

THE COMPANIES ACT, 2013

SCHEDULE I - TABLE – A

**MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES
OF**

HEALUX INTERNATIONAL PRIVATE LIMITED

(Company limited by shares)

1ST. The name of the Company is **HEALUX INTERNATIONAL PRIVATE LIMITED**

2ND. The Registered Office of the Company will be situated in the State of Karnataka

3RD. The objects for which the Company is established are:

(A)The Main Objects to be pursued by the Company on its incorporation:

1. To establish and carry on in India and abroad the business of establishing /operating/managing outlets to buy, sell, import, export, manufacture, treat, prepare, distribute, service and deal in any manner in Health & Luxury products segment comprising of Nutrition Supplements, Cookware and Kitchen & Home Products
2. To carry on business as merchants, importers, exporters and agents and to act as stockists, franchisers, dealers, importers, exporters, agents, brokers, lessors, warehousemen, wholesalers, or otherwise deal in Health & Luxury products segment comprising of Nutrition Supplements, Cookware and Kitchen & Home Products

(B) The Objects incidental or ancillary to the attainment of the main objects in 3 (A) above:

- 1) To acquire from or sell to any person, firm, body corporate or other organizations, public, government or semi-government authorities whether in India or else-where, copyrights, technical information, know-how, process engineering, manufacturing,

operating and commercial data, plans, layouts and blue prints useful for the design, erection, establishment and operation of any kind of plant or process of manufacture and commercial or non-commercial activity or services, to acquire and grant or license other rights and benefits in the possession of the Company and to render any kind of consultancy service.

- 2) To enter into collaboration/s, agreement/s and contract/s with Indian or foreign individuals, firms, companies or governmental agencies and other organizations for or to provide technical, financial and other assistance for carrying out all or any of the objects of the Company.
- 3) To appoint, establish and maintain agencies, branches and other trade channels anywhere in the world for the conduct of business of the Company, and for the sale of material/s or thing/s or services for the time being at the disposal of the Company for sale.
- 4) To engage, hire, retain or employ or cause to be engaged, hired, retained or employed such individuals, professionals and organizations in order to carry out the objects of the Company.
- 5) To advertise and adopt means of making known the activities of the Company or any articles or goods or services traded or dealt with by the Company in any way as may be expedient, including the posting of bills in relation thereto, and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
- 6) To apply for, purchase or otherwise acquire and to protect, prolong and renew trade marks, trade names, copyrights, designs, secret processes, patent rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, to spend money in experimenting, testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire or develop.
- 7) To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for technical research and experiments and carry on scientific and technical research, experiments and tests of all kinds including assembly or manufacture of prototypes.
- 8) To amalgamate, enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or Company.

- 9) To apply for, promote and obtain under any Act of Parliament, charter, privilege, concession, license or an authorization of any Government, State or Municipality, provisional order or license of any other authority, or acquire the same for enabling the Company to carry on any of its objects or for extending 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 interest of the Company.
- 10) To enter into any agreement with Government or State authority, Municipality, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State authority any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
- 11) To be interested in, promote and undertake the formation and establishment of such institutions, business pools, syndicates, combines and the like (industrial, trading, manufacturing or otherwise) as may be considered to be conducive to the interest of the Company, and to acquire, promote or subsidize any industry, business or undertaking and to carry on other allied business (industrial, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.
- 12) To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on business which this Company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, debentures of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding-up of the business of any such person, firm or company.
- 13) To build, acquire, construct, alter, maintain, enlarge, pull-down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, railways, townships, branches or sidings, bridges, electric works and other works and conveniences which are required by the Company or which may seem calculated directly or indirectly to advance the interest of the Company and to joining with any other person or company in carrying out the above activities and to collect taxes, cess or other receipts as may be deemed expedient.
- 14) To purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or privileges, which the Company may think necessary or convenient for the purposes of its business.
- 15) To buy, lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may think fit.
- 16) To amalgamate with any company, subject to the provisions of the Companies Act.

- 17) To pay all the costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company including charges in connection therewith, including costs charges and expenses of negotiations, contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
- 18) To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares pursuant to a Stock Option Plan or otherwise or by a call or option on shares, debentures or securities of this or any other company, or in any other manner) whether out of the Company's capital, profits or otherwise, to any person, firm or company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason the Company may think proper.
- 19) To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise and, to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- 20) To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, bills of exchange, bills of lading, delivery notes, warehouse keeper's certificates and other negotiable, commercial or mercantile instruments connected with the business of the Company.
- 21) To open accounts with any individuals, firms, and companies or with any banks and to pay into and to withdraw moneys from such accounts.
- 22) To lend or deposit or invest money belonging to, entrusted to or at the disposal of the Company to such persons or companies and on such terms as may seem expedient, and in particular to customers, members, directors and others having dealings with the Company with or without security, upon such terms as may be thought proper, and to guarantee the performance of contracts by any such persons or companies and to generally give guarantees and indemnities. However, the Company shall not do banking business as defined under the Banking Regulations Act, 1949.
- 23) To make advances upon or for the purchases of materials, goods, machinery, stores and other articles required for the purpose of the Company.
- 24) To borrow or raise money with or without security or to receive money on deposits subject to the provisions of the Act, at interest or otherwise, in such manner as the Company may think fit, and in particular by the issue of debentures, perpetual or otherwise, including debentures convertible into shares of this or any other company, and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of this Company, present or future, or payoff any such securities, and also by similar mortgage, pledge or charge, to secure and guarantee the performance by the Company or any other person

of any obligation undertaken by the Company or any other person or Company as the case may be.



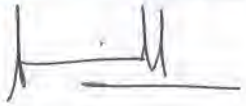
- 25) To sell, mortgage, assign or lease and in any other manner deal with or dispose off the undertakings or properties of the Company or any part thereof, whether movable or immovable, for such consideration as the Company may deem fit and in particular, for shares, debentures, or other securities of any other company.
- 26) To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, right and concessions of the Company.
- 27) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds, provident funds or other funds for the benefit of, and give or procure the giving of gifts, donations, gratuities, pension, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or any company which is subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, who are or were at any time Directors or officers of the Company or of such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, either alone or in conjunction with any other company as aforesaid.
- 28) To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalization fund, capital redemption 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 redemption of debentures or redeemable preference shares, or any other purpose whatsoever which is conducive to the interest of the Company.
- 29) To provide for the welfare of the Directors, ex-Directors, employees or ex employees of the Company or its predecessors in business and the wives and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls, or quarters or by grants of money, pensions, gratuities, non-contributory pension or superannuation funds, allowances, bonuses, awards, profits sharing, or other scheme or trusts by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to establish, maintain and grant scholarship monies to any- persons for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the Company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

- 30) Subject to the provisions of the Companies Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, religious, scientific, national or other institutions or objects or for any public, general useful objective.
- 31) 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, but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
- 32) To invest, apply for, acquire or otherwise employ and deal with monies belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security, upon such terms as may be thought proper and from time to time and vary such transactions in such manners as the Company may think fit.
- 33) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any manner.
- 34) To undertake, carry out, promote and sponsor or assist. any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or for any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc., or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or for any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches. and for establishing, conducting or assisting any institution, fund, trust, etc., having one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair and concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public or Charitable Institutions.
- 35) To aid, pecuniarily or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry or-trade.
- 36) To develop the resources of and turn to account the lands, buildings, and rights for the time being of the Company in such manner as the Company may think fit, and in particular, by clearing, draining, fencing, planting, building, improving farming, grazing, mining and by promoting immigration, establishing towns, villages and settlements.

4TH . 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.

5TH . The Authorized Share Capital of the Company is Rupees 1,00,00,000 (Rupees One Crore only) divided into 10,00,000 (Ten Lakh only) Equity shares of Rs. 10/- (Rupees ten only) each.

6TH. We, the several persons, whose names and addresses are subscribed and 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.

Sl. No.	Names, Addresses, Description and Occupation of Subscribers	Number of equity shares taken by each subscriber	Signature
I.	Name: Anjana Nair Daughter of: Kamal Chandra Lakshmi Address: 419, 3 rd Cross, KRC Road, Doddagubbi Bangalore- 560077 Karnataka, India Occupation: Business	1 Lakh only (1,00,000)	 Anjana Nair
II.	Name: Suniltha Stanley Daughter of: David Pockianathan Address: No. 494/A, II Main, G.M. Palaya New Thippasandya, Bangalore - 560075. Occupation: Business	Twenty Thousand only (20,000)	 
Total No. of Shares Taken		1,20,000 only	

Dated this 6th day of March 2015 at Bangalore.

I hereby witness to subscribers, who have subscribed and signed in my presence on this 6th day of March 2015 at Bangalore

further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in above

Name, address, description and occupation of witness:-

Joseph Lomy Jacob S/o. C.O. Jacob
3rd Floor, Shrik Ah Complex, Kuzamangala 2nd Block
Bangalore 560 068. Occu: Practising company Secretary
FCS-6269 CP No. 6728.