

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
BRAINBEES SOLUTIONS LIMITED

- I.** The name of the Company is "**BRAINBEES SOLUTIONS LIMITED**".
II. The registered office of the Company will be situated in the state of **MAHARASHTRA**.
Within the jurisdiction of Registrar of Companies, Pune.
III.

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

1. To build & provide products and solutions using information technology, software and other technology related activities. To create, operate, maintain and manage web-portal/s, software, e-commerce platform or social internet based network to buy, sell, subscribe, advertise, promote or to manufacture goods and sell such manufactured goods, to deal in goods on a wholesale basis, to be a franchisee, dealer, distributor or to appoint sole selling agents, franchisees, distributors, reseller, etc. and to be a single brand retailer and to provide services in India or outside India. To build, provide and run children education program, parenting and childcare programs by various means including conducting classes, workshops and seminars.
2. To provide assistance for establishing, acquiring, promoting, maintaining, organizing, undertaking, developing, conducting or running, in India or abroad, of playschools, kindergartens, kid education parks, pre-primary schools, play gardens, play groups, nursery, junior Kg, senior Kg or an education institution, for physical training education, artistic education or providing any sort and all types of education facilities to kids and to appoint partners/agents in India or abroad and to undertake the management of the existing proprietary/partnership/company of group companies and to undertake the management of companies having objects in part similar to those of this Company in India or abroad and to take all necessary steps for registering the Company as may be thought fit and to take/ receive royalty/ commission from the above activities and business.
3. To establish, develop, maintain, and manage curriculums and methods (educational, co-curricular, extra-curricular or by way of administrative support) for imparting education to the students or teachers or capacity building, through the institutions mentioned above, or any branding activities, environmental or infrastructural facilities to further the objects mentioned in paragraph 2 above.
4. To provide, establish, maintain, develop, run, operate and manage facilities to provide all types of infant and kid accessories in any part of India and /or abroad in their own facilities or facilities maintained by client or as a package with other consultancy and management services mentioned in paragraph 2 above.

New set of Memorandum of Association have been adopted as per Companies Act, 2013 vide Special Resolution passed by members in Extra Ordinary General Meeting (EOGM) held on September 05, 2023.

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

5. To develop, design, invent, execute, communicate, implement, sell, lease, undertake, assist, export, manage, maintain or provide software, hardware, money collection services, and consultancy services to other entities in India or offshore, directly or through high speed data communication facilities, such as e-mail, internet and to undertake turnkey projects under a product development process.
6. To expend money on experimenting, researching, testing and improving or securing any process patent or patents, or copy rights or for protecting any invention or inventions or copyrights which the Company may acquire or propose to acquire or deal with.
7. To provide for or utilize such sum or sums or money that may be agreed upon by the Company from time to time for research work connected with the objects of the Company and for the protections of the interest of the Company.
8. To export or import technology to enter into agreement, collaboration with other Indian / Foreign Firms / Individuals for the export or import of know-how to carry out projects on turnkey basis in India or abroad, subject to the Government Acts and Rules existing at that time.
9. To make multimedia presentations including animations for the corporate sector both public and private or for the individuals, for the purpose of internal corporate presentations, products promotions, training or education.
10. To sell, improve, develop, exchange, lease, mortgage, enfranchise and dispose of all or any of the property and rights of the Company.
11. To amalgamate, enter into partnership or into any arrangement for the sharing profits, union of interest, co-operation, joint venture, reciprocal concessions.
12. To distribute among the members any property of the Company in accordance with the provisions of the Companies Act, 1956 in the event of winding up.
13. To open Banking accounts anywhere in India or abroad with any Bank and to pay into and draw money from such accounts.
14. To invest the surplus funds of the company from time to time in government securities or in other securities, as may from time to time be determined by the directors and from time to time to sell or vary any or all such investments and to execute all assignments, transfers, receipts and documents as may be necessary.
15. To appoint Directors or Managers of any subsidiary company or of any other company in which this company is or may be interested or any other person having expertise to promote Company's business.
16. To receive money, securities and valuables on safe custody (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture or debenture stocks (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 Company's property (both present and future) including its uncalled capital and guarantee the performance by the Company or any other person or body corporate or any obligation undertaken by the Company or any other person or Company, as the case may be.
17. To remunerate any person or company for services rendered or to be rendered in acting as trustees for debenture, debenture-stock holders or placing or assisting to place or guarantee the placing of any of the shares in the Company's capital or debentures, debenture-stock or other securities or instrument of the company, or in or about the formation or promotion of the company or the conduct of its business or for guaranteeing the payment of such debentures or debenture stock and interest.

18. To advance or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the company and to guarantee the performance of any contract or obligation and the payment of money of any such persons or companies and generally to give guarantee and indemnities.
19. To pay for any property or rights acquired by the company either in cash, or fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another, and generally on such terms as may be determined.
20. To give to any directors, officers, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof and whether carried on by means of through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements as the company may think fit.
21. Subject to the provisions of the Companies Act, 1956, to vest any real or personal property, rights or interest acquired by or belonging to the company, in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favor of the company.
22. To pay all preliminary expenses of any company promoted by the Company or any Company in which this company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.
23. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or open accounts current with any individual or firms including the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery, goods or other property of the Company, or by the issue of the debentures or debenture-stock perpetual or otherwise, charged upon all or any of the Company's properties (both present and future) including its uncalled capital or by such other means as the Directors may in their absolute discretion deem expedient, subject to the directives of RBI.
24. To borrow, raise or secure the payment of money or to receive, by creation and issue of debentures or debenture-stock, bonds, shares credited as fully or partly paid up, obligations, mortgages charges and securities of all kinds either perpetual or otherwise either redeemable annuities as and by way of securities for any such money so borrowed, raised or received or by any such debentures, debenture-stock, bonds, obligations, mortgages charges, and securities of all kinds, subject to provisions of section 58A of Companies Act, 1956, either so issued to mortgage, pledge or charge the undertaking or whole or any part of the property rights, assets or revenue and profits of the Company present or future, including its uncalled capital or otherwise howsoever by trust, special assignment or otherwise or to transfer or convey the same absolutely or in trust, and give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulation Act, 1949, subject to the directives of RBI.
25. To act as agents for the loan payment, transmission, and for the purchase, sale & improvement, development and management of property including business concern and undertakings.
26. To carry on the business as manufacturers of and dealers in computer hardware, typewriting and other carbons, ribbons, inks, papers, stamp pads, typewriting parts, typewriting machines, accessories, requisites and equipments, duplicating, addressing calculating cheque writing and other machines and appliances, required or used for factory, office, laboratories, or otherwise and other shops and office requisites, furniture, fittings appliances and equipments.
27. To carry on the business of manufacturers, dealers and, distributors of laboratory and electronic instruments and machinery of all kinds.
28. To act as stockists, commission agents, manufacturers representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorney and subject to the provision of


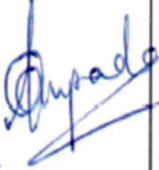
Companies Act, 2013, managers, secretaries and transfer agents for any other Company, firm, corporation or persons.

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any on the shares held by them.
- V. a. **** The authorized share capital of the Company is Rs. 1,20,47,30,030/- (Rupees One Hundred Twenty Crores Forty Seven Lakhs Thirty Thousand and Thirty Only) comprising of (i) Rs. 1,10,49,10,000/- (Rupees One Hundred Ten Crores Forty Nine Lacs and Ten Thousand Only) Equity Share Capital divided into 55,24,55,000 (Fifty Five Crores Twenty Four Lacs and Fifty Five Thousand Only) Equity Shares of Rs. 2/- (Rupees Two) each; (ii) Rs. 3,10,000/- (Rupees Three Lakhs Ten Thousand Only) Series A Compulsorily Convertible Preference Share Capital divided into 1,55,000 (One Lac Fifty Five Thousand only) Series A CCPS of Rs. 2/- (Rupees Two) each; (iii) Rs. 17,32,330/- (Rupees Seventeen Lakhs Thirty Two Thousand Three Hundred and Thirty only) Series B Compulsorily Convertible Preference Share Capital divided into 8,66,165 (Eight Lacs Sixty Six Thousand One Hundred and Sixty Five Only) Series B CCPS of Rs. 2/- (Rupees Two) each; (iv) Rs. 4,37,13,300/- (Rupees Four Crores Thirty Seven Lakhs Thirteen Thousand and Three Hundred only) Series C Compulsorily Convertible Preference Share Capital divided into 2,18,56,650 (Two Crores Eighteen Lacs Fifty Six Thousand Six Hundred and Fifty Only) Series C CCPS of Rs. 2/- (Rupees Two) each; (v) Rs. 8,76,200/- (Rupees Eight Lakhs Seventy Six Thousand and Two Hundred only) Series C1 Compulsorily Convertible Preference Share Capital divided into 4,38,100 (Four Lacs Thirty Eight Thousand and One Hundred Only) Series C1 CCPS of Rs. 2/- (Rupees Two) each; (vi) Rs. 1,55,800/- (Rupees One Lakh Fifty Five Thousand and Eight Hundred Only) Series C2 Compulsorily Convertible Preference Share Capital divided into 77,900 (Seventy Seven Thousand and Nine Hundred Only) Series C2 CCPS of Rs. 2/- (Rupees Two) each; (vii) Rs. 2,44,35,900/- (Rupees Two Crores Forty Four Lakhs Thirty Five Thousand and Nine Hundred Only) Series D1 Compulsorily Convertible Preference Share Capital divided into 1,22,17,950 (One Crore Twenty Two Lacs Seventeen Thousand Nine Hundred and Fifty Only) Series D1 CCPS of Rs. 2/- (Rupees Two) each; (viii) Rs. 2,83,95,500/- (Rupees Two Crores Eighty Three Lakhs Ninety Five Thousand and Five Hundred Only) Series D2 Compulsorily Convertible Preference Share Capital divided into 1,41,97,750 (One Crore Forty One Lacs Ninety Seven Thousand Seven Hundred and Fifty Only) Series D2 CCPS of Rs. 2/- (Rupees Two) each; (ix) Rs. 61,000/- (Rupees Sixty One Thousand Only) Option 1 Compulsorily Convertible Preference Share Capital divided into 30,500 (Thirty Thousand and Five Hundred Only) Option 1 CCPS of Rs. 2 (Rupees Two) each; and (x) Rs. 1,40,000/- (Rupees One Lakh Forty Thousand Only) Option 2 Compulsorily Convertible Preference Share Capital divided into 70,000 (Seventy Thousand Only) Option 2 CCPS of Rs. 2 (Rupees Two) each.

***** Special Resolution for increase in the Authorised Share Capital of the Company has been passed by members in Extra Ordinary General Meeting (EOGM) held on September 05, 2023.*

New set of Memorandum of Association have been adopted as per Companies Act, 2013 vide Special Resolution passed by members in Extra Ordinary General Meeting (EOGM) held on September 05, 2023.

We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company, in pursuance of these Articles of Association.

Name, Address, Description and Occupation of each Subscriber	Signature of the Subscriber	Name, Address, Description and occupation of Witnesses
<p>1. SUPAM MAHESHWARI S/o SATYANARAYAN MAHESHWARI B/402, 1 Modibaug, CTS 2254 to 2260, G.K. Road, Shivaji Nagar, Pune - 411005 OCCUPATION: SELF EMPLOYED</p>		<p>Witness to both</p> <p>Jayesh Baheti S/o. Dr. K. Z. Baheti 29/8, Sharda Hsg. Soc, Shivajinagar, Pune - 411016 Occ: Chartered Accountant M. No: 111154</p>
<p>2 SAMPADA MAHESHWARI O/o CHAMPALAL RAMDAYAL SARDA B/402, 1 MODIBAUG, CTS 2254 to 2260, G.K. Road, Shivaji Nagar, Pune - 411005 OCCUPATION: SELF EMPLOYED</p>		

Dated: 10th May 2010
Place: Pune.