

**THE COMPANIES ACT, 1956
AND
(THE COMPANIES ACT, 2013 TO THE EXTENT APPLICABLE)**

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AMULYA HERBS PRIVATE LIMITED

- I The name of the company is Amulya Herbs Private Limited.
- II The Registered Office of the company will be situated in the Union Territory of Chandigarh.
- III The objects for which the Company is established are set out hereunder:
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:
1. To start, operate, collaborate, import, export, sell, purchase or otherwise deal in and marketing or multi marketing of health and nutrition products, food or food supplements, whether medicinal or aromatic, through plants or otherwise or through usual or unusual herbs, plantation or tuber crops, fruits, mushroom, nuts, fresh or canned, dehydrated or frozen fruits, vegetables or any genetic combination thereof, bee keeping honey and its processing, sericulture and its processing and to operate farming under satellite contractual buyback schemes including cultivation & processing & medicinal and aromatic plants, usual & unusual rare herbs, recycling of organic waste, fermentation and membrane process technologies.
 2. To carry on Trading, Purchasing and Selling of Cosmetics products, personal care products, Health Care Products, Home care products, plant care products, pet care products and veterinary products based on Fruit and other plants parts and to carry on the trade in all types products made out of fruits and other medicinal Herbs.
 3. To carry on the business as distributor, buying and selling agents, importer and exporter of all types of above items and to acts as an agent Liaison House, commission agent for Indian and Foreign Manufacturers of all items as mentioned in the above clauses.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS

- (1) To receipt of contract amount in foreign currencies & repatriate the amount out side India
- (2) To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
- (3) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (4) 2. To purchase any movable or immovable property including industrial,commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses,bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (5) 3. To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (6) 4. To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (7) 5. To construct, execute, carryout, equip, support maintain, operate, improve, work,develop, administer, manage, control and superintend within or outside the country any where in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamations, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts,decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

- (8) To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid-up in full or in part or otherwise.
- (9) To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.
- (10) To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.
- (11) To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.
- (12) To lease, sub-lease, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
- (13) To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
- (14) To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
- (15) To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.
- (16) To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.

- (17) To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.
- (18) To adopt such means of making known the articles, goods, products, appliances manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.
- (19) To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.
- (20) To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.
- (21) To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
- (22) To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.
- (23) To carry on research and development activities on all aspects related to the business and objects of the Company.
- (24) To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.
- (25) To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.
- (26) To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering,

manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or instalments or fees or royalties.

- (27) To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or instalments or fees or royalties or through any other arrangement.
- (28) To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights and the like, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.
- (29) To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.
- (30) To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.
- (31) To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
- (32) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.
- (33) To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
- (34) To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.

- (35) To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.
- (36) To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere.
- (37) To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
- (38) To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
- (39) To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.
- (40) To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.
- (41) Subject to sections 391 to 394 and 394A of the Act, to amalgamate with any other company with all or any of their objects being similar to the objects of the Company in any manner whether with or without the liquidation.
- (42) To carry on any business or branch of business which the Company is authorized to carry on through any subsidiary company or companies, whether within or outside India, and to organize, promote and incorporate such subsidiary company for taking profits and bearing the losses of any business or branch so carried on, or for the financing of any such subsidiary company, or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with

reference to any business or branch so carried on including the power to, either temporarily or permanently close any branch or business.

- (43) 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 or shareholders of the Company or persons having dealings with the Company and to give any guarantee or indemnity that may seem expedient.
- (44) To receive money in any form, borrow or raise money in such manner and on such terms and as may seem expedient, and in particular by issue of debentures, or debenture stock and discharge any debt or obligation binding on the Company in accordance to the provisions of the Act and in such manner as may be deemed fit.
- (45) To draw, make, accept, endorse, discount, secure, execute, and issue cheques, bills of exchange, promissory notes, debentures, bills of lading and other negotiable or transferable instruments.
- (46) To insure the Company fully or partly against any losses, damages, risk, accidents and liabilities of all kinds in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, articles, guarantees and obligations or in respect of employees of the Company either by setting apart funds of the Company or by effecting appropriate insurance from time to time.
- (47) Subject to the provisions of the Act, to invest surplus funds of the Company from time to time as would be deemed fit by the Directors and, from time to time, sell or vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary for such purposes.
- (48) To create any reserve fund/account, sinking fund, insurance fund/ account or any other special fund/account whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to or for advancement of the interests of the Company.
- (49) Subject to the provisions of Sections 292, 293, 293A and 293B of the Act, to subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, universities, colleges or any individual, body of individual or bodies corporate.
- (50) To institute, conduct, defend, settle, negotiate, dispose off, compound, compromise or abandon any legal or other proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to refer or submit to arbitration any dispute in connection therewith and also to compound and allow time for payment or satisfaction of any debts, dues or any claims or demands by or against the Company.

- (51) To appoint agents, selling representatives, commission agents, and to engage lawyers and solicitors and to grant them or any one of them necessary powers of attorney.
- (52) To subscribe for, become a member of and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association, such information as may be likely to further the objects of the Company.
- (53) In the event of winding up, to distribute among the promoters of the Company *in specie* any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to reduction of capital be made except with the sanction (if any) for the time being required by law.
- (54) To develop, extend or expand any branch of the Company's main and/or ancillary businesses.






(C) OTHER OBJECTS NOT INCLUDED IN "A" OR "B" ABOVE

- (1) To carry on the business of trading and dealing with the goods and services as mentioned in "A" above.
- (2) To undertake, carry out, promote and sponsor development programs including any program for promoting the social and economic welfare of, or the uplift of the public in any area and to assist in the execution and promotion thereof, whether directly or through an independent agency, or in any other manner.
- (3) To manufacture and trade all types of goods.
- (4) To generate, sale and trade electricity from all type of renewable sources and conventional sources such as Coal & Hydro power.
- (5) To deal with refineries/ bio refineries and grow their agriculture and herbal product (Raw Material) in the field of captive use & generate, sale and purchase.
- (6) To manufacture & deal in research & development of Bio medicines

IV The liability of the members is limited.

V The Authorized Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakhs only) divided into 10,000 (Ten Thousand) shares of Rs 10 (Rupees ten only) each with the power to increase or reduce the capital of the Company.

We, the several persons, whose names and addresses are 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 our respective names:

S. No	Name, Address, Occupation and Description of each subscribers	Number and Type of Equity Shares	Signature of Subscribers	Name, Addresses, description and Signatures of Witnesses
1	NAME: MANISH MARWATA S/o Sh. T. K. MARWATA H No: 422, SECTOR-8 KARNAL (Businessman)	4900 (Shares) 		I hereby witness the Signatures of the Subscribers to this Memorandum of Association, who have signed in my presence. CA Ankit Agrawal Chartered Accountant M.No. 519867 Sec 201, SECT-8, Jindal Park, Chd. 
2	Abha Marwaha d/o Sh. Suresh Chand Gupta # 422 Sector 8 Karnal (Business)	5700 (Shares) 		

Place: Panchkula

Date: 21/03/2014.