

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
EARKART LIMITED*******

1st *****The Name of the Company is **EarKart Limited**.

2nd *The registered office of the Company will be situated in the "National Capital Territory of Delhi"

Amend vide Special resolution passed in the extra ordinary general meeting held on 9 November 2021.

3rd **(a) The objects to be pursued by the Company on its incorporation are:**

1. To carry on the business of providing door to door or home fitting services of hearing aids through certified audiologists and other related consultancy or follow up services, at the location and time of the customer's convenience.
2. To provide consultancy and advisory services for new hearing aids based on the results of person hearing test and their individual preferences and unique listening environments. To tune the hearing instruments to help them hear in a variety of situations including restaurants, crowds and other difficult listening situations.
3. To provide end to end good quality services to give maximum benefit to clients from their hearing aids by providing over the course of one to three follow-up visits which will includes looking at the situations which might need some improvement and adjusting the hearing aids based on experience with them.
4. To improve effectiveness and efficiency, while delivering high quality services to achieving client satisfaction in such a way that all hearing aids should be comfortable with respect to the physical fit and the sound loudness to provide a comfortable fit.
5. *To assemble, manufacture, integrate, test, sell, install, operate, maintain, repair, trade, provide after sales service (including user training) and undertake research and development for all kinds of hearing aid products, including their components, accessories and parts thereof, to import to and/or purchase in India raw materials, parts, components

**Rohit Misra
Managing Director
DIN: 00775537**

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and units to be incorporated into hearing aid products to be sold by the Company; to export all kinds of hearing aid products of the Company; to undertake sales, distribution and trading activities of all kinds of hearing aid products, including their components, accessories, and parts thereof, including the marketing, sale, resale, warehouse, storage and delivery of the same.

6. *To undertake production activities of all kinds of hearing aid products, including their components, accessories and parts thereof and equipment, including manufacture, stamping, moulding and assemble of the same.
7. *To assemble, manufacture, integrate, test, sell, install, operate, maintain, repair, trade, provide after sales service (including user training) and undertake research and development for all kinds of Rehabilitation Aids and Appliances and Mobility Aids, including their components, accessories and parts thereof, to import to and/or purchase in India raw materials, parts, components and units to be incorporated into Rehabilitation Aids and Appliances and Mobility Aids to be sold by the Company; to export all kinds of Rehabilitation Aids and Appliances and Mobility Aids of the Company; to undertake sales, distribution and trading activities of all kinds of Rehabilitation Aids and Appliances and Mobility Aids, including their components, accessories, and parts thereof, including the marketing, sale, resale, warehouse, storage and delivery of the same.
8. *To promote research, scientific investigation and development into any aspect of the objects of the Company and its work and to utilise the results of any such research.
9. *To establish customer support centres, online help centres, electronic data processing centres and to carry on the business of data processing, word processing, software consultancy, system studies, management consultancy and feasibility studies of projects, design and development of management information systems in relation to hearing aid products and in pursuance of the objects of the Company.
10. *To act as advisors and consultants and to render a full range of services including, technical, scientific and operational assistance, training of personnel and generally any type of business or activity which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

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

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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 or persons for obtaining by grant or 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 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.
4. Subject to the provisions of Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
5. Subject to the provisions of Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
6. To enter into any arrangement with any Government or 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, which the Company may carry out, exercise and comply therewith.
7. 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

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representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.

8. To enter into partnership or into any arrangement for sharing profits, union of Interests, 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.
9. To enter into partnership or into any arrangement for sharing profits, union of Interests, 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 enter into partnership or into any arrangement for sharing profits, union of Interests, 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.
11. 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.
12. 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.
13. 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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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, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
15. Subject to the provisions of the Companies Act, 2013 Including the rules and 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. 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 security 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.
17. 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 of the Company, in such manner and on such terms as the Company may determine.
18. 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 the Companies Act, 2013.

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19. 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 the Company.
 20. 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 be 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.
 21. 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.
 22. 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.
 23. 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.
 24. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property assets, rights and effects of the company for such consideration as may be thought fit and in particular for cash or for stocks, shares, whether fully or partly paid up or securities of any other company.
- 4th 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.

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- 5th *****The Authorised Share Capital of the Company shall be INR 14,53,00,000/- (Indian Rupees Fourteen Crores Fifty-Three Lakhs Only) divided into 1,45,00,000 (One Crore Forty Five Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten) each and 30,000 (Thirty Thousand) Compulsory Convertible Preference Shares of INR 100/- (Indian Rupees Ten Only) each.
- 6th 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:

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