



AFFIDAVIT OF DIRECTORS OF WARRANTYZIMORSCH PRIVATE LIMITED

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, Mahipal Singh Rathore, born on **05/08/1995**, residing at **27 Krishna Vihar, behind MDS School, OLD RTO, Pratap Nagar, Girwa, Udaipur, Rajasthan** and Yashpal Singh Rathore born on **15/06/1992**, residing at **27 Krishna Vihar, behind MDS School, Girwa, OLD RTO, Pratap Nagar, Udaipur, Rajasthan**, both Directors and equal shareholders of **Warrantyzitorsch Private Limited**, a company duly registered under the laws of India, having its registered office at **ASUNDA, UDAIPUR, RAJASTHAN**, and registered under the Ministry of Corporate Affairs, India, bearing Registration Number **U74999RJ2022PTC082024** (hereinafter referred to as "the Parent Company"), do hereby solemnly affirm and declare as follows:

1. Background of the Parent Company:

- Warrantyzitorsch Private Limited, incorporated in India under the provisions of the Companies Act, 2013, is engaged in the business of digital marketing services, website/app development, graphic designing, content writing and software development.
- The Parent Company has a strong market presence and has made a strategic decision to expand internationally by establishing a wholly owned sister concern in the United Kingdom under the name Warrantyzitorsch UK Limited.

2. Establishment of the sister concern in the United Kingdom:









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| राजस्थान स्टाम्प अधिनियम, 1993 के अन्तर्गत स्टाम्प वसुलि पर अर्जापत्र दर्जकरण | |
| 1. आधारभूत अंकनसंख्या निकासांक संख्या | 50 |
| 2. गण्य कर अंकन संख्या निकासांक संख्या | 100 |
| कुल गण्य | 150 |
| हस्ताक्षर राजस्थान सरकार | |

- Warrgizmorsch UK Limited, a sister concern of Warrgizmorsch Private Limited, will be incorporated in the United Kingdom under the Companies Act 2006 (UK).
- The UK sister concern will operate as a wholly owned sister concern of Warrgizmorsch Private Limited, with Mr. Mahipal Singh Rathore being appointed as the sole director and the 100% shareholder of the company.

3. Corporate Structure:

- **Ownership:** The Parent Company holds 100% ownership of the sister concern, Warrgizmorsch UK Limited. As the sole director and shareholder, Mr. Mahipal Singh Rathore will exercise full control over the day-to-day management of the sister concern, ensuring that business activities align with the strategic objectives and business operations of the Parent Company in India.

- **Control and Management:** The common link between the Parent Company and the Sister concern is primarily demonstrated through shared control and ownership. The decisions and operations of Warrgizmorsch UK Limited will be in direct alignment with the objectives of Warrgizmorsch Private Limited. Mr. Mahipal Singh Rathore will be acting under the guidance and strategic direction of the Parent Company, ensuring operational coherence between both entities.

Shared Business Goals: Both companies will function as part of the same global business structure, with Warrgizmorsch UK Limited executing strategies and business decisions aligned with the Parent Company's objectives. The UK sister concern will be responsible for executing business functions that are complementary to those undertaken by the Parent Company in India.

Financial Integration: The profits, losses, and financial risks of both companies will be shared as per agreed terms between the directors of the Parent Company. These arrangements will be reflected in the formal accounting and financial reporting of both companies, in compliance with the UK Companies Act 2006, and the Indian Companies Act, 2013.

4. Operational and Strategic Consideration:

- **Shared Resources and Business Operations:** The Parent Company will provide essential resources and support to the UK sister concern, including but not limited to technology, intellectual property, branding, and business models. The UK sister concern will leverage these resources to build its operations in the UK, ensuring the strategic alignment of both entities.
- **Cross-Company Collaborations:** The UK sister concern will be engaged in business activities that are closely related to the Parent Company's operations in India. For example, both companies will pursue the same



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customer base, engage in the same markets, and offer similar products or services.

- **Transfer of Knowledge and Expertise:** The Parent Company will support the UK sister concern by sharing its operational knowledge and expertise, ensuring consistency and standardization of business practices across both companies. This will include regular communication, staff training, and strategic consultations.

5. Profit and Loss Distribution:

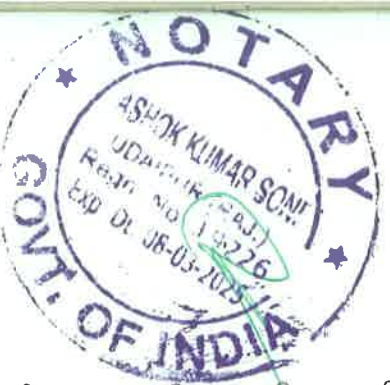
- As per the agreement between the directors of the Parent Company, the profits or losses from the operations of both Warrgizmorsch Private Limited and Warrgizmorsch UK Limited will be distributed in accordance with mutually agreed terms. This distribution will be following the applicable laws in India and the UK, ensuring that all financial activities are aligned between the two companies.

6. Compliance with Applicable Laws:

- We, the directors of the Parent Company, affirm that the establishment of the sister concern in the UK will comply with the relevant UK legislations, including but not limited to:
 - **Companies Act 2006 (UK)**, which governs the incorporation, management, and dissolution of companies in the UK.
 - **Corporation Tax Act 2010 (UK)**, ensuring tax obligations are met and the sister concern is properly registered with HMRC.
 - **Money Laundering Regulations 2017 (UK)**, including compliance with Know Your Customer (KYC) and Anti-Money Laundering (AML) requirements.
 - **Data Protection Act 2018 (UK)**, ensuring compliance with GDPR and proper handling of personal data.
 - **Foreign Investment Regulations and Brexit Guidelines**, ensuring that all relevant trade and investment laws are adhered to.

7. Undertaking:

- We undertake that all decisions related to the operations of the sister concern will be taken in the best interests of both the Parent Company and the Sister concern and will reflect the common goals of the two entities.
- We will comply with all relevant laws and regulations in India, the United Kingdom, and internationally, including those related to corporate governance.



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8. Affirmation:

- This affidavit is executed in accordance with the laws of India and the United Kingdom to formalize our decision to establish the sister concern in the United Kingdom and to demonstrate the common link between the Parent Company and the Sister concern.

IN WITNESS WHEREOF, we have set our respective hands and seals to this affidavit on this **2nd April 2025**.

Director 1

Signature: _____

Name: Mahipal Singh Rathore

Date: **2nd April 2025**



Director 2

Signature: _____

Name: Yashpal Singh Rathore

Date: **2nd April 2025**



SIGNATURES/PHOTO/THUMB
TESTED
ASHOK KUMAR SONI
NOTARY - UPPERSAIBRAJ

2.4.2025

WITNESSES:

1. Witness Name: Shiv Singh Rathore

Signature: _____

Date: **2nd April 2025**



2. Witness Name: Yogita Panwar

Signature: _____

Date: **2nd April 2025**

