(COMPANY LIMITED BY SHARES)
(Incorporated under the Companies Act, 2013)

MEMORANDUM OF ASSOCIATION
OF
AIRIQ 365 LIMITED *

I. The Name of the company is **AIRIQ 365 LIMITED. ***

II. The Registered Office of the Company will be situated in the **State of West Bengal**

III. **(A) The Objects to be pursued by the company on its incorporation are: —**

1. To purchase, acquire and procure airline tickets, rail tickets, travel packages, and related services directly from airline companies, railways, road transport companies and such other organization in India and abroad and to resell, distribute or supply such tickets and services to travel agents, tour operators, and other third-party intermediaries.

2. To design, develop and manage advanced technological platforms and tools aimed at facilitating the purchase, sale, and exchange of travel-related products and services including but not limited to airline tickets, Hotel Bookings and car rentals on internet to subagents and end customer all over the world.

3. To act as a passenger sales agent, sub agents and agents for airlines companies and shipping companies, clearing Agents, forwarding agents, shipping agents, charter party contractors, custom house agents, loading and uploading agents act as consulting and advisors for airline, shipping companies, railways, road transport companies and such other Organization in India and abroad.

4. To act as commission agents of airline, shipping companies, railways, road transport companies and such other Organization in India and abroad for the marketing and sale of various travel-related services and products, including, but not limited to, transportation, accommodations, tour packages, and other related services to the sub-agents.

5. To organize, promote, and conduct tours and travel arrangements and to act as tour operators and travel agents.

** The Shareholders have approved to change the name of the Company from "**AIR IQ India Limited**" to "**AIRIQ 365 Limited**" by passing a special resolution in the Extra Ordinary General Meeting held on 21st November, 2025.*

AIRIQ 365 LIMITED
Company Secretary

6. To engage in any other ancillary activities related to the travel and tourism industry, including but not limited to, arranging ground transportation, travel insurance, currency exchange, visa facilitation, and other related services.

(B) Matters which are necessary for furtherance of the Objects specified in Clause III(A) are: —

1. To acquire by purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.

2. To obtain licenses, approvals and authorizations from Government, Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.

3. To enter into any contract, Agreements, Memorandum of understanding, Joint Ventures, Arrangements or such other mode of Contracts with Government of India, State Governments, Foreign Governments, Municipal / Local Authorities, Bodies Corporate, Persons or such other Authorities whether in India or elsewhere as the Company may deem fit for the purposes of carrying out the objects of the company.

4. To enter into any partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise with any person, firm or company carrying on or engaged in or about to carry on or to engage in any business or transaction which this company is authorised to carry on and to act as the agents of any such person, firm or company.

5. To enter into collaboration agreements with Indian or foreign individuals companies or firms to acquire technical know-how, processes formulae, or scientific knowledge either by lump sum payment or otherwise.

6. To sell, lease, exchange, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.

7. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of any contracts or obligation and the payment of money by any such persons or companies and generally

to give guarantees and indemnities or become sureties for any such person or Company.

8. To pay for any business, property or rights acquired or agreed to be acquired by the company and to offer as security any property of the company for the due performance and fulfillment of the obligations of the company for such payment.

9. To establish, provide, maintain and conduct or otherwise subsidize research and experimental workshops for technical research and experiments, to undertake and carry on technical research, experiments and tests of all kinds to promote studies and technical researches, investigations and inventions by providing, subsidizing, endowing, or assisting, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, obtaining patent, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests of all kinds and inventions in connection with business activities of the Company.

10. 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 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, debentures or other securities of the company and remunerate any person, firm or company in any manner the company shall deem fit for services rendered in placing of shares, debentures or other securities of this company or those of any other company held or owned by this company.

11. 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.

12. To acquire or take over with or without consideration and carry on the business of managers and agents, by themselves or in partnership with others, of companies or partnerships or concerns whose objects may be similar, whole or in part, to those of the Company.

13. Subject to the provisions of the Companies Act, 2013 or any other enactment in force to indemnify and keep indemnified members, 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 interests of the company and for any loss, damage, or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.

14. To agree to refer to Arbitration and refer to Arbitration any disputes present or future between the company and any other company, firm or individual and to submit the same to Arbitration in India or abroad either in accordance with Indian or any foreign legal systems.

15. To establish, undertake, recognise or subscribe to any trust or trusts for the aims and objects mentioned in the above clauses.

16. To apply for or join in applying for, promote and obtain any privilege, concession, license or authorisation of any Government, state or municipality, provisional order or license of any authority for enabling the company to carry any of its objects into effect or for extending any powers of the company or for effecting any modification of the constitution of the company or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the company.

17. To exercise all of the powers, rights and privileges of this company and to conduct its business or any part thereof in any part or possession of India and in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, either alone or in conjunction with others, and to do all such other things, as are incidental or conducive to the attainment of the objects of the company and for this purpose to establish offices and agents in India and elsewhere and discontinue the same as may seem expedient.

18. To acquire the whole or any part of any business any land, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any such company, association, partnership or person.

19. To act as agents or brokers for any person or company and to undertake and perform subcontracts and to do all or part of the above things in any part of the world, either alone or jointly with others, and either by or through agents, subcontractors, or otherwise.

20. Subject to the Articles of Association of the Company for the time being to apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, invention, manufacturing, technology, trade makers, blue prints, drawings secret processes, formulae, and other technical and commercial data and other Intellectual Property, licenses, concessions and the like, confer any exclusive or non - exclusive or limited rights to their use, of any secret or other information as to any invention 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, or grant licenses in respect of or 5otherwise turn to account the property, right, or information so acquired, and to expend money to experimenting upon testing or improving any such patents, inventions, or rights.

21. To establish or promote or concur in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of such other company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any parts of the shares, debentures or other securities of any such company.

22. To sell, lease, transfer, convey, assign, or otherwise dispose of a significant or major part of the company's property, equipment or other assets whether tangible or intangible.

23. To appoint attorneys for and on behalf of the company and to execute the necessary powers to 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.

24. To train, pay for the training in India or abroad, of any of the company's employees or persons to be employed by the company, all in the furtherance of the company's objects.

25. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up and subject to the provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof and Insolvency and Bankruptcy Code, 2016 including any statutory modification(s) or re-enactment thereof, as the case may be.

26. To purchase or otherwise acquire all or any part of the business, property rights, goodwill 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, so as directly or indirectly to benefit the company, and in particular to purchase, acquire, sell any property, shares, stock, debenture stock of any such person, firm or company and to make arrangement in regard to the winding up of the business of any such person, firm or company.

27. Subject to the provisions of the act, to invest any moneys of the company not required for the purpose of its business in such investment or securities as may seem expedient.

28. Subject to the provisions of the act, to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular, subject to the Articles of Association by the issuance of debentures, or debenture stock, perpetual or otherwise, and to secure the payment of any money borrowed or raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or such other person or Company to give the lenders the power to sale and such others powers as may seem expedient and purchase, redeem or pay off any such securities.

29. The Company shall have the power to borrow money from time to time by way of loans, cash credit, external commercial borrowings (ECB), overdraft facilities or otherwise from any bank, public financial institution, non-banking financial Company (NBFC), or any other person, body corporate or lender, whether secured or unsecured, and upon such terms and conditions as may be deemed fit by the Board of Directors.

The Company may also secure the repayment of any such borrowings and interest thereon by mortgage, charge or hypothecation of the whole or any part of the Company's assets and properties, both present and future."

30. To insure the whole or any part of the property of the company either fully or partially or to protect and indemnify the company, its employees, officers, and directors from liability or loss in any respect.

31. To make known the company and its products and activities by such means as may seem expedient, including advertising in newspapers by the purchase and exhibition of works of art or other articles, by publication of books and periodicals, by awarding prizes and giving donations and making other contributions.

32. To remunerate any person, firm or body corporate rendering services including technical aid and advice, granting licences or permission for the use of patents, technical know-how, trade secrets, processes, trademarks copyrights and other similar proprietary rights.

33. Subject to the provisions of the Companies Act, 2013, to amalgamate with any other company or companies having objects altogether or in part similar to those of the company whether with or without the liquidation.

34. Upon any issue of shares, debentures or other securities of the company, to employ any person, firm or company as brokers, commission agents and underwriters and to provide for the remuneration of said persons, firm or company for their services by payment in cash or by issue of shares, debentures or other securities of the company or by the granting of options to take the same or in any other manner allowed by law.

35. To vest any immovable or movable property, right or interest acquired by the company in any person or company on behalf of or for the benefit of the company, subject to the provisions of the Companies Act, 2013.

36. To enter into, undertake and execute any contracts for the supply of the products manufactured or dealt with by the company, and to carry out any sundry works comprised in such contracts.

37. To take or otherwise acquire or hold shares in any other company having objects altogether or in part similar to those of the company in terms of this Memorandum of Association so as directly or indirectly to benefit this company.

38. In connection with the business of the Company to purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage , charge , convert, hold, turn to account , dispose off and deal in real and personal property and rights of all kinds and in particular lands, buildings, hereditament, business undertakings, and concerns, debenture - stocks, mortgages, debentures, produce, concession , options, contracts,

patents, annuities , licenses, stocks, shares , securities, bonds , policies, book debts and claims , privileges and chooses in action of all kinds , including any interest in real or personal property and any claim against such property or against any person or company and to carry on any business , concern or undertaking so acquired.

39. To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.

40. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control, and /or manage any building, offices, factories, mills, water works, gas works, electric power, heat and light supply works and other works and conveniences which the Company may think directly or indirectly conducive to its objects or which may advance their interests of the Company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company as partner or co-worker in doing any of these things.

41. To carry on business as tour operators to promote international and domestic tourism and travel, and to act as booking agents, representative and contractors to facilitate international and domestic tourist, tourism, local travels and sightseeing arrangements, booking and reserving hotel accommodations , seats on airplanes and surface transports, and to arrange and to issue tickets and to hire and own taxies, motor cars and all kinds of public vehicles and transports, and all matters concerning international and domestic tourism and travel.

42. To establish and maintain information bureau for the collection and distribution of information to travelers, customers and others and to print, write, publishes the books, pamphlets, booklets and literature related to tour and travel, business in India and abroad.

43. To act as consultants, give advice to engage in dis curations or Information in all aspects of passport/ visa/ tours travels /import /registration in India and to Provide related liaison services.

44. To carry on the Business of clearing agents, streamliners agents, travel and tourist agents, transport agents and contractors to arrange and operate tour facilities for inwards/outwards tourism including handling of tour groups arranging hotels/ ticketing/planning of tours conference for travelling and to provide for tourist and travelers , represent airlines, steamship lines, railways other Courier and carriers in India or abroad and to arrange charter flights at short notices go for aircrafts, helicopter operations on lease or purchase for passengers of cargo/helicopters. To provide multimodal transportation system.

45. To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with

or ancillary to any of the above business or the general business of the Company or as may be thought conducive to the attainment of the above objects or any of them in India or any other part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with other or others.

IV. 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.

V. The Share Capital of the Company is Rs. 100,00,00,000 (Rupees Hundred crore) divided into 100,00,00,000 (Hundred Crore) equity shares of Rs. 1/- (Rupees one only) each.

☑ We, the several persons, whose names and address 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:

☐ I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:

☐ 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:

Subscriber Details

S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	UDAAN HOLIDAYS PRIVATE LIMITED CIN: U63040WB2019PTC234866 Add: ASMI SQUARE, 2ND FLOOR 2ND MILE, SEVOKE ROAD, Siliguri, WB-734001 Auth. Representative: Sreyashi Chatterjee D/O Sandip Chatterjee Add: DL Roy Sarani, Mahananda Para, Siliguri (M.Corp), Darjeeling,WB-734001 Occupation: Service	C*I*C*5*1*	800000 Equity,0 Preferen	SREYASHI CHATTER JEE	21/05/2025
2	MB AGRO PRIVATE LIMITED CIN: U68100WB2009PTC132558 Add: Asmi Square, 2nd Floor 2nd Mile, Sevoke Road,Siliguri,WB-734001 Authorised Representative: Akash Handa S/O Rajpal Handa Add: Ward No-40, 140, Sachitra Paul, Sarani Haider Para, Siliguri, West Bengal-734001 Occupation: Service	A*A*H*6*3*	800000 Equity,0 Preferen	AKASH HANDA	21/05/2025
3	SHAKUNTALA AGARWAL D/O MAHABIR PRASAD KANDOI Add: Kamakhya Building, Netaji School Lane, Milanpally, Jalpaiguri Siliguri, Siliguri Bazar Darjiling, West Bengal 734005 Individual Occupation: Housewife	A*W*A*0*7*	800000 Equity,0 Preferen	SHAKUNT ALA AGARWAL	21/05/2025
4	SASHI KANT AGARWAL S/O SAJAN KUMAR MOUNDIA, Add: 2ND FLOOR, WHITE HOUSE, MILLANPALLY NEAR CHILDREN PARK, OPP: ICICI BANK A DIST: DAR SILIGURI West Bengal -734005 India Individual Occupation: Service	0*7*6*2*	200000000 Equity,0 Prefe	SASHI KANT AGARWAL	21/05/2025
5	NISHI KANT AGARWAL S/O SAJAN KUMAR MOUNDIA Add: 2ND FLOOR, WHITE HOUSE NEAR CHILDREN PARK, OPP ICICI BANK ATM, MILLANPALL SILIGURI West Bengal-734005 India Individual Occupation: Service	0*7*6*0*	200000000 Equity,0 Prefe	NISHI KANT AGARWAL	21/05/2025

6	KHUSHBOO AGARWAL D/O Basudev Agarwalla Add: Near Children Park, New Milanpally, Silguri (M.Corp), Silguri Bazar, Darjeeling, West Bengal-734005 Individual Occupation: Housewife	C*N*A*8*0*	800000 Equity,0 Preferen	KHUSHBOO AGARWAL	21/05/2025
7	UDAAN HOTELS & RESORTS PRIVATE LIMITED CIN: U55101WB2017PTC222349 Add:2nd Floor, Asmi Square 2nd Mile, Sevoke Road, Siliguri West Bengal-734001 Authorised Representative: Sanjay Kumar Prasad S/o Kedar Prasad Add: 70,Ganganagar Road No 02, Nepali Patty, Siliguri, Darjeeling-734005 Occupation: Service	1*4*8*6*	800000 Equity,0 Preferen	SANJAY KUMAR PRASAD	21/05/2025
	Total shares taken		404000000 Equity,0 Preference		

Signed before me

Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCS	Kapil Saluja	Address: A-3/90, Janak Puri, B1, West Delhi, Janakpuri B-1, Delhi-110058. Individual Occupation: Practicing Company Secretary	6*9*	Kapil Saluja	21/05/2025

7 Shri / Smt ______ ______ Of ______ resident of ______ aged ______ years shall be the nominee in the event of death of the sole member.

AIRIQ 365 LIMITED
Company Secretary