMBAI - 400 080, MAHARASHTRA, INDIA OCCUPATION– BUSINESS	200 (TWO HUNDRED ONLY)	Sd/-	
4.	MRS. RANJANBEN RASIKLAL SHAH D/O TALAKCHAND SHAH A-103, WILLOWS TWIN TOWER, VASANT GARDEN, SWAPNA NAGARI, MULUND (WEST), MUMBAI - 400 080, MAHARASHTRA, INDIA OCCUPATION– BUSINESS	200 (TWO HUNDRED ONLY)	Sd/-	

5.	MRS. ARCHANA ROHIT SHAH D/O. RASIKLAL SHAH 203, KUNTHUNATH APARTMENT, SARVODAYA NAGAR, MULUND (WEST), MUMBAI – 400080, MAHARASHTRA, INDIA OCCUPATION – SERVICE	200 (TWO HUNDRED ONLY)	Sd/-	
6.	MRS. ARPANA VIPUL VEJANI D/O. RASIKLAL SHAH 2, NAGJIBHAI MANSION, VALLABH CROSS LANE, NEAR SYNDICATE BANK, GHATKOPAR (EAST), MUMBAI – 400077, MAHARASHTRA, INDIA OCCUPATION – BUSINESS	200 (TWO HUNDRED ONLY)	Sd/-	
7.	MRS. SHITAL CHINTAN SHAH D/O. RASIKLAL SHAH 6, MOONLIGHT SOCIETY, SHRI RAM APT., NEAR REKHA BUILDING, NAHUR ROAD, MULUND (WEST), MUMBAI – 400080, MAHARASHTRA, INDIA OCCUPATION – BUSINESS	200 (TWO HUNDRED ONLY)	Sd/-	
		20,000 (TWENTY THOUSAND)		

Dated this 14th June 2017 at Mumbai