

THE COMPANIES ACT, 2013

Memorandum
and
Articles of Association
of
QVC EXPORTS LIMITED



फॉर्म : आई.आर.
Form: I.R

निगमन का प्रमाण पत्र
Certificate of Incorporation

तारीख 18 श्रावण 1987 शक को
Cin No: U27109WB2005PTC104672

दिन संख्या: यू 27109 प.ब.2005पीटीसी 104672
of date August 9, 2005

मैं एतद्वारा प्रमाणित करता हूँ कि आज QVC EXPORTS PRIVATE LIMITED कम्पनी अधिनियम 1956 (1956 का सं० 1) के अधीन निगमित की गई है और वह परिसीमित है।

I hereby Certify that QVC EXPORTS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर के साथ कोलकाता में तारीख 18 श्रावण 1987 शक संवत् को दिया गया।

Given under my hand at Kolkata this 9th day of August two thousand Five.

(डी. बन्दोपाध्याय)
(D. Bandopadhyay)

उप कंपनी रजिस्ट्रार, पश्चिम बंगाल
Dy. Registrar of Companies, West Bengal



THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
QVC EXPORTS LIMITED

- I. The name of the Company is **QVC EXPORTS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The Object for which the Company is established are:

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on the business as manufacturers, Exporters, Importers, Traders, Brokers, Distributors, Dealers, Agents, Consultants, Contractors, Stockiest, Processors, makers, Converters, finishers, buyers and sellers in all kind of merchandise - Iron and steel products, all kinds of metals and minerals, sponge iron, all kinds of steel and involve into rolling and processing, Ferro Alloys, Refractories, Lancing pipe, ERW Pipes, Steel Pipes, Wires, Rod, Sheet, Ingot of all Metals, Scrap of all metals, Aluminum Extrusion, Master Alloys, Silicon Alloy, Aluminum Alloys, ferrous and Non Ferrous Metals and Alloys including Aluminum, Brass, Silicon, Copper, Magnesium, Manganese, Chromium, Zinc, Lead, Tungsten, Titanium, Nickel, Vanadium, Molybdenum, Niobium, Zirconium and fuel oil, Lubricants, Petroleum Products, Coal Charcoal, Coke, Carbon in all forms and to carry on any other business (Manufacturer of otherwise) which may seem to the Company capable of conveniently carried in connection with above to enhance the value of any of the property and rights of the Company for the time being.
2. To carry on or undertake or to be intended or engaged in any of the business whether in India or outside India either solely or in joint venture or in partnership with other Companies, Corporation or individual as firm or other association of persons as Manufacturers, Traders, Dealers, Agents, Brokers, Consultants, Service Organizations in readymade garments, Toys, Films, Cinematography, Photography, Electrical & Electronic Components & parts, mining products, agricultural products, Wooden products, all types of metal & Alloys ferrous & nonferrous, petroleum products, Lubricants, Plastics, Pharmaceuticals, Pesticides, Tea, Coffee, Spice products, Snacks, Eatables and Foodstuffs.
3. To carry on business as clearing forwarding agents, stevedores, Transporters, Handling and shipping Agents and any other business which may seem to conveniently carried in connection with these objects.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:³

1. To form or promote any company or companies having amongst its or their objects the acquisition of all or any of the assets, or the control, management, ownership or development of the company or any other objects which in the opinion of the Company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise to the Company; to pay the costs and expenses incurred in connection with any such promotion or in corporation; helping to remunerate any persons or company for services rendered or to be rendered in placing or to place, or to obtain subscriptions for the placing of, any shares in the capital or the company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or to participate in the promotion or formation of any other company in which the Company may have an interest.

QVC EXPORTS LIMITED



Director/Authorised Signatory

DIN - 09802602

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2. To act as advertising agents and to undertake publicity or making know any products manufacturers and goods in India or abroad in particular by advertisements, exhibitions, showrooms, neon signs, cinema slides, stall works of art as interests or by publication of books, periodicals and by conducting competitions and giving prizes, or donations.
3. To establish, run and manage canteens, schools, restaurants, provision stores, hospitals, dispensaries, nursing homes, maternity homes, medical and pharmaceutical stores, clubs, guest houses, holiday homes, and other social amenities in any part of India and abroad.
4. To appropriate any part or parts of the properties of the company for the purposes of its business and to acquire, build, lease, license or sell offices and other places of business.
5. To construct, erect and build factories, structures and buildings or any other works which may be seen directly or indirectly conducive to any of the objects of the Company.
6. To acquire movable and immovable assets by sale, mortgage, lease, give or exchange or otherwise for the establishment and carrying on the business of the Company.
7. To construct, build, purchase, acquire, lease, install, establish, operate, manage and maintain offices, apparatus, computers systems, satellite antennae and other facilities for the sale, provision and distribution of the services specified in any of the businesses that the company is empowered to carry on.
8. To buy, sell and generally deal in, any equipment, plant, machinery, computers, hardware and software systems, tools, goods or things of any description, which in the opinion of the Company, may be conveniently dealt in by the Company in connection with any of its objects.
9. To enter into any arrangement and to take all necessary or proper steps with the Government or public authority, local, municipal or otherwise or with any corporation or private persons for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification in the constitution of the Company or furthering the interests of the Company and to oppose any steps taken by any authority, firm or persons which the Company considers likely, directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company of furthering the interests of the Company and to oppose any steps taken by any authority firm, or person, which the Company considers likely, directly or indirectly, to prejudice its interests, and to obtain or Endeavour to obtain from any governmental or other public authority any charters, contracts, decrees, rights, grants, loan, subsidies, privileges, concessions, indemnities, sanctions or consents, as the Company may think proper.
10. To open and operate accounts with any individual, firm nor company or with any bank or banks in respect of the business of the Company.
11. To advance or deposit money, securities or property to or with any person, firm or company on any terms, with or without security, and to lend money to the Company's executives, officers and employees, agents and customers for purposes connected with the business of the Company.
12. To undertake commercial obligations, transactions and operations and to give guarantees and indemnities and guarantee payment of money in connection with the business of the Company.
13. In connection with the business of the Company to borrow and secure the payment of money in such manner as the Company may take think fit and in particular by the issue of

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Director/Authorised Signatory

DIN-09802002

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debentures, bonds, warrants, notes, participation term certificates and other securities charged upon all or any of the Company's undertaking, property, and capital both present and future, and to purchase, redeem and pay off such securities.

14. To enter into partnership or any agreement, for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any company, association partnership or person carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company, and to lend money to and guarantee the contracts of or otherwise assist any such company, association, partnership or person.
15. To take by subscription, purchase or otherwise acquire and hold shares or stock in or the debentures or other securities of any company, society or undertaking having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as, directly or indirectly, to benefit the Company and to accept stock or shares in or the debentures, or other securities of any Company, society or undertaking in payment or part-payment of any work performed by the Company and to dispose of the same.
16. To distribute all or any of the property of the Company amongst the members in specie or kind, but so that no such distribution amounting to any unlawful reduction of capital.
17. To establish and maintain agencies, branches or depots and to carry on business in any part of India and to take such steps as may be necessary to give the Company such rights or privileges as are possessed by local corporations or partnership firms as may be thought best.
18. To provide services to any business or concern that the company may find convenient or advantageous and to do any kind of commercial business but not to act as a banking company or engage in any unlawful business.
19. To pay the costs, charges and expenses which the company may lawfully be required to pay with interest for the formation and registration of the company.
20. To sell, dispose, transfer, exchange, lease, mortgage, hypothecate, charge, encumber, or otherwise deal with the business, undertaking, property, capital or rights of the company or any part of them for any consideration which the company may deem fit to accept.
21. To constitute, maintain, control, administer and dispose of reserve and other funds and generally to pay dividends, bonuses, commissions, pensions, gratuities, and honorariums and to distribute the assets of the company among the members.
22. To aid, peculiarly or otherwise, any association, body or movement having for object the solution, settlement, or surmounting of industrial or labour problems or the promotion of any industry or trade.
23. To remunerate any person or company for services rendered in placing or assisting to place any of the Company's capital or any debentures or other securities of the Company.
24. To grant pensions or gratuities to , and to establish and support, or aid in the establishment of , associations, institutions, funds, trusts and conveniences calculated to benefit the managing or any other executive director of the Company or any subsidiary of the Company or any employees or ex-employees and to provide for the welfare of such persons by building or contributing to the building of houses, dwellings or flats or by grants of money, pensions, allowances or other payments, or by creating and from me to me subscribing and contributing to provident and other associations, institutions,

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funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation,, hospitals, dispensaries, medical and other attendance and assistance as the Company shall think fit; and to subscribe or otherwise to assist, or donating or granting 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 mere expediency or otherwise and to support and subscribe for or contribute to any funds of any party, political, trade, commerce or industry, provided that such contribution is likely to be in the opinion of the Company, in the interests of the Company.

25. To purchase take on lease or otherwise acquire all or any part of the business or undertaking or property and assets of any other firm, company or corporation or person carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business.
26. To acquire from any person or any sources technical information, know-how, data processes, formulae, techniques and methods, engineering, manufacturing and operating data, plans, layouts, blue-prints and other data for the design, installation, erection, maintenance and operation of the plant, machinery, computer equipment and facilities whatsoever required for a attaining the main objects of the Company and to acquire any grant or license and other rights and benefits in connection herewith.
27. To advance and lend money to customers or other persons or corporations having dealings with the Company and to give any guarantee that may be deemed expedient and to negotiate loans with or without any security.
28. To make, draw, accept, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, letters of credit, hundies, cheques, debentures, bonds, coupons and other negotiable or transferable instruments and securities of all types in connection with the business of the company.
29. To establish agencies or branches in India or elsewhere and to regulate, manage or to discontinue the same.
30. To enter into contracts with Government, Central or state, Railways, Municipal, Local or other authorities or private pares for the attainment of the objects of the Company.
31. To enter into any arrangements or agreements with the Government or other authorities, Municipal, Port Trust, Railways, District or Local Boards, Civil and Military Authorities, Free Trade Zone or Export Oriented Unit or Zone or Authorities that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government or such other authorities ant rights, privileges, subsidies, grants and concession which the Company may think desirable.
32. To enter into contracts, agreements and arrangements with any other company, firm or person for the carrying out by such other company, firm or person on behalf of the Company of any of the objects for which this Company is formed.
33. To establish, promote and organize one or more subsidiaries or branches to carry on any business or branch of a business which the Company is authorized to carry on through the branches or such subsidiary and to enter into any arrangement with such subsidiaries and to close subsidiaries or branches.
34. To buy and sell foreign exchange in all lawful ways in compliance with the applicable law of India and of the foreign country concerned in that behalf for the attainment of any of the objects of the Company.

35. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, 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 such other company related thereto.
36. To refer or agree to arbitration or conciliation in India or outside India any claim, demand, dispute or other question by or against the Company or in which the Company is interested or concerned and whether between the Company and its members or their representatives or between the Company and its members or their representatives or between the Company and third parties and to observe, perform and do all acts, deeds, matters and things required to carry out or enforce the award or order or agreement.
37. 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 or about the formation or promotion of the Company or the acquisition of property by the company for the conduct of its business whether by cash or by the allotment of shares, debentures or other securities of the Company, credited as paid up in full or in part or otherwise.
38. 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.
39. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India or any other country of the world as the Company may decide and in any or all States, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
40. To procure the Company to be registered or recognized under the laws of India or in any part of the world.
41. To create any depreciation fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving or maintaining any property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalizing dividends or for any other purpose and to transfer any such fund or part thereof to any other funds herein mentioned.
42. To float, promote, form and assist limited companies or other companies, syndicates or firms or associations for the prosecution or execution of undertakings, works, projects or enterprises of any description in connection with any business of the company.
43. To repair, alter, remodel, clean, renovate, convert and prepare for sale or otherwise any plant, machinery, apparatus, tools, utensils, commodities, substances, materials, articles and things belonging to the company.
44. To employ experts to investigate into and examine the condition, prospects, value character and circumstances of any business concerns and undertakings and of any assets property or rights.
45. To apply for, purchase or otherwise acquire, protect, prolong and renew, in any part of the world, any patents, patent rights, inventions, trademarks, service marks, copyrights, intellectual property rights designs, licenses, protections and concessions and the like conferring any exclusive or limited right to their use or any secret or other information as to any invention process or privilege which may seem capable of being used for any of

the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, manufacture or grant licenses in respect of the otherwise turn to account the property rights and information so required and to expand money in experimenting upon, testing or improving any such intellectual property right.

46. Subject to the Act to merge or demerge or to amalgamate with any other company whose objects are similar to those of these company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or assets or business of any such other company as aforesaid or without winding up or by sale or purchase of business or undertaking or assets or all or a controlling interest in the shares or stock of the other such company as aforesaid or in any other manner as the Company may think fit.
47. Subject to the provisions of the Act to place in reserve, to distribute as dividend or bonus among the members or otherwise to apply as the Company may, from me to me, think fit, any moneys belonging to the Company including those received by way of 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.
48. To invest and deal with the moneys of the Company not immediately required in such manner, as may, from me to me, be determined and to lend money on mortgage of immovable property or on hypothecation or pledge of movable property or otherwise with or without any security.
49. To borrow money from banks, financial institutions, non-banking financial companies for any purpose authorised by the objects of the Company from me to me.
50. To acquire, hold, sell, dispose of and deal in shares, debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any company, corporation or authority constituted for carrying on business in India or in any foreign country and debenture- stock bonds, obligations and securities issued or guaranteed by any Government sovereign ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or in or in any foreign country.
51. To distribute among the members of the company dividends including bonus shares (including fractional share certificates) out of profits, accumulated profits, or funds and resources of the company in any manner permissible by law.
52. To provide for the welfare of employees or ex-employees(including Directors and ex-Directors) of the company and the wives, widows and families or the dependents or connections of such persons by granting money, annuities, pension, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from me to me subscribing or contributing to provident, pension or super annuation funds, institution funds, profit sharing or other scheme, of trusts as the company shall think fit.
53. To train or pay for the training in India or abroad of any of the company's employees or any candidate in the interest of or for the furtherance of the company's objects.
54. To collaborate or to enter into sub-contracting with or grant any license or sub-licenses to any persons or entities to carry on the objects of the company.
55. To carry on the business of manufacturers, processors, makers, converters, finishers, importers, exporters, buyers, sellers and dealers in all kinds of sponge iron, all kind of steels and involve into rolling and processing.

56. To set up steel furnaces and continuous casting and rolling mill plant for producing tar steel and alloy ingots, steel and steel vies and all kinds and sizes of re-rolled sections i.e., flats, angles, round containers, squares, hexagons, octagons, rail, joints, channels, steel stripes, agricultural implements, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting and steel structures.
57. To carry on all or any of the business of manufacturing, processors, importers, exporters of and dealer in all kinds of ferrous and non-ferrous metal meant for any industrial or non-industrial use, whatsoever, and to carry on the business in cold and hot rolling, re-rolling, sing, edge milling, sheeting, slumbing, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and other metals of stripes, sheets, foils, tapes, wires, rods, plates and any other.
58. To carry on the business of manufacturers and importers of and dealers in the materials used in the manufacturer of the articles manufactured by or dealt in by the company.
59. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific problems.
60. To sink wells and shas, lay down pipes, construct, improve, maintain, develop, work, manage, carry out or control any roadways, tramways, runways, branches or siding, bridges, telegraph lines, canals, reservoirs, water courses wharves, sheds, hydraulic works, electric works and factories, power houses, colonies, houses and villages.
61. To act as consulting engineers and management consultants and to project reports and plan layouts and provide technical advice guidance and supervision in the erection, installation, commissioning of any project, industrial or otherwise.
62. To assist any company or other enterprise in its dealing with any Government, local, statutory and other authority whether in India or abroad in the legitimate pursuit of its activities and to produce capital for any company or enterprises.
63. To carry on India or elsewhere the business of importers and exporters of and dealers in all such items that are permissible under Import and Export trade policy of the Government of India and also to buy and sell, either as principal or as broker, import Replenishment Licenses as per the policy of the Government of India.
64. To acquire by the purchase, lease, exchange, hire or otherwise develop, deal in or operate land, building and hereditaments of any tenure or description and to turn the same to account and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining rooms, flats, housing, markets, shops, godowns, offices and commercial complex and to manage land, building and other properties belonging to the company and to collect rents and income and to supply to tenants and occupiers other conveniences and facilities and to carry on business of Housing Finance.
65. To do all or any of the acts, matters and things hereby authorized in India or in any part of the world as principals, agents, contractors or otherwise and by or through trustees, managers, agents or otherwise and either alone or in conjunction with others.
66. To carry on business as commission agents, brokers, financial agents, importers, exporters and dealers in all types of products.
67. To manufacture, buy, sell, supply, import, export, and deal in all kinds and types and qualities of rubber and rubber to metal bonded products and its products, devices containers and other allied products.

68. To establish, promote, participate, sponsor and facilitate the associations, bureau, bodies and committees of persons and entities whose objects are similar to those of the Company for the attainment of the objects of the Company.
69. To engage in, undertake and carry on the electronic commerce and web hosting and web management services.
70. Subject to approval of the Reserve Bank of India under the Reserve Bank of India Act, 1934 as amended by RBI (Amendment) Act, 1997, to carry on the business of financiers, consultants and concessionaires, financiers of industrial enterprises or of providing infrastructure facilities and related or ancillary trades and business activities, leasing and hiring of all types of plant, machinery equipment, ships, aircraft, vehicles, rolling stock, goods, moveable property.
71. To design, develop, manufacture, assemble, lease, buy, sell, export or import, maintain, install, service, repair, or otherwise deal with networking, routing and connectivity equipment, computer systems, interface processors, antennae, satellite dishes, cables, computer hardware and Software, all accessories, components and spares relating thereto and equipment ancillary thereto provided the company shall not carry on the business of an internal or telecommunications service provider.
72. To acquire from or sell or license or sub-license to any person, firm, company or body corporate or concern, whether in India or elsewhere, technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data, plans, layouts and blue-prints useful for the design, election and operation of any plant or process of manufacturer, And to acquire and grant or license or sub-license other rights and benefits in the foregoing matters and things, and to render any kind of management and consultancy services.
73. To do all or any of the acts, deeds, matters, deeds and things here by authorized in India or in any part of the world as principals, agents, contractors or otherwise and by or through trustees, brokers, managers, agents, contractors or otherwise and either alone or in Conjunction with others.
74. To undertake and do all acts, deeds, matters, and things hereby authorized in India or in any part of the world as principals, agents, contractors or otherwise and by or through trustees, brokers, managers, agents, contractors or otherwise and either alone or in conjunction with others.
75. To carry on the business of mining, smelting, refining and to prospect for, explore survey open, work, develop, bore, drill, test and prove mining and claims, minerals, properties, and to raise, dig, excavate, dredge, win, quarry for, store, refine, crush, wash, treat, smelt, reduce, amalgamate and render merchantable ores, metals, precious stones, minerals, Aluminum, iron ore, zinc, copper, bauxite, earths chemicals and other natural substances, organic or inorganic, and the alloys, products or by products thereof.
76. To carry or undertake or to be intended or engaged in any of the business whether in India or outside India either solely or in joint venture or in partnership with other Companies, Corporations or individuals as firm or other association of persons as Manufacturers, Traders, Dealers, Agents, Brokers, Consultants, Service organizations in readymade garments, Toys, Films, Cinematography, Photography, Electrical & Electronic components & parts, mining products, agricultural products, wooden products, all types of metal & Alloys ferrous & non ferrous, petroleum products, Snacks, Eatables and foodstuffs.

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Director/Authorised Signatory

DIN - 09802002

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77. To carry on business as clearing forwarding agents, stevedores, Transporters, Handling and Shipping Agents and any other business which may seem to conveniently carried in connection with this objects.

AND IT IS HEREBY DECLARED THAT:

- I. The objects incidental and ancillary to the attainment of the main objects of the Company aforesaid shall also be incidental and ancillary to the attainment of the other objects of the Company herein mentioned.
 - II. The word "Company" (save when used with reference to this company) in this Memorandum shall be deemed to include any partnership or other body by association person whether incorporated or not and wherever domiciled.
 - III. The objects set forth in each of the several clauses of paragraph III here to shall have Widest possible construction and shall extend to any part of the world.
 - IV. Subject to the provisions of the Companies Act, 2013, the objects set forth in any clause of sub- paragraph C above, shall be independent objects and shall in no way be limited or restricted by reference to or inference from the terms of the clauses of sub-paragraph A above or by the name of the company. None of the clauses in sub-paragraph C or the objects therein described shall be deemed subsidiary or ancillary to the objects described in any of the clauses of sub paragraph A, and
 - V. Nothing in this paragraph shall authorize the Company to do any business which may fall within the purview of the Banking Regulations Act, 1949 or the Insurance Act, 1938 or fall within the category of value added services as defined under the announced policy of the Department of Telecommunications.
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.*1

**1Altered vide resolution passed at Extra ordinary general meeting dated 13th February, 2024, Increase in Authorized share capital from Rs. 8,75,00,000/- (Rupees Eight Crores Seventy Five Lakhs Only) divided into 87,50,000 (Eighty Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Rs. 10/- each (Rupees Ten only) each.*

QVC EXPORTS LIMITED



Director/Authorised Signatory

DIN- 09802002
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We, the several persons whose names and addresses are subscribed below, are desirous of being formed in to a company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the company set opposite our respective names:

Sl. No.	Name, address, description and occupation of each subscriber	No. of equity shares taken by each subscriber	Signature of witness with address description and occupation
1.	Sd/ Madhu Sharma W/o Rajendra Kumar Sharma 224, Dr. Bijoy Kumar Basu Sarani, Jodhpur Gardens, Kolkata - 700045. (Business)	5000	<p>I witness the signature of both the subscribers Who have signed in my presence</p> <p>Sd/ Bandana Gosai (Advocate) D/o Late Monilal (Advocate) 20A, Gariahat Road (West) Kolkata - 700068 Registration No. - 658103</p>
2.	Sd/ Nilesh Kumar Sharma S/o Rajendra Kumar Sharma 224, Dr. Bijoy Kumar Basu Sarani, Jodhpur Gardens, Kolkata - 700045. (Business)	5000	
		10000	

Dated: 04.08.2005

Place: Kolkata

QVC EXPORTS LIMITED



Director/ Authorised Signatory

DIN - 09802002

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