

(THE COMPANIES ACT 2013)
(COMPANY LIMITED BY SHARES)

Memorandum of Association

OF

NOVUS LOYALTY LIMITED

I. The Name of the Company is:-**NOVUS LOYALTY LIMITED**⁽¹⁾

II. The Registered Office of the Company is situated in Haryana.

III. The objects for which the Company is established are :

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

1. To making Software, Marketing, AMC & Educational activities And Hardware Marketing, AMC & Educational activities. In and outside India related activities thereto.
2. To sell, Market, Make agencies, Franchises of Software & Hardware of Computer.
3. To establish software & Hardware Educational Institute.
4. To act as collaborations, technical experts, marketing of any Software & hardware and allied activities and act agent of any Software & Hardware brands.
5. To carry on business of consultants to Software & Hardware company and allied activities and act agent off any Software & Hardware brands
6. To carry on the business of all type of Loyalty Programs by way of gift vouchers, bonus points etc. in different segments of business. ⁽²⁾

(1)

Notes:

1. Change in name of the Company from "NOVUS LOYALTY PRIVATE LIMITED" to "NOVUS LOYALTY LIMITED" with effect from 16th June, 2025;
2. Addition in the Objects of the Company "6. To carry on the business of all type of Loyalty Programs by way of gift vouchers, bonus points etc. in different segments of business." With effect from 02nd July 2025.



Deepak Arora

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

1. 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.
2. To enter into agreement with any company 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 and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To apply the assets of the Company in any way 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, combustion, fire, an accident or otherwise or for the benefit of any employee workman or others at any time employed by the company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and in particular friendly, co - operative and such other societies, reading rooms libraries, educational and charitable institutions, dining 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.
4. To establish, provide, maintain and conduct or otherwise, subsidies 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 to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, 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.
- 5 To enter into any arrangement with any Government of 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 particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.



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(2)

6. acquire by concession, grant, purchase, license 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, invention, licenses, 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 let on lease or for hire 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.
7. Subject to section 230 to 237 of the Act, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
8. 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.
9. 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, or company carrying on or engaged in any business or transaction which this Company is authorized to carry on.
10. 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.
11. 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.
12. 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.

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13. 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 property, suitable for the main business of the Company.
14. To open accounts with any bank or financial institution and to draw make accept, endorse, discount, execute and issue promissory notes, bills of exchange, undies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
15. Subject to sections 73 and 179/180, 185 and 186 of the Companies Act, 2013 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 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.
16. Subject to the provisions of section 67 of the Companies Act, 2013, to invest other than investment in company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and in such manner as may from time to time, be determined.
17. 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 securities 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.
18. 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 bills of the Company, in such manner and on such terms as the Company may determine.
19. 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 section 188 of the Act.

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20. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation 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, worker's welfare or for any other such purpose conducive to the interest of Company.
21. 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.
22. 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.
23. 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.
24. To adopt such means of making known the business 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.
25. Subject to the provisions of the Gift Tax Act, 1958 and the statutory amendments thereof, the company has power to make and receive gifts either in cast, or other movable or immovable properties.
26. To aid peculiarly or otherwise, any association, body or movement having for any object the solution or settlement of industrial or labor problems or troubles or the promotion of industry or trade.
27. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade 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.
28. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.

(5)



(C) THE OTHER OBJECTS ARE:-

1. To assist any company or other such enterprise in its dealings with any Government, local, statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities, and to procure capital for any company or enterprises.
2. To carry on the business of manufacturers of importers, exporters and dealers in men's, women's and children's clothing, wearing apparel, hosiery goods, carpets, durries, mats, rugs, blankets and other similar articles of every kind, nature and description made from cotton, synthetic, wool, worsted materials and/or leather.
3. Subject to the approval of RBI under RBI Act, 1934, as amended by RBI (Amendment) Act, 1997 to carry on the business of investment, finance, hire purchase and leasing of all movables and immovable.
4. To construct, acquire hold/sell properties, Buildings, Farms, Lands, tenements and such other movable and immovable property and to rent, let on hire and manage them and to act as Real Estate Agents and immovable property dealers.
5. To carry on the business or businesses of manufacturers, importers and exporters of and dealers in forgings, press, structural and rolling works of all kinds and in particular (i) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks, bolts, tower bolts, dog spikes, and press work of all kinds;
(ii) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works; (iii) hand and machine tools; (iv) sanitary fittings and sanitary pipes; (v) utensils and cutlery of steel or aluminum; (vi) Electrical appliances, gadgets and (vii) cycle parts.
6. To carry on the business or businesses of manufacturers, importers and exporters of brushes of all kinds.
7. To carry on the business of manufactures and dealers of all kinds and classes of paper and pulp such as sulphate and sulphate wood pulp, mechanical pulp and soda pulp and paper such as transparent, vellum, writing, printing glazed, absorbent, news printing, wrapping, tissue, cover, bottling, filter, bank or bond, badami, brown, buff or coloured, lined, azure laid, grass or waterproof, handmade parchment, drawing, crafts, carbon, envelope, and box and straw duplex and boards and all kinds of articles in the manufacture artificial leather of all varieties, grades and color and all types of products.
8. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantee and indemnities.
9. To carry on the business of manufacturers, dealers and fabricators of components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity and also relating to conversion of all kinds of



10. To carry on the business of steam and general laundry and to wash, clean purify, bleach, wring, dry, iron, color, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other linen and cotton and woolen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, material and articles of all kinds related thereto.
11. To carry on the business of importers and exporters, ship owners, ship builders, charters of ship and such other vessels of all types warehousemen, ships and insurance brokers, forwarding agents and wharfingers.
12. To carry on the business as proprietors and publishers of newspapers, periodicals, journals, books, and such other literary works and undertakings of all types.
13. To carry on the business as manufacturers of and dealers in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and all types of rubber products and goods.
14. To carry on the business as manufacturers of and dealers in leather and leather goods of all descriptions and of leather dressers, tanners, hides, skins and all things and material connected therewith.
15. To carry on the business as manufacturers of and dealers in all types of plastics and plastic products, furniture, fancy goods, stationery, provisions, drugs, medicines, chemicals, paints, and articles of household use and consumption.
16. To carry on the business of canning and food preservation tinning and bottling of food stuffs, meat, meat products, potted meats, fruits, vegetables, jam, pickles, sausages, table delicacies and preserved provisions of all kinds and to establish, own, operate, acquire, run and manage canning and such other factories for the purpose of packing, preserving and canning such articles and products.
17. To carry on the business as manufacturers, processors, producers, of and dealers in dairy, farm and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt, products, milk foods and milk products and milk preparations of all description, vegetables and fruits of all kinds.
18. To carry on the business as manufacturers and dealers in and sellers of all or any type of electronic components, their raw materials and equipment, audio products, electronic calculators, digital product, microprocessor based systems, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipment.
19. To carry on the business of mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds tool-makers, assemblers, brass founders, metal workers, boiler makers, mill-weights, iron and steel converters, smiths, metallurgists, tube makers, galvanizers, electro-plater, water works engineers, gas generators and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.



20. To carry on the business of advisors on problems relating to the administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and or relating to the rendering of the services.
21. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
22. To carry on the business of manufacturers and dealers in textiles such as manmade fibers, cotton, silk, jute, woolen and synthetic.
23. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of. All articles and things used in the manufacture, maintenance and working thereof.
24. To carry on the business of manufacturing and/ or processing of oxygen and other gases, chemicals, industrial alcohols, graphite electrodes, and petroleum products, vegetable oils, alcoholic and non-alcoholic drinks and beverages of all kinds and brewers and distillers.
25. To carry on the business of running trucks, trailers, tempos, motor lorries, motor taxies and conveyances of all types for carriage/ transportation of goods and passengers on such routes as the company may deem fit and to do the business of common carriers.
26. To acquire or sell promote and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops
27. To carry on the business of leasing and hire-purchase and to acquire to provide on lease or to provide on hire-purchase all types of house hold appliances, industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business, to finance industrial enterprises and to promote companies engaged in industrial and trading business.
28. Subject to the approval of RBI under Reserve Bank of India Act, 1934, as amended by RBI(Amendment) Act, 1997, to carry on and undertake business transaction or operation commonly undertaken or carried on by financiers, housing finance, leasing, hire- purchase, underwriters, merchants and agents of all moveable and immovable assets. The Company shall not carry on any business which is banned under the Banking Regulation Act, 1949.
29. To carry on business of buyers, sellers, dealers, breeders, importers and exporters of animals such as horses, dogs, cats, sheep and cattle.
30. To own and run mobile clinics and hospitals for providing medical, veterinary and surgical facilities in rural areas for milk producing and other animals and to maintain animals of all types including dogs, cats, cattle, sheep, pigs and horses and to conduct trial of veterinary medicines and drugs on them for experimental and research purposes.



31. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company, association or undertaking constituted for carrying on business in India or elsewhere, or debentures, bond, obligations and securities issued or guaranteed by Government, municipality, public body or other local authority and any such shares, debentures, bonds, obligations or securities acquired by original subscription, tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and to enforce all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.
32. To act as stockiest, commission agent, manufacturers, or representatives or agents selling and purchasing agents, indenting agents, distributors, brokers, trustees, attorney, in goods, mentioned in the main objects.
33. To carry on all kinds of business of manufacturers, importers, exporters, dealers and distributors of television films, video films, tapes and video cassettes, equipment, accessories parts, tools, material, apparatus and other articles used in connection herewith or which may hereafter be invented.
34. To carry on the profession of consultants on management, employment, engineering, industrial and technical matters to industry and business and to act as employment agents and exporters of man power.
35. To carry on business as manufacturers, dealers, stockiest, exporters and importers of and all other hardware items of all types and description.
36. To carry on business as manufacturers of dealers in or as stockiest, importers and exporters of packing materials, cartons, containers, boxes and cases of paper, boards, wood, glass plastic, pulp, cellulose, films, polyethylene, rubber, metals, metal foils, gelatin, tin-flexible, treated, laminated or other materials.
37. To engage in the business of tour operators and travel agents and all other services incidental to it.
38. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repairs and servicing of automobiles.
39. To carry on the business of manufacturers and dealers of tractors automobiles, automatic and semi- automatic vehicles, earth moving equipment, cycles, mopeds and any other such vehicles of all types.
40. To carry on the business of manufacturers and dealers of cement, lime burners and ceramics, sanitary fittings and china-wares.
41. To carry on hotel, motel and catering business.



42. To secure sound investments foreign capital in Indian undertakings and enterprises and Indian Capital in foreign undertaking and enterprises.
 43. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate; prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of, surgical, X-ray units, X-ray equipment, telecommunication machines, business machines intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-player, cassette tapes, headphones, stereo complex speakers, radio control equipment's, cameras, binoculars microscopes, projectors, telescopes television sets, refrigerators, air conditioners, coolers, radars, computers and their spare parts.
 44. To establish, provide, maintain and conduct research and such other laboratories, training colleges, schools and such other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
 45. To install the Electric furnaces for melting steel scrap and for producing steel castings and for re-rolling mild steel sections.
 46. To manufacture steel castings of all kinds such as used for Textile Machine parts, Railways, Tramways, Motor parts, Tractors, Sugar industry, Cement industry and machinery parts.
 47. To weld steel tubes and boring of different steel and galvanizing iron sections.
- IV. The Liability of the members is Limited.
- V. The Authorized Share Capital of the Company is Rs. 18,00,00,000 (Rupees Eighteen Crore) divided in to 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.



Deepti Arora

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:-

Sl. No.	Names, Addresses, Occupation and Description of Subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Signature of Witness with address, description and occupation
1	VISHAL MADAM S/O BANK BISHRAM BB 18-D JANDRA PURE, NEW DELHI - 110058 (Business)	9000 (Nine Thousand Shares)		I witness the signature of above subscribers who have signed before me M No. 046237 (GIRISH MOHTE) Partner S/O Shiv Ram Moghe VISHAL MADAM, D.G. Chakraborty Associates 15/6 Chakraborty Subhiksha, Jandra, New Delhi, N.D.-58
2	Sumit Kamshik S/O Sh. Satya Parkash Kamshik R/o R2-55B, B Block Street No-10, Kailash Puri New Delhi-45 (Business)	1000 (One Thousand Shares)		
TOTAL		10000 (Ten Thousand Shares)		

Place: NEW DELHI Dated 22nd June day of 2011

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Deputy General