


**THE COMPANIES ACT 2013
(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION
OF
“ADCOUNTY MEDIA INDIA LIMITED”**

1. The name of the company is “ADCOUNTY MEDIA INDIA LIMITED”
 2. The registered office of the company will be situated in the State of Rajasthan.
 3. (A) The objects to be pursued by the company on its incorporation are
 1. To carry on the business of sale and purchase of online media, and to provide advertisement space on websites, to work as consultants and on, advertising, publicity, public relations press relations and mass communication, all types of consumer market, industrial, sociological and advertising research, graphic designing including product packaging exhibition, designing, photography, photo type setting computerized desktop publish printing and manufacturing advertising objects, novelties, packaging and other advertising materials and to carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and indoor, newspapers, magazines, books, screens, and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.
 2. To carry on all or any of the business to advise individuals, firms, companies, corporations and others anywhere in the world on best methods of advertising products, processes and services and to act as consultants and agents and to deal with newspapers, magazines, T.V., radio and other media on behalf of clients, to undertake advertising and promotional campaigns of all kinds on behalf of clients and to carry on any other.
- (B) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:
1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace and to manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipment's, engines, roadways, trolley ways, water courses, electric work, renovate and decorate and other works and conveniences which may seems necessary directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing any of these things.
 2. To import and purchase any machinery, implement, apparatus equipment's, material, articles and stores and to do all things for attaining the main objects of the Company.

For AdCounty Media India Limited

Director

3. To purchase, or tenancy or in exchange hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, plan improve, work, cultivate, deal with and turn on account concessions, grants, decrees, licenses, privileges, claims, options or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.
4. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know how, processes, engineering and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
5. To get approvals from various authorities either government, semi-government or private authorities, required for purpose of attainment of main object of the Company.
6. To enter into Collaboration, Joint ventures, Agreements, or arrangements for furthering the functions, activities and interest of the Company.
7. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors, or past employees, or directors of the company or its predecessors in the business or the dependents or connections of any such persons, and to grant pensions, allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.
8. To enter into arrangements with Government or authority supreme, municipal or local or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangement, rights, privileges and concessions.
9. To borrow or raise money other than by way of public deposits in the manner permitted under the Companies Act, 2013 and secure the payment of money in such manner as the company may think fit and to secure the same or repayment or performance of any debt, liability, contract guarantee or other engagement entered or to be entered into by the company in any way and in particular by issue of debentures charged upon all or any of company's undertaking or property including its uncalled capital, and to purchase, redeem or pay off such debentures.

For AdCounty Media India Limited

Director

10. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing placing of any shares in

the company's capital or any debentures, or other securities of the companies or in or about the organization, formation or promotion of the company or conduct of its business.

11. To invest and deal with the monies of the company in shares, debentures loans and/or in such other manner as may from time to time be deemed expedient and in particular to invest any monies of the company not immediately required for its business, including lending of the same to such parties and on such terms with or without security as may be thought to be in the interest of the company and in particular to customers of and persons having dealings with the company or carrying on any business which may be useful or beneficial to the company.

12. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for redemption of debentures or debenture-stock, for special dividends, for repairing, improving, extending and maintenance of any property rights or assets of the company for any other purpose.

13. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, or debentures or other securities of the company.

14. To undertake and execute any trusts the undertaking of which may seem to the company desirable either gratuitously or otherwise.

15. To participate in national and international trade fairs and exhibitions for the promotion and development of business and pursue any such activity or to do such other acts deeds and things which are incidental or ancillary to the attainment of the main object.

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. The Authorised capital of the company is of the company is Rs 25,00,00,000/- (Rupees Twenty-Five crore) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Share of Rs. 10/- (Rupees Ten) each.

Note:

1. The Authorised share capital of the company was increased in the Extra Ordinary General Meeting held on 17th January, 2024 from Rs. 1,00,000 (One Lakh Rupees Only) to Rs. 25,00,00,000 (Twenty-Five Crore).

2. Alteration in Name Clause of Memorandum of Association as New Set of Memorandum of Association has been adopted due to conversion into Public Limited Company in the Extra Ordinary General Meeting Held on 27th February, 2024

S.No.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC
					Dated
1	CHANDAN GARG S/O NARINDER KUMAR GARG R/O 58/5 MODEL TOWN-A MALVIYA NAGAR JAIPUR RAJASTHAN-302004 OCC: BUSINESS	06422150	4000	Equity	CHANDAN GARG 02/05/17
2	ADITYA JANGID S/O BASANT KUMAR JANGID R/O 124- MAHAVEER NAGAR -II, MAHARANI FARM DURGAPURA,JAIPUR RAJASTHAN-302018 OCC: BUSINESS	01655674	2000	Equity	ADITYA JANGID 02/05/17
3	ABBHINAV R JAIN S/O RAJENDRA KUMAR JAIN R/O B-49-A KIRTI NAGAR BEHIND JAIN TEMPLE TONK ROAD JAIPUR RAJASTHAN-302018 OCC-BUSINESS	AHOPJ5837D	2000	Equity	ABBHINAV R JAIN 02/05/17
4	DELPHIN VARGHESE S/O VARGHESE DEVASSY R/O WZ-A-49, STREET-10, KRISHNA PARK EXTN, NR- OUTER RING ROAD, VIKAR PURI , DELHI-110018 OCC: BUSINESS	AEJPV9922R	2000	Equity	DELPHIN VARGHESE 02/05/17
Total Shares taken			10,000.0	Equity	

Signed before Me				
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACS	SRISHTHI MATHUR D/O PRADEEP KUMAR MATHUR OFFICE ADDRESS:K-3, LAXMAN PATH, NEAR POST OFFICE, SHYAM NAGAR SODALA,JAIPUR-302019 OCC: PRACTICING COMPANY SECRETARY	42220	SRISHTHI MATHUR	02/05/17

For AdCounty Media India Limited

Director

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