

Pursuant to Schedule I (see sections 4 and 5) to
The Companies Act, 2013]^[5]

TABLE-A

**MEMORANDUM OF ASSOCIATION
OF
ENCOMPASS DESIGN INDIA LIMITED**
Company Limited by Shares
Indian Non-Government Company
Having Share Capital

1. ^[8]The Name of the Company is **ENCOMPASS DESIGN INDIA LIMITED.**
2. The Registered office of the company will be situated in the state of Maharashtra-MH.
3. (a) The objects to be pursued by the company on its incorporation are:
 1. ^{[1][6]} To engage in wholesale and retail business both online and offline, encompassing the production, manufacturing, importing, exporting, buying, selling, trading and marketing (including Loyalty Marketing) of own and third-party brands in categories such as home décor, furnishings, food products, and consumer electronics and accessories including but not limited to dealing in manmade handloom, cotton, silk, wool, jute, artificial silk, terelene, table linen made of cotton, linen, polyester, nylon, bamboo, bamboo fibres and any other type of yarn, fabrics and to make, process, alter, covert the yarn, fabrics into readymade garments, made ups, bedsheets, pillow covers, duvets, upholstery, tapestry, needlework, neckware, ties, collars, scarves, tinsol fabrics threads, furnishing fabrics, hosiery, tapestry, linen curtains and mattresses by process of spinners, doublers, combers, scourers, weavers, jacquard, knitters, finishers, bleachers, dyers, printers and any other kind of home furnishing products and also to produce or market household goods such as tableware, crockery and cutlery items made of either ceramic, porcelain, plastic, metal or any other material and accessories like showers, shower caddies, curtains, curtain rods, door mat, soap dispenser, bath robes, towels, bath rugs, fancy fittings, wallhooks, towel rods, or stands etc made of plastic, steel, bamboo, wood, glass or any other material as may be permissible.
 2. ^{[1][6]} To carry on the business of manufacturers, consulting importers, exporters, wholesalers, retailers and sellers of all type of goods and rendering services in connection with interior designing and other lifestyle products in India or elsewhere through online or any other mode.
 3. ^{[1][6]} To carry on in India or elsewhere the business of marketing, promoting, advertising, franchising or dealing in any of the above activities both internal and external markets, on any advertising media or any other online or digital means, on its own or through any sort or nature and to appoint sub-franchisers for any of

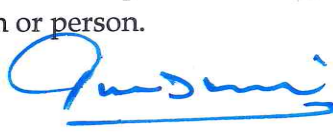



the above purposes, in India or elsewhere and marketing through online marketing, digital marketing in various sites and to provide technology services for retail and wholesale traders.

4. ^{[1][6]} To carry on the business of general carriers, forwarding agents and warehouses.
5. ^{[1][6]} To act as Logistics fulfilment centers and commission agents.

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are

6. To purchase, take on lease or otherwise acquire lands and other hereditaments for any tenure, for the objects aforesaid and to sell, leave or otherwise dispose off any property in the name of the Company.
7. To purchase, take on lease or tenancy or hire, renew or otherwise acquire and hold any estate or interest, and to let or sub-let in whole or in part, develop, manage, exploit any lands, buildings, offices, machinery, easements, rights, privileges, plant stock-in-trade, business concerns, options, contracts, claims, chooses-in-action and any real and personal Property of any kind necessary or convenient for business of the Company and either to retain the same for the purpose of Company's business or to turn the same to account as may seem expedient.
8. To acquire and undertake on any terms, whole or any part of the business, goodwill assets, rights, and liabilities of any person, or company carrying on any business which this company is authorised to carry on.
9. To enter into partnership or into agreement for sharing profits, union or interest, cooperation, joint ventures of shares, joint ventures, reciprocal concession or co-operation with any person or company carrying on similar business and to subsidies, assist, co-operate or enter into any arrangements or agreements with any such person or company.
10. To take over, amalgamate or merge with any other company with objects all or any of which are similar to the objects of the Company or whose business is similar to the business or any part of the business of the Company in any manner whatsoever (whether with or without a liquidation of the Company).
11. To mortgage, hypothecate, pledge, charge, improve, manage, develop, let on lease or otherwise, sell, dispose off, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property whether movable or immovable of any description whatsoever and rights and other valuable securities of the Company.
12. To advance monies on pledge, hypothecation, mortgage or otherwise, to any company or firm or person having similar objects on the security of such company, firm or person.

13. To enter into negotiations with foreign companies and other persons having similar objects and acquire by grant, purchase, lease, licence or other terms of formulae, process and other rights and benefits and to obtain or import Financial and/or Technical Collaboration, technical information, knowhow, plant & machinery and expert advice.
14. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research experiments and to undertake and carry on with all scientific and technical researchers, experiments and tests of all kinds and to promote studies and researches both scientific and technical investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes, grants to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment, test and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
15. To register, apply for, purchase or otherwise acquire, protect and renew in any part of the world any patents, patent rights, invention, trademarks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right on 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 and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights of information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
16. To sell, improve, manage, develop, loan, lease or let, sub-let, mortgage, dispose off turn or to account or otherwise deal with any property of the Company, whether immovable or movable.
17. To invest monies not immediately required, in such securities or otherwise and in such manner as may from time to time be determined by the Board of Directors.
18. To borrow or raise any monies other than public deposits required for the purpose of the Company upon such terms and in such manner and on such securities as may be determined, and in particular by the issue of debentures or debenture stock charged upon all, or any of the property of the Company subject to Section 58 (A) of the Companies Act, 1956 and Reserve Bank of India guidelines in this connection.
19. To subscribe, to become a member of, and co-operate with any other company, firm, export promotion council or association, whether incorporated or not whose objects are altogether or in part similar to those of this Company and to procure from and communicate to any such Company or firm or association.

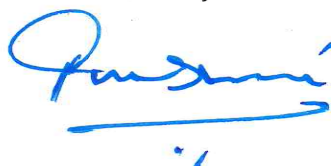


20. To establish and support, or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Company or the dependants of such persons, and to grant pensions and allowances, to make payments towards insurance, and to subscribe, donate or guarantee money for, any charitable, patriotic or benevolent purposes or for any exhibition or for any public, social, general or useful object subject to the provisions of Companies Act.
21. To apply for, obtain and enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from such Government or authority all rights, concessions, licences, and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.
22. To pay the costs, charges and expenses preliminary and incidental to the incorporation, establishment and registration of the Company and all expenses, which the Company may lawfully pay, having regard to the provision of the Companies Act, 1956 or incidental to the raising of money for the Company.
23. To sell, transfer or dispose off the undertaking 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 other association or company having objects altogether or in part similar to those of the Company.
24. To take or otherwise acquire or hold shares, debentures and any other securities in any other Company, firm or Association having objects altogether or in part similar to those of the Company.
25. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest funds or any property in the Trustees who shall hold and deal with such funds or property in such a manner as the Company may decide.
26. To open, operate and close bank account, whether current, savings, cash credit, overdraft or any other type of account with any bank in any part of the world.
27. To enter into contracts and to act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise, as may be required in connection with Company's business.
28. To draw, make, accept, discount, execute and issue Bills of Exchange, Promissory Notes, Bills of Lading, Warrants, Debentures and other negotiable instruments or securities.
29. To establish offices or agencies, within or outside India or appoint agents in order



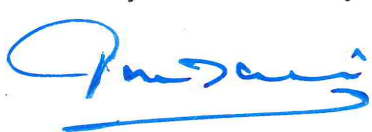
to carry out the objects of the Company.

30. To conduct, undertake the conduct of and participate in national or international exhibitions.
31. To promote, form and aid in the promotion, formation of any company or companies having similar objects for the purpose of acquiring all any of the property, rights and liabilities of this Company or and to benefit the Company, and to transfer to any such company any property of the Company, and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose off shares, stocks, debentures and other securities in or of any of the objects mentioned in this memorandum, and to subsidise or otherwise assist any such Company.
32. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other 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 shares/preference shares, or for any other purpose conducive to the interests of the Company.
33. To provide for the welfare of employees or ex-employees of the Company, and the wives and families or the dependants of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money, to charitable, benevolent, religious, scientific, national, political or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise.
34. To aid pecuniarily or otherwise any association body or movement having its object the solution, settlement, or surmounting of industrial or labour problems or troubles, or the promotion of industry or trade.
35. To remunerate the servants of the Company and others, out of and in proportion to the profits of the Company, or otherwise apply, as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at a premium by the Company and any monies received in respect of forfeited shares, and also any monies arising from the sale by the Company of forfeited shares.
36. To remunerate or make donations by cash or other assets, or by the allotment of fully or partly paid shares, or by call or option on shares, debenture, debenture-



stock, or securities, of this or any other company, or in any other manner (whether out of the Company's capital, or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place, or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company, or for any other reason which the Company may think proper, Subject to the provisions of Companies Act, 1956.

37. To procure the recognition of the Company, in any country, state or place, outside India and to establish and maintain local registers and branch places of business in any part of the world.
38. To stand as guarantors and be surety or answerable for the debts, or defaults of any person, firm, or Company arising on Contracts for payments or repayment of monies or loans or the fulfilment of any obligations or performances by any such person, and to enter into contracts of indemnity or guarantee with such terms and conditions as may deem necessary or expedient for effecting the same.
39. To advance money to customers of and persons having dealings with the Company and to others as may be expedient, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act.
40. To distribute any of the property of the Company amongst the members in specie or in kind, subject to provisions of Companies Act, 1956 in the event of winding up.
41. To act as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
42. To apply for tenders, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carryout, dispose off or otherwise turn to account the same.
43. To train or pay for the training in India or abroad of any of the Company's officers, employees or any candidate in the interest of or for furtherance of the Company's objects and to accept upon remuneration or otherwise apprentices for the purposes of being trained in the business with a view to their subsequent employment by the Company or otherwise.
44. To enter or agree to refer any claim, demand, dispute or any other question, by or against the company, or in which the Company is interested or concerned, and whether between the Company and the member of members or his or their representatives or between the company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made thereon.
45. To acquire by concession, grant, purchase, amalgamation, lease, licence or otherwise either absolutely or conditionally and either solely or jointly with others


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any lands, houses, estates, farms, quarries, water rights, way leaves and other works, privileges, rights, and hereditaments and any machinery, plant, utensils, trademarks, and other movable and immovable property of any description whatsoever at any place or places in India or any foreign country and together with such in India as may be agreed upon and granted by Government or the rulers or owners thereof and to expand such sums of money as may be deemed requisite and advisable in the exploration survey, cultivation and development thereof.

46. To employ, hire, advisors, consultants, professionals, lawyers, solicitors or otherwise any expert in any field for the purposes of business of the company and also to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights, liabilities and to remunerate them for the works done.
47. To take part in the management, supervision or control of the business or operations of any company or undertaking having similar object and for the purpose to appoint and remunerate any director, accountants or other experts or agents of any such company or undertaking.
48. To build, construct, erect, equip, improve, maintain, alter, manage, purchase, lease, hire or otherwise acquire or provide any buildings, offices, factories, workshops, plants or machinery or other things necessary or useful for the purpose of carrying out the objects of the Company, and to dispose off, turn to account otherwise deal with all or any part of the property and rights of the company.
49. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demand by or against the Company.
50. To refer or agree to refer any claims or demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned to arbitration and to observe and carry out the terms of the award.
51. To insure the property and profits of the Company.
52. To remunerate any persons, including managing agents, Managing Director, if any, and any other Directors, or any firm or Corporation, or any employee of the Company whether by cash payment or by giving to him or them a commission on the profits of any particular transaction or a share in general profits of the Company or by allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
53. ^{[1][6]} To purchase, construct, hire, or otherwise acquire and maintain suitable buildings, ownership flats, apartments, shops, workshops, and deal in furniture



and fittings and to construct, alter or keep in repairs, demolish, purchase, sell buildings, flats or premises of all kinds and description.

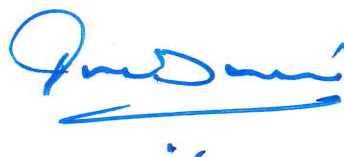
54. ^{[1][6]} To apply information technology tools for clinical research and provide information to health care agencies in India and outside India, including pharmaceutical manufacturers, researchers, insurance companies, traders, data providers and their agents and dealers, Government and Non-Government organisation.
 55. ^{[1][6]} To carry on the business of manufacturers of and dealers in all kind of fuels, mineral oil, motor and aviation diesel, kerosene, lubricating oils, fuel gases – coal and natural.
 56. ^{[1][6]} To establish, promote, encourage, provide, organize, undertake, manage, develop, set up, conduct training centers, educational establishments, teaching classes, education programmes, for promotion and imparting knowledge regarding designing, maintenance and development of automobiles industry or any other industry or business through e-learning programmes and other modern methods of teaching whether oral, online, postal or otherwise; and to impart training through internet enabled processes, conduct seminars, workshops and other human resource development training through software for distance learning programmes.
 57. To carry on business of rendering services in connection with engineering, drawings, architectural work and designing for any organization, trade, business, industry in general and in particular for automobiles, its components, parts and accessories.
4. 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.
 5. ^{[2][3][4][7]} The share capital of the company is INR. 20,00,00,000/- (Indian Rupees Twenty Crores Only) divided into 1,98,50,000 (One Crore Ninety-Eight Lakhs Fifty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) and 1,50,000 (One Lakh Fifty Thousand) Preference Shares of INR. 10/- (Indian Rupees Ten Only) each.

^[1] Altered vide Special Resolution passed at the Annual General Meeting of the Members of the Company held on 13th October, 2012.

^[2] Altered vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 10th May, 2013.

^[3] Altered vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 10th July, 2014.

^[4] Altered vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 2nd July, 2015.



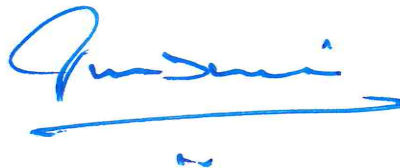
[5] Adopted vide Special Resolution passed at the Extra-Ordinary General Meeting of the Members of the Company held on 25th November, 2024.

[6] Existing Clause 3 (c) containing "Other objects" sub clause No. 49 to 52 merged with the Clause 3 (b) i.e. "Matters which are necessary for furtherance of the Objects specified in 'Clause 3 (a)' and sub Clause No. 53 and 54 merged with Clause 3 (a) as Sub Clause No. 1 and 4 and also Sub Clause No. 2, 3 and 5 added in the Clause 3 (a) i.e. "The objects to be pursued by the company on its incorporation.

[7] Altered vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 08th December, 2024.

[8] Altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 31st March, 2025.

6. 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 against our respective names:



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.

Names, Addresses & Description or Occupation of Subscribers	Number of shares taken by each subscriber equally shares	Signature	Signature, address and occupation of witness
1) RAHUL NARENDRA MEHTA S/O NARENDRA MADHAV PAREKH MEHTA ADDRESS: 121, RENA APARTMENTS, BHULADHARI DEBARI ROAD MUMBAI - 400026 OCCUPATION: BUSINESS	5000 (FIVE THOUSAND)	<i>Leishing</i>	Witness to both subscribers <i>Rithe</i> Asit-Yeshwant Sathe 14, Ashirwad, 116, St. Xavier Rd, Parel, Mumbai-12
2) AMIT RAJENDRA PAREKH DAVIA S/O RAJENDRA PAREKH DAVIA ADDRESS: 59, WHITE HOUSE, PRAJODANCI SOCIETY, MID. ROAD NO. 7, VILE PARLE (W), MUMBAI 400049 OCCUPATION: BUSINESS	5000 (FIVE THOUSAND)	<i>Chandela</i>	<i>Asit-Yeshwant Sathe</i> 14, Ashirwad, 116, St. Xavier Rd, Parel, Mumbai-12
Total	10,000 (Ten Thousand only)		

Date: 12/2/2010
Place: Mumbai

Insani

