

MEMORANDUM OF ASSOCIATION OF

TURTLEMINT FINTECH SOLUTIONS LIMITED \*\*\*

(COMPANY LIMITED BY SHARES)

\*\*\*1<sup>st</sup> The Name of the Company is TURTLEMINT FINTECH SOLUTIONS LIMITED

2<sup>nd</sup> The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai.

3<sup>rd</sup> The objects for which the Company is established are:-

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

1. To carry on business in India and abroad of online, offline, direct marketing, traders, marketers, consultants, manufacturers, importers, exporters, buyers, sellers, dealers, agents, merchants, stockists, shippers, market research consultants, agents in relation to all kind of goods, merchandise, live-stock and services including industrial plant and machinery motor vehicles, cars, motor cycles, scooters, bicycles, office equipment's all consumer durable item, household equipment, metals, papers, wood , chemicals, pharmaceutical products, hardware, fasteners, computer hardware, software and all kind of goods merchandise and services and to establish international marketing and agency network and to establish, maintain, conduct, provide, procure or make available services of every kind including IT, commercial, statistical, financial, accountancy, medical, legal, management educational, engineering, data processing, brand building, fulfillment, call centre, communication and other technological, social and any consultancy services.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:-

1. To develop, provide, undertake, design and deal in systems and application software for internet websites, internet marketing, E-commerce solutions, customer relationship management solutions and to arrange, establish, encourage, promote, manage, perform and organize marketing operations, industry and competitive analysis of the market, develop potential market demand and contribute substantially to find the members, manage and coordinate the process and support services in India or abroad for advertising of the services whether manufactured or developed by the Company or not and to provide and improve the qualitative and administrative support.
2. To carry out research and development, and to provide consultancy in all types of software and



*Anand Prabhudesai*  
Anand Prabhudesai  
Director  
DIN 07106615

hardware solutions used in the computers, mobile phones or any other electronic gadget, and to embrace the latest technologies and advancements for any commercial purpose in the related fields.

3. To employ or otherwise appoint technical experts, professionals, engineers, system professionals, mechanics, foremen, skilled and semi-skilled labor for any of the purposes, of the business of the company.
4. To buy, purchase, lease, take on lease, exchange, rent, hire, occupy, allow to be occupied or otherwise acquire lands, buildings, flats and hereditament of any tenure or description in India or elsewhere whether for residential, business, or other purposes and any lands, estates, shops, warehouse, show-rooms, workshops, office, buildings, premises, machinery, plant and works, stock-in-trade, water ways, rights, easements, advantages and privileges.
5. Subject to the applicable laws, to borrow or raise moneys or loans for the purposes of the Company by promissory notes, bills of exchange, hundies, and other negotiable instruments or by mortgage, charge, hypothecation or pledge, or by debentures or by debenture stock, perpetual or otherwise, charged upon all or any of the Company's property and assets, both present and future, movable and immovable, including its uncalled capital, upon such terms as the Directors may deem appropriate.
6. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of the Company, against guarantee and / or security of the assets of the Company or otherwise.
7. Subject to the provisions of law for the time being in force, to subscribe, donate, promote, support, aid or otherwise assist or guarantee money for any national, charitable, benevolent, public, religious, scientific or other institutions, funds for any general or useful object or for any exhibition.
8. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in the securities and shares upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investment in such manner as the director may think fit subject to the provisions of the Companies Act 2013.
9. To enter into partnership or into any arrangement for sharing profits, union or interest, co- operation, joint venture, reciprocal concession or otherwise, or collaborate with any person or company, carrying on or engaged in any business or transaction, either in India or abroad, which this Company is authorised to carry on and for the said purpose, subject to applicable laws.
10. To act in conjunction with / unite or amalgamate with, absorb or merge with any undertaking, or business concern, create or constitute or assist in creating or constituting any other company

or association of a kind similar wholly or partially to this Company for the purpose of acquiring all or any of the properties, rights and liabilities of the company and to buy up or absorb all or any part of the business or property, the whole or any part of the goodwill of any such company or association and to acquire and secure membership seat or privilege in and of any association, exchange, market or institution in India or any part of the world.

11. To enter into any arrangements with any government or authorities, municipal, local or otherwise, or any persons or company in India or abroad, that is or may be 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, licences and concessions which the Company deems desirable and to carry out, exercise and comply therewith.
12. To alter, manage, develop, exchange, lease, mortgage, sublet, gift or otherwise dispose of, improve or deal with the land, property, assets, rights, resources and undertaking of the Company or any part thereof for such considerations as the Company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and to distribute among the Members of the Company in cash or in specie any property or assets of the Company, provided that no such distribution amounts to reduction of share capital except in accordance with the provisions of the Companies Act 2013 or any other enactment thereof in this behalf.
13. To form, establish, promote, subsidise, aid, acquire, organise, or be interested in any other company or companies, including subsidiaries, syndicates or partnerships, for the purpose of acquiring all or any of the undertaking, property and liabilities of this Company or of any share therein by way of exchange for its shares or otherwise for any purpose which may seem intended directly or indirectly to benefit the Company and to pay all costs, charges and expenses incurred or sustained for the said purpose.
14. To provide for the welfare of the Directors or former Directors or the employees or former employees of the Company, by grant of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing to provident and other funds and providing or subscribing towards schools, places of instruction and recreation and hospitals, dispensaries, medical and other attendance and assistance as the Company shall think fit, and to form, subscribe to or otherwise aid benevolent, scientific or other institutions or objects or purposes.
15. To create any reserve fund, sinking fund, insurance fund, dividend equalization fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive.
16. To place, reserve or distribute as dividend or bonus among the Members or otherwise to apply as the Company may from time to time think fit, any moneys credited in the reserve fund of the Company, received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.

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17. To provide for training and development in India or abroad of any employees of the company and of any candidate for such employment and build human resources in the interest or in furtherance of the main objects of the Company.
18. To keep the assets of the Company adequately insured for loss, damage, obsolescence or otherwise.
19. To develop, apply for, register, purchase, transfer, accept transfer or otherwise acquire and promote, protect, prolong and renew in India and elsewhere, any technology patents, patent rights, licenses, concessions, trademarks, copyrights, designs, trade names and also acquire any right of use of any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem intended directly or indirectly to benefit the Company and to use, exercise, develop, manufacture or grant licenses or privileges in respect of the above and to subsidise, take part in or assist in any experiments, investigation and/or research likely to prove beneficial to the Company.
20. To remunerate any person, firm or company for rendering services to the Company whether in cash or by allotment of shares or securities (including debentures) of the Company credited as paid in full or in part or otherwise as may be thought expedient.
21. To appoint agents or brokers or trustees and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, as principals, agents, contractors, trustees or otherwise and either alone or jointly with others.
22. To enter into arrangements for rendering and obtaining of technical know-how, services and/or technical collaboration, expertise for the manufacture and maintenance of various electronic systems and equipment, computers and peripherals, process control instrumentation, telecom network systems, and components for the electronic and allied industries with individuals, firms, research laboratories, bodies corporate whether in or outside India.
23. To acquire, produce, transmit, publish, print and reproduce in any form whatsoever (including, without prejudice to the generality of the foregoing, visual or audible form and forms capable of being used by, in, or in connection with, computers) and to buy, sell, supply or otherwise deal in directories, brochures, manuals, journals, periodicals, magazines, newspapers, books, pictures, photographs, stationery and other documents for making known any goods and products dealt in by the Company and the services provided by the Company.
24. To distribute, in the event of winding up of the Company, among the Members in specie or kind, any property of the Company or any proceeds of sale or disposal of any property of the

Company subject to the provisions of the Companies Act, so that no distribution amounting to reduction of capital or of dividend be made except in conformity with the requirements of law for the time being in force.

25. To provide guarantees, counter guarantees, third party guarantees or to stand as surety for the payment of money, secured or unsecured, obtained by the company from banks, financial institutions, mutual funds, public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of promissory notes, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations, banking facilities, instruments and securities of any such entities as aforesaid.
26. To undertake or promote scientific research relating to the main business or class of business of the Company.
27. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
28. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent- rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licenses concessions and rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
29. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
30. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.

31. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
32. Subject to the Provisions of Section 100 to 105 of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
33. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
34. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
35. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
36. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
37. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

4<sup>th</sup> The Liability of the Members is limited and the liability is limited to the amount unpaid, if any, on the shares held by them.

5<sup>th</sup> The Authorized Share Capital of the Company is INR 41,66,75,296 (Indian Rupees Forty One Crore Sixty Six Lakh Seventy Five Thousand Two Hundred and Ninety Six) divided into:

1. 40,00,00,000 (Forty Crore) equity shares of face value of INR 1 (Indian Rupees One) each,
2. 5,572 (Five Thousand Five Hundred and Seventy Two) Seed Round preference shares of face value of INR 1 (Indian Rupees One) each,
3. 56,204 (Fifty Six Thousand Two Hundred and Four) Series A preference shares of face value INR 10 (Indian Rupees Ten) each,
4. 88,242 (Eighty Eight Thousand Two Hundred and Forty Two) Series B preference shares of face value INR 110 (Indian Rupees One Hundred and Ten) each,
5. 88,660 (Eighty Eight Thousand Six Hundred and Sixty) Series C preference shares of face value INR 20 (Indian Rupees Twenty) each,
6. 1,000 (One Thousand) Series C1 preference shares of face value INR 20 (Indian Rupees Twenty) each,
7. 7,038 (Seven Thousand and Thirty Eight) Series C2 preference shares of face value INR 20 (Indian Rupees Twenty) each,
8. 42,963 (Forty Two Thousand Nine Hundred and Sixty Three) Series D preference shares of face value INR 20 (Indian Rupees Twenty) each,
9. 26,266 (Twenty Six Thousand Two Hundred and Sixty Six) Series D1 preference shares of face value INR 20 (Indian Rupees Twenty) each,
10. 29,074 (Twenty Nine Thousand and Seventy Four) Series D2 preference shares of face value INR 20 (Indian Rupees Twenty) each,
11. 1,25,000 (One Lakh Twenty Five Thousand) Series E preference shares of face value INR 20 (Indian Rupees Twenty) each, and
12. 1,044 (One Thousand and Forty Four) Series 1 Preference shares of face value INR 1 (Indian Rupee One) each.

with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach there to respectively such preferential qualified or special rights, privileges or conditions, as may be determined by or in accordance with the articles of association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013, and as provided by the articles of association of the Company."

(\*Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 18<sup>th</sup> April, 2015.)

(#Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 13<sup>th</sup> June, 2015.)

(^Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 18<sup>th</sup> November, 2016.)

(\$Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 04<sup>th</sup> June, 2018.)

(+Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 26<sup>th</sup> December, 2018)

(@Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 27<sup>th</sup> November, 2019)

(^Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 24<sup>th</sup> March, 2020)

(%Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 22<sup>nd</sup> July, 2020)

(!Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 04<sup>th</sup> November, 2020)

(&Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on February 13, 2021)

(>Existing clauses modified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on February 08, 2022)

(<Existing clauses modified vise Ordinary Resolution passed at the Extra Ordinary General Meeting held on November 27, 2024)

(~Existing clauses modified vise Ordinary Resolution passed at the Extra Ordinary General Meeting held on April 29, 2025)

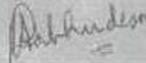
(\*\*Existing name clause modified vise Special Resolution passed at the Extra Ordinary General Meeting held on April 29, 2025)

(\*\*\*Existing name clause modified vide Special Resolution passed at the Extra Ordinary General Meeting held on May 23, 2025)



*Anand Prabhudesai*  
Anand Prabhudesai  
Director  
DIN 07106615

We, the several persons whose names, addresses and descriptions are herein under subscribed below, 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 to our respective names:

Name, Address, Description and Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature Names, Address, Description & Occupation of Witness
1. Anand Rohidas Prabhudesai S/o Rohidas Gajanan Prabhudesai Maleshwari Bunglows, Behind Essar Bldg, Amal, Teleigaon, Geranzalem, North Goa, Goa 403000. Business	50,000 [Fifty thousand]		" I WITNESSED TO SUBSCRIBERS 1 & 2 WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE DATE: 14/03/2015 PLACE: MUMBAI FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS [ID] FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR IDENTIFICATION PARTICULARS AS FILLED WITNESS FOR 1 & 2 CHAITALI DODHI D/O JAVED DODHI 401, TULIP BLDG, SV-RD-03, SANTACELUZ (W) MUMBAI-400054 OCCUPATION: SERVICE
2. Dhyanendra Nalini Matiyaravathi S/o Nalini Mungarabai Matiyaravathi Flat No 503, Wing C, Gardensia, Thakur Village, Gardensia Complex, Kharivli (E), Mumbai-400101 Business	50,000 [Fifty thousand]		



Dated: 14th March, 2015  
Place: MUMBAI

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Anand Prabhudesai  
Director  
DIN 07106615