

THE COMPANIES ACT, 2013

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES

OF

ASSOCIATION

OF

BRAD ADVERTISING LIMITED
(FORMERLY KNOWN AS BRAD REAL ESTATE LIMITED)

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

**BRAD ADVERTISING LIMITED
(FORMERLY KNOWN AS BRAD REAL ESTATE LIMITED)**

- I. The Name of the Company is BRAD ADVERTISING LIMITED (FORMERLY KNOWN AS BRAD REAL ESTATE LIMITED)**
- II. The Registered Office of the Company will be situated in the State of Uttar Pradesh i.e. within the jurisdiction of Registrar of Companies, Uttar Pradesh at Kanpur.**
- III. The objects for which the Company is established are:-**

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

1. To carry on all or any of the business of Advertising and Marketing of Brand Strategy, Communication Strategy, Exposure Strategy, Marketing Planning Strategy, Branding & Re-Branding, E-mail Strategy, Brand/ Visual Strategy, Editorial Strategy, Paid search & Display Ads, Marketing automation, Organic search / SEO, Social media, Influencer & affiliate, Media planning / buying, Multicultural / multilingual, Analytics, Web design, User interface design (UI), User experience design (UX), Graphic design & illustration, Copywriting, Content creation, Animation / motion graphics, Video story boarding, Website Design, E-commerce Website, Landing Pages, On-line Platforms, Mobile Website, Multilingual Portals, Blogs, Portals website, Brand identity, Logo design, Naming, Brand manual, Illustration, Promotional material, Corporate brochures, Product catalogues, Packaging Design, Product Label Design, Product Line Design, Package Design, Gift Box & Packaging, Graphic Design, Illustration, Editorial Design, Branding & Brand Strategy, Identity & Experience Design, Brand Analysis, Corporate Design, Graphic design & illustration, Packaging Design, Information Design, Campaign Design, Brand Communication, Media Planning & Buying, Brand Launch Plan, Story Development, TVC Ads Development, Communication Design, Video storyboarding, Video Production.

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

1. To establish, maintain, conduct, provide, procure or make available services of every kind globally including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and other technological or social services.
2. To enter into any arrangement with the Government of India or with any State Government or with other authorities / commissions, local bodies or public sector or private sector undertakings, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its members.
3. To purchase or otherwise acquire, assemble, install, construct, alter, equip, repair, remodel, maintain, enlarge, operate, work, manage, control, hold, own, lease, rent, charter, mortgage, sell, convey or otherwise dispose of any buildings and structures, telephones and other communication facilities, data processing system and facilities, machinery, apparatus, instruments, fixtures and appliances in so far as the same may appertain to or be useful in the conduct of the business of the Company.
4. To purchase, charter, hire, build or otherwise acquire any vehicles, vessels or craft of every description and to hold, own or work such vehicles, vessels or crafts for business of the Company.
5. To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
6. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patent rights, brevets of de'invention, trademarks, designs, licenses, concessions and the like, conferring any exclusive or non exclusive or limited rights to their use, or any secret or other information as to any invention or research which may seem capable of being used for any of the purposes of the Company or calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, right, or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
7. To acquire from any person, firm, institution or body corporate, whether in India or elsewhere technical information, know-how, process, engineering, manufacturing and operating data, plans, layout and blue prints useful for the design, erection, operation of plant and machinery required for any business of the company and to acquire any grant or licence and other rights and benefits.
8. To enter into any arrangements with any Governments or any authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain by any Act of any legislature, charter, rights, powers, privileges, concessions, grants, decrees, provisional orders, licences or

authorizations of Government-Central or State, or any relevant authorities (local or otherwise) or any private party for enabling the Company to carry any of its objects into effect or for any purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated to prejudice the interests of the Company.

9. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.
10. To enter into arrangements with companies, firms and persons for providing security services and promoting and increasing the manufacture, sale, purchase and maintenance of goods, articles or commodities of all and every kind and descriptions, either by buying, selling or assisting such other companies, firms or persons to do all or any of such last mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes to enter into agreements, give guarantee or security or otherwise assist all or such purposes on such terms and in such manner as may be desirable.
11. To advance out of the surplus fund of the Company not immediately required, in securities and property with or without security as may be thought proper, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company.
12. Subject to the provisions of the Companies Act, 2013 to receive money on loan and borrow any money in such manner and with or without allowance of interest thereupon as the Company shall deem fit and to secure the repayment of any money borrowed, raised, received or owing by mortgage, pledge, charge or lien upon all or any of the property or assets of the Company (both present and future) and also by similar mortgage, charge, pledge or lien to secure the guarantee the performance by the Company or any other person, Company, firm or body Corporate of any obligation undertaken by the Company or any other person, Company, firm or body corporate as the case may be and to give the lenders or creditors the powers of sale and other powers as may seem expedient, provided however, that the Company shall not do any banking business as defined in Banking Regulation Act, 1949 and money circulation business or Chit-Fund activities.
13. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheques, hundies, bills of lading, shipping documents, warrants and other negotiable or transferable instruments.
14. To guarantee the performance of any contract or payment of money secured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any Company or of any authority, Central, State, Municipal, local or otherwise or of any person, whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business and to further transact all kinds of trust and agency business for attainment of the objects of the Company.

15. To invest any money of the Company out of the surplus fund of the Company not immediately required for any of the purposes of the Company in such manner as may be thought proper.
16. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
17. Subject to the provisions of the Companies Act, 2013 to mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or interest therein in such manner and for such consideration as the Company may think fit.
18. To establish, or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the undertakings, business, rights, liberties and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures, or other securities of any such other company or companies and to subsidise or otherwise assist any such company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise.
19. 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 favour of the Company.
20. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them or in connection with the formation or promotion of the Company.
21. To pay out of the funds of the company all costs, charges, and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of or for the business of the Company and/or the issue of its capital or which the Company shall consider to be necessary including therein the cost of advertising, printing and stationery and commission for obtaining the underwriting of shares, debentures or other securities of the Company.
22. To purchase, takeover or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on, or possess any property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith and to purchase, acquire, sell and deal in property.
23. To procure the incorporation registration or the recognition of the Company in any country, state or place.

24. To establish and regulate branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.
25. To apply for membership or become a member of any Bullion Exchange, Commodities Exchange, Company, Chamber of Commerce, Association, Federation, Society or Body Corporate having any objects similar or identical with those of the Company or likely to promote the interests of the Company.
26. In accordance with the law for the time being in force, to reserve or to distribute as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares, stocks or debenture-stock of the Company and money arising from the issue by the Company of forfeited shares.
27. To grant pension, allowances, gratuities, benefits, emoluments, bonuses and provident funds to employees, managers and directors of the Company and the widows, children and other dependents of such persons and to construct or contribute to the construction of houses, dwelling units or quarters for the employees of the Company and of other concerns which are or may have contractual relationship of rendering any services to the Company and to join with any other person, firm or company or doing any of these things.
28. To appoint attorneys for and on behalf of the company and to execute necessary powers in favour of the said attorneys to act for and in the name of and on behalf of the Company and to revoke all or any of such powers and appointments as may be deemed expedient.
29. To establish industrial estates, including setting up of housing colonies, recreation facilities, medical relief facilities, water and electricity plants, ancillary and/or auxiliary units required for furtherance of the business of the Company.
30. To help, assist, support, aid, establish, acquire or set up and run schools, colleges, training and professional institutions, hospitals, dispensaries, music and dance centres or other similar institutions for the welfare of the employees of the Company and others.
31. To give to any officers, servants or employees of the company any shares or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary Company or not, and for that purpose to enter into any arrangement that the Company may think fit.
32. To train or pay for training in India or abroad of any of the Company's employees or any other person in the interest of or for furtherance of the Company's objects.
33. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company, or who are or were at any time the Directors or Officers of the Company and wives, widows, families and dependents of any such persons, and also

establish any subsidiaries and subscribe to any institutions, associations, clubs or funds calculated to the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company.

34. To receive any gifts of immovable or movable property and offerings or voluntary donations or bequest and legacies either from the shareholders, directors or from any other person for all/or any of the objects of the Company, Subject to the provision of applicable Act, and rules thereon.
35. To support, donate, contribute, subscribe, advance or lend with or without interest or at concessional rate of interest or otherwise to assist or to guarantee moneys to any charitable, benevolent, religious, scientific, educational, national, public or other institutions, trusts, clubs, societies, organisations or individuals or body of individuals on such terms and conditions as may seem expedient or for any exhibitions or towards the funds of any other Organisations subject to the provisions of the Companies Act, 2013.
36. To undertake and execute any trusts, the undertaking whereof may seem desirable and are gratuitous or otherwise.
37. (a) To undertake, carry out, promote and sponsor rural development including any programme under Corporate Social Responsibility as provided in section 135 of Act for promoting the social and economic welfare or for the upliftment of the public in any rural areas and to incur any expenditure on any programme of rural development and to assist in execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare for the upliftment of the public, in any rural area to promote and assist rural development, or any other act relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes transfer without any consideration or at a fair or concessional value and divest the ownership of any property of the company to or in favour of any Public or Local Body or Authority/Central/State Government/ Public Institution/Trust/Fund/Organisation/ Person.
- (b) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company under Corporate Social Responsibility as provided in section 135 of Act to the public or any section of public as also any activity to promote national welfare or social, economic or moral upliftment of the public or any section of the public and in such manner and by such means without prejudice to the generality of the foregoing to undertake, carry out, promote and sponsor any activity for publication of any books, literature or newspapers, organising lectures or seminars likely to advance these objects or for giving merit awards or for giving scholarships, loans, or any assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing conducting, or assisting any institutions, funds, trusts having any one of the aforesaid objects by giving donation or otherwise in any other manner and in order to implement any of the aforementioned objects or purposes transfer without consideration or at a fair or concessional value and divest the ownership of any

property of the company to or in favour of any Public or Local Body or Authority / Central or State Government / Public Institution / Trust / Fund / Organisation / Person.

(c) Subject to provisions of 2013, to give donations and to advance and lend money to any person, institution, organisation, trust fund for benevolent causes on such terms and conditions and with or without interest or at concessional rate of interest as may seem expedient.

38. To adopt such means of making known the business or products or interests of the Company as may seem expedient and in particular by advertising in the press, by circulars on radio, television, video tapes and any such communication channels, by exhibition of works of art of interest, by publication of books and periodicals and by granting prizes rewards and donations.
39. Subject to the provisions of the companies Act, 2013 to amalgamate, enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture or reciprocal concession with any person, firm, corporation or company in India or outside carrying on or engaged in any business or transaction which the company is authorised or engaged in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contracts with any person, association or body corporate whether in India or outside, for such other purposes that may seem calculated beneficial and conducive to the objects of the Company.
40. To experiment and to incur expenses necessary for the purposes and with a view to improve the present method and process of working the business which the company is authorised to carry on and to carry on research for improving, developing or effecting economy and greater efficiency in the business of the company or in the process of production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with any of the business for which the company is established.
41. To establish, maintain or subsidise and conduct, organise, sponsor and/or assist research in any field that may seem conducive or expedient to promote any of the business which the company is authorised to carry on.
42. To act as agents or brokers and as trustees for any person or company having similar objects and to undertake and perform subcontracts and to do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
43. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company by way of Investment Allowance Reserve or any other reserve or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.

44. To distribute, in the event of winding up in specie or otherwise as may be, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities subject to the provisions of Companies Act, 2013.
 45. Subject to provisions of the Companies Act, 2013, or any other enactment in force, to indemnify and keep indemnified officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage or misfortune whatever, which shall occur in execution of the duties of their office or in relation thereto.
 46. To borrow or raise or secure the payment of money from any bank or any financial Institution or any other person or persons, NRI,NRO, Foreign Bankers and Institution for the purpose of the Company's main business in such manner and on such terms and with such rights, power and privileges as the Company may think fit and particularly by issue or bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge of the undertaking and or any of the immovable or movable properties, present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay of any such securities.
 47. To amalgamate with any company or companies having objects all together or in part similar to those of this company or any other company, subject to the provisions of the Companies Act, 2013.
 48. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.
- IV.** The Authorised Share Capital of the Company is Rs.37,00,000/- (RupeesThirtySevenLakh Only) divided into 3,70,000 equity shares of Rs.10/- (Rupees Ten)each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.

We, the several persons whose names and addresses are subscribed hereon, 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:

NAME, ADDRESS, DESCRIPTION AND OCCUPATION OF EACH SUBSCRIBER	NO. OF EQUITY SHARES TAKEN BY EACH SUBSCRIBER	SIGN OF SUBSCRIBER	SIGN OF WITNESS WITH ADDRESS, DESCRIPTION AND OCCUPATION
Mrs Neeta Rai w/o D. Rai B19 Butler Palace Colony Lucknow	100 One hundred	<i>Neeta</i>	[Witness Signature]
Business Mrs Alpana Joshi 295 Vansh Khand Ganga Nagar Lucknow Business Rakesh Joshi, 295 Vansh Khand, Ganga Nagar, Lucknow, Business 46/51 H.L. Joshi Mrs Graham Devi, 295 Vansh Khand, Ganga Nagar, Lucknow Mrs. Sita Khand Ganga Nagar Lucknow Mrs. Vidya Devi, 295 Vansh Khand, Ganga Nagar, Lucknow Mrs. Kamalajit, 295 Vansh Khand, Ganga Nagar, Lucknow	100 One hundred 100 One hundred 100 One hundred 100 One hundred only	Alpana Rakesh Sita Vidya Kamalajit	[Witness Signature] LAKSHMI KANTHASTHA CHARTERED ACCOUNTANTS 295 VANSH KHAND, GANGA NAGAR, LUCKNOW-226001
b. Shreya Jain D/o. DR. V. Jain H-56, Kanika Bagh Patna Student Gopal D/o. Nehru SAG (D.S.) 4-322A, Sector A, Lucknow-22 TOTAL	10 Ten only Family (10) 5201 Price fixed Equity	Shreya Gopal	[Witness Signature] RAKESH JOSHI & ASSOCIATES CHARTERED ACCOUNTANTS 295 VANSH KHAND, GANGA NAGAR, LUCKNOW-226001 SNEHAL KISHORE LATA MAZBAATI, G/O LUCKNOW-226001
Place: Lucknow Date: 12/01/96	[Signatures and Stamps] 12/01/96		