

REPUBLIC OF MAURITIUS

THE COMPANIES ACT 2001

Constitution of

HV HOLDINGS LTD

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1. **NAME**

The name of the company shall be HV Holdings Ltd (hereinafter the “Company”).

2. **REGISTERED OFFICE**

The registered office of the Company is Remy Ollier, 8th Floor, MaxCity Building, Port- Louis, Mauritius or in such other place as the Board may determine.

3. **SECOND SCHEDULE OF COMPANIES ACT TO APPLY**

The provisions contained in or made available by the Second Schedule to the Companies Act 2001 (the “Act”) shall, except as hereinafter provided or so far as the same are not consistent with the provisions of this Constitution, apply to the Company.

4. **LIABILITY**

The liability of the Company’s shareholders is limited.

5. **STATED CAPITAL**

5.1. **Types of Shares**

Different Classes of shares in the Company may be issued and, without limiting the foregoing, shares may:

- (a) be redeemable;
- (b) confer preferential rights to distribution of capital and income;
- (c) confer special, limited, or conditional voting rights; or
- (d) not confer voting rights.

5.2. **Redeemable Shares**

Subject to the Companies Act, the Board may issue shares that are redeemable:

- 5.2.1. at the option of the Company;
- 5.2.2. at the option of the holder of the share; or
- 5.2.3. on a date determined by the Board; for a consideration that is:
 - (a) determined by the Board;



- (b) to be calculated in accordance with a formula; or
- (c) required to be fixed by a suitably qualified person who is not associated with or interested in the Company.

6. **TREASURY SHARES**

6.1. **Company may hold its own Shares**

The Company may, subject to approval by the Board, purchase or otherwise acquire its Shares in accordance with, and subject to, Sections 68 to 74, 106, and 108 to 110 of the Companies Act, and may hold the acquired Shares as treasury shares in accordance with section 72 of the Companies Act. The Company may purchase its Shares from some Shareholders and not from others.

6.2. **Rights and obligations of treasury shares suspended**

6.2.1. The rights and obligations attaching to a treasury share shall not be exercised by or against the Company while it holds the treasury share.

6.2.2. Without limiting Article 6.2, while the Company holds the treasury share the Company shall not:

- (a) exercise any voting rights attaching to the treasury share; or
- (b) make or receive any distribution authorized or payable in respect of the treasury share.

6.3. **Reissue of shares that company holds in itself**

The Company may transfer a treasury share, and the provisions of the Second Schedule of the Act apply to a transfer of a treasury share as if the transfer were the issue of a Share under the Second Schedule of the Act.


7. **DECLARATION OF APPLICANT**

We, the undersigned applicant, hereby certify that this document is the Constitution of the Company

Dated this 14th day of December 2021

APPLICANT

For and on Behalf of
HV Holdings Ltd


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Roupesh HEMATLAL



