

MEMORANDUM OF ASSOCIATION

COMPANY LIMITED BY SHARES

PURSUANT TO SCHEDULE I (SECTIONS 4 AND 5)
OF THE COMPANIES ACT, 2013
(OR ANY RE-ACTMENT THEREOF)

OF

TOSS THE COIN LIMITED*

1. The name of the Company is **TOSS THE COIN LIMITED***
2. The Registered Office of the Company will be situated in the State of **Tamil Nadu** falling under the jurisdiction of Registrar of Companies, Chennai.
3. **(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 - (i) To carry on business as marketing consulting firm that offers go-to-market strategies to organizations of all sizes - from a startup to large corporations to equip them to go after their pursuits. To conceptualize, ideate and build market solutions that help convert leads to orders. To cover both the traditional and digital channels to ensure wider coverage of the market demographics. To develop a team of experts design and develop complete set of marketing collaterals and assets that are easily consumable by all stakeholders. To combine the marketing solutions with technology enabled tools that help tracking and measuring marketing efforts seamlessly.
 - (ii) To carry on the business of market process outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries within India and across the world that are enabled by information technology or otherwise, including data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, advertising design, content services, events management, website development, multimedia development, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, accounting, payroll, inventory management, customer relationship management, enterprises resources planning, software development and consultancy, software solution and other services that are normally offered by the outsourcing business and information technology services providers and the application service providers.
 - (iii) To set up and run the research work, electronic data processing, data processing, word processing, software consultancy, system studies, management consultancy, for techno-economic feasibility studies of projects, design and development of management information systems.

* *Altered vide Special Resolution passed in the Extraordinary General Meeting of the Company held on 10.02.2024 subject to approval of Registrar of Companies, Chennai.*

- (iv) To carry on the business of Marketing Process Outsourcing in Desktop Publishing, Computer Aided Designs, Multimedia Content development, Networking services,

For TOSS THE COIN PVT. LTD.

1

For TOSS THE COIN PVT. LTD.

Director

Director

System and Application Software Implementation, Systems Integration, Internet Service Providers, Web Housing, Designing and Maintenance of Web sites, Registration of Internet Domain names, providing Electronic Mailing Services and other Internet Enabled Services, Networking, Trading, Advertising, Retailing, Promoting, Publishing and otherwise.

(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

- (i) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company.
- (ii) To enter into any contract, agreement, arrangements or other dealings in the nature of technical collaboration or consultants or otherwise, which may seem profitable to the company or render profitable to the company or render profitable to any of the objects of this company.
- (iii) To render consultancy, advisory and liaisoning services in respect of matters related to objects mentioned in sub clauses (1) and (2) above to any company, corporation, body corporate, industry, firm, association, body of individuals, institution, concern, government, public or local authority, trust, research and development centers or any other person.
- (iv) To acquire, undertake or become interested in or to enter into partnership, co-ownership, joint venture, collaboration or strategic alliance with any firm or firms and company or companies for the purposes of acquiring all or any part of the property and liabilities of the firms and company or companies which may directly or indirectly benefit this Company or for carrying out any of the objects of this Company.
- (v) To discount bills, advance money on the security of goods lying with or under the control of the Company, to receive goods for sale on consignment, agency or stock-and-sell basis and to do all other such acts that may be usual or necessary in order to stock, promote, distribute and market the same in connection with the business of the Company.
- (vi) To act as handling, storage, distribution and forwarding agents and consignment agents, and to insure goods, merchandise or other properties for the purpose of export or import thereof in connection with the main business as carried on by the Company.
- (vii) To purchase, take on lease, hire purchase, hire, rental, leave & license, operation or service or management contract basis or profit sharing basis or otherwise acquire or take over all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on allied, similar or related business and agree to discharge their liabilities and obligations and to conduct, carry on or wind up and liquidate all or any of such business.
- (viii) To take on lease, hire purchase, hire, rental, leave & license, operation or service or management contract basis or otherwise acquire or take over any land, rights over or connected with land, mills, factories, plants, buildings, trucks, lorries, cars, transport

vehicles, trailers, rolling stock, wagons, containers, stock-in-trade, rights, privileges and any movable or immovable property of any description which may be deemed necessary or convenient for in connection with any business which the Company is authorised to carry on and to pay for the same either in shares of the Company or in cash or partly in shares and partly in cash or by way of advance or deferred payment or otherwise.

- (ix) To insure and otherwise secure and protect all or any of the goods lying with the Company or with others and the properties, assets, documents, deeds, instruments and securities and other items of the Company or of the third parties with the Company against damage, fire or loss or other risks, threats and perils.
- (x) To make, draw, issue, accept, endorse, discount, buy and sell promissory notes, bills of exchange, hundies, cheques, debentures, bonds, coupons and other such negotiable instruments and securities of all types and to issue any instructions in relation thereto.
- (xi) To enter into franchise, licensing, strategic, financial, technical or any other arrangements with persons or Companies or others in such manner as may be lawful and for such period as may be expedient to further the interests of the Company.
- (xii) To indemnify members, officers, directors, secretaries and servants of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortunes which may happen in the execution of the duties of their office or in relations thereto.
- (xiii) To enter into any arrangements including collaboration with manufacturers or suppliers in India or abroad, to acquire know-how, patents, trade marks, copyrights, inventions and licenses and concessions and other intellectual property rights and to pay for the same either in cash or by issue of partly paid or fully paid up shares of the Company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licenses in respect of the property, rights or information so acquired.
- (xiv) To acquire by purchase, contract, concession, license, lease or otherwise any land, buildings, factories, workshops, godowns and sheds as may be considered necessary for the attainment of the main objects of the Company.
- (xv) To pay out of the Company's funds all costs and expenses incurred in connection with all matters, preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by the Company.
- (xvi) To establish agencies or branches in India or elsewhere and to regulate or to discontinue the same and to do all things which the Company lawfully may do as principals, agents trustee, brokers, contractors or others.
- (xvii) To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation, joint ventures, reciprocal concession with any person, firm



or company carrying on or engaged in any business, which this Company is authorised to carry on, to lend or advance money, with or without interest, to deposit or give on trust or provide security against any money, to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company provided that the Company shall not do any banking business within the meaning of Banking Regulation Act, 1949.

- (xviii) To promote individually or jointly with any one, any company or companies for the purposes of acquiring all or any of the property and liability of the Company or for any such other purpose connected with the business of the Company carried on in pursuance of its aforesaid objects.
- (xix) To enter into any arrangement with the Government or other authorities, Municipal, Port Trust, Railways, District or Local or Cantonment Boards, Civil and Military Authorities, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or such other authorities any rights, privileges, license and concession which the Company may think desirable.
- (xx) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit the employees or ex-employees of the Company (or its predecessors in the business) or the dependents or of such persons and to grant pensions and allowances and to make payments towards provident fund, pension fund, gratuity fund, employees stock option plan or any other funds or plans and medical, accident, life and other insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (xxi) To open any kind of account in any bank and to make, accept and endorse and execute promissory notes, bills of exchange and such other negotiable instruments, of all types in connection with the business of the Company.
- (xxii) Subject to Section 26, 179 and 180 of the Companies Act, 2013 to borrow or raise money in such other manner as the Company shall think fit and to redeem or pay off the same in connection with the business of the Company.
- (xxiii) To issue Corporate Guarantee and/or mortgage all or any part of the property of the Company's movable or immovable properties and also pledge / hypothecation of all or any part of the property of the Company as security to any Bank/s, Scheduled Bank/s and FIs for the credit facility availed /to be availed by any company or group/ holding/subsidiaries/ associated company/ies and others subject to such conditions as imposed by the Board in consonance with relevant Laws of the Land.
- (xxiv) To establish, provide, maintain and conduct or otherwise subsidise in India or any part of the world, for education and training institutions; research laboratories and experimental workshops, for scientific and technical researches and experiments, to conduct, undertake and carry on scientific and technical researches, analysis, experiments and, tests of all kinds, to promote studies and researches and scientific and technical investigation by providing, subsidising, assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientists and technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to



students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on and to enter into any arrangement with Government or any other such party for the purposes aforesaid.

- (xxv) To enter into contracts, agreements, and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on behalf of the Company any of the objects for which this Company is formed.
- (xxvi) To sell, lease, grant licenses and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any such other company related thereto.
- (xxvii) Subject to Sections 230 to 234 of the Companies Act, 2013, to amalgamate with any other such company whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or any other company as aforesaid with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of the other company as aforesaid or in any other manner.
- (xxviii) Subject to the provisions of Section 52 of the Companies Act, 2013, to place, to reserve to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may, from time to time, think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividend accrued on forfeited shares and moneys arising from the re-issue by the Company of forfeited shares.
- (xxix) To apply for purchase or otherwise acquire, prolong and renew, in any part of the world, any patents, patent rights, invention, trade marks, designs, licenses and concessions and the like conferring any exclusive or non-exclusive or limited right to their use as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company and to use, exercise, develop or grant licenses in respect of the property rights and information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (xxx) To refer or agree to arbitration in India or outside India any claim, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and its member or members or their representatives or between the Company and third parties and to observe and perform and to do all acts, deeds, matters and things required to carry out or enforce the award.
- (xxxi) To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in connection with the formation or promotion of the Company or the acquisition of property by the



Company or the conduct of its business whether by cash payment or by allotment of shares debentures or such other securities of the Company, credited as paid up in full or in part or otherwise.

- (xxxii) 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 sponsorship of any event or programme, by publication of books and periodicals and by granting prizes, rewards and donations.
- (xxxiii) To distribute among the members in the event of winding up in specie or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company but such that no distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by the Companies Act, 2013.
- (xxxiv) To insure the whole or any part of the property of the Company, either fully or partly, and to protect and indemnify the Company from liability or loss in any respect.
- (xxxv) To procure the Company to be registered or recognized under the laws of land in any part of the world.
- (xxxvi) To make donations to any national fund or any other such fund constituted for a charitable, national or such other purpose, subject to Section 182 of the Companies Act, 2013.
- (xxxvii) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or such other fund whether for depreciation or for repairing, improving or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividend or for any other purpose and to transfer any such fund or part thereof to any of the other such funds herein mentioned.
- (xxxviii) To accept payment for any property, assets or rights disposed of or dealt with, or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights, in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient. Further to accept mortgage of immovable property, hypothecation/ pledge of movable property or any other similar measure, and register its right to do so with the relevant authority against any payment receivable by the Company.
- (xxxix) To invest and deal with the money of the Company not immediately required in such manner, as may, from time to time, be determined and to lend money on mortgage of immovable property or on hypothecation of pledge of movable property with or without security.
- (xxxx) To engage in and carry on anywhere in India or abroad the business of warehousing, transporting and carriage of goods and to provide storage and protection of goods against insects, ants, rats, moisture, rain, fire and other natural or man-made calamities.




4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. The share capital of the Company will consist of Rs. 3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, and privileges as maybe determined in accordance with the provisions of the Companies Act, 2013.*
6. We, the several persons whose names and address are subscribed are desirous of being form into a Company in pursuance of this Memorandum of Association and we respectively agrees to take the number of shares in the Capital of the Company set against our respective names.

****The Authorised Share Capital of the Company has been increased from Rs. 15,00,000 to 3,00,00,000/- vide Ordinary Resolution passed in the Extraordinary General Meeting of the Company held on 20.05.2024 subject to approval of Registrar of Companies, Chennai.***

For TOSS THE COIN LTD.

Director

For TOSS THE COIN LTD.

Director

For TOSS THE COIN LTD.

Director

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	NARAYANAN JAYAN S/o NARAYANAN, Aged 50 years, Residing at Villa No.62, Chettinadd Greenville, Nesamani Nagar Extn, Perumbakkam, Kancheepuram, Chennai-600100 Occupation: Business	ABLPJ1098F	5,000	Equity	NARA YANA N JAYAN <small>Digitally signed by NARAYANAN JAYAN Date: 2020.09.24 20:37:07 +05'30'</small>	24/09/20
				Preference		
2	RESHMA BUDHIA D/o LALIT KUMAR BHOTIKA, Aged 40 years, Residing at 4A, Karpaga Vijayam Apartments, No.1, Subramaniam Street, Abhiramapuram, Chennai-600018 Occupation: Business	AKNPB6281F	5,000	Equity	RESH MA BUDHI A <small>Digitally signed by RESHMA BUDHIA Date: 2020.09.24 20:37:45 +05'30'</small>	24/09/20
				Preference		
Total Shares taken			10,000.0	Equity		
				Preference		

Signed before Me				
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCA	PRANAAV JAIN Occupation: Chartered Accountant	Office at 33, CLEMENS ROAD, 1st FLOOR, PURASAIWALKAM, CHENNAI-600007 224394	PRA NAA V JAIN <small>Digitally signed by PRANAAV JAIN Date: 2020.09.24 20:38:19 +05'30'</small>	24/09/20

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