

[Pursuant to Schedule I (see sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

SPICE+MOA
(e-Memorandum of Association)

* Table applicable to company as notified under schedule I of the companies Act, 2013

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Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is

E-VISIONARIES MARKETING PRIVATE LIMITED

2. The Registered office of the company will be situated in the state of

Gujarat-GJ

3.(a) The objects to be pursued by the company on its incorporation are

To carry on business in India or elsewhere as manufacturers, producers, processors, makers, inventors, importers, exporters, traders, retailers, marketing and direct selling as per the government guidelines and deal in all kinds of health care products, Food supplements, food products, FMCG goods, home care products, beauty and skin care products, herbal medicine, care product, fitness products, perfumes, health aids products, glamour products, standardised Siddha, Ayurveda, Unani, Allopathy, Homoeopathy and other traditional medicaments of pure quality.

3.(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To buy, sell, manufacture, treat, prepare, repair, alter, exchange, hire, let on hire, import, export, deal or dispose of in all kinds of products and services which may be either required for the purposes of any of the business which the Company is expressly or by implication authorised by this Memorandum of Association to carry on, or may seem to Company necessary, suitable or convenient for conducting the Company's main business.
2. To enter into and execute any contract for any process involving production or whole manufacturing process, experimentation of related products on contract basis including job contract or on commission basis and/or to do packing, repacking and advertising concerning the products of the company and to establish and equip laboratories and carry on analytical, experimental and other work or undertaking any research in relation to the general object of the Company.
3. To advance, deposit or lend money, securities and property (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms, or body corporate as the Company thinks fit and in particular to customers and other having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such person.
4. To guarantee including Guarantee to the lenders or any other person for the payment of money secured by payable under or in respect of bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations and other securities of any Company or any person however, whether incorporated or not incorporated.
5. To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, Covent, hold, turn to account, dispose off, real and personal property and rights of all kinds, and undertakings, debenture stock, mortgage, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts and claims privileges and chose in action of all kinds, including any interest in real of personal property and any claims against such property or against any person or Company and carry on any business, concern or undertaking so acquired.

6. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bill of exchange, bills of lading, debentures and other negotiable or transferable instruments.
7. To acquire from time to time and to deal in all such stock-in-trade, plant and machinery, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company. To invest and deal with any money of the Company not immediately required in such investments as the Company may deem fit and to held, sell or otherwise deal with such investments.
8. To lend and advance money, either with or without security and give credit to such persons on such term and conditions as the Company may think fit, but not amounting to the business of banking as defined under the Banking Regulation Act, 1949.
9. To guarantee the performance of the any contract or obligations of and the payment of money unsecured or secured of or interest or any stock, shares, or securities of any Company, Corporation, Firm or person as the Company may think fit for the purpose of the business of the Company.
10. To issue on commission, subscribe for, purchase or otherwise acquire and sell, dispose off, exchange, hold shares stocks, bonds, debentures-stocks, public securities or other securities issued by any authority, central, state, municipal, local or otherwise.
11. To subscribe to, become a member of, subsidies and co-operative with, any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company and to produce form and communicate to any such association, such information as may be likely to forward the object of the Company.
12. To improve, manage develop, grant, fights, or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
13. To purchase, take or lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.
14. To supply for, purchase or otherwise acquire, protect and renew any part of the world patents, license, concessions, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or there information regarding any invention o research with may seem capable of being use of any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant license in respect there to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
15. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm body corporate, carrying on or proposing to carry on any business which the company is authorised, to carrying on or proposing to carry on any business which the company is authorised, to carry on, or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
16. To enter into any arrangements with any government or any authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company?s object and to apply for, procure and for procure and obtain any Act, of parliament, privileges, concessions, license, or authorisation of the government or any other authority, local or otherwise for enabling the Company and to carry of its objects into effect or for extending any of the powers of the Company to carry out, exercise and comply with any such Act, privilege, concession, license or authorisation and to carry out and implement the provision of the Foreign Exchange Regulation Act, 1973.
17. To pay for any rights or property acquired by the company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
18. To amalgamate, enter into partnership or in any arrangement for sharing concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorise to carry on or engage in, or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or contract with any person, association or body corporate whether in India or outside, for such other purposes that may seem calculated beneficial and conductive to objects of the company.
19. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.
20. To incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, Proprietorship firm, Partnership firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.

21. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liabilities and property, of Company or for any other purpose which may seem directly or indirectly calculated to benefit of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debenture for or other securities of any such other company or companies.
22. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the company or any land, business, property, right or assets of any kind of the Company or any share of interest therein respectively in such manner and such consideration as the Company may think fit, and in particular for share, debentures or securities of any other body corporate having objects altogether or in part similar to those the Company.
23. To pay any premiums or salaries and to pay for any property, right or privileges acquired by the Company or for services rendered in connection with the promotion, formation, or the business of the Company or for services rendered or to be rendered by any person firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares, of the Company of debentures, debenture-stock, or other securities of the company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the company, and to issue any such shares either as fully paid up or with such and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
24. To pay out the funds of the Company all charges and expenses preliminary and incidental to the promotion, establishment and registration of the Company.
25. To procure of the company to be registered or recognised in any part of the world, outside the union of India.
26. To take in to consideration and to approve and confirm and/ or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters if the Company and further to enter into any arrangement, agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or connection with the formation or promotion of the Company.
27. To be peculiarly or otherwise any association body or movement having for its objects the solution, settlement or summoning or industrial or labour problems of the promotion of industry and trade.
28. To subscribe or donate to or guarantee money for any national, philanthropic, charitable, benevolent, public, general or useful object, fund or organisation association or institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or the interest of its members.
29. Subject to the provision of the Act, to make donations to such person and in such cases and either of cash or other assets as the Company may think directly or indirectly conducive to any of its object or otherwise expedient.
30. To undertake and execute any trust either gratuitously or otherwise for the purpose of the business of the Company.
31. In the event of winding up to distribute all or any of the property of the Company amongst the members in specie of kinds or any 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 section (if any) for the time being required by law.
32. To do all or any of the above things in any part of the world as principals, agents, contractors, trustee by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying any of the aforesaid object in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
33. To adopt such means of making known the business/activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations. Subject to the provisions of the Companies Act, 2013.
34. To undertake, carry out, promote, sponsor, contribute or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in rural area irrespective whether the Company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity or rural development and to assist execution and promotion thereof either directly or in association with any other company or person or organisation or through an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, to transfer without consideration or at such fair or concessional value and divert the ownership of the properties of the Company to or in favour of any public or local body, authority, Central or State Government or any public institution or trust or fund.
35. To raise or borrow money from time to time for any of the purpose and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machineries, goods or other properties of the Company or by the issue of the debentures or debenture-stocks, perpetual or otherwise, charged upon all or any of Company's properties (both present and future) including its uncalled capital or by such other means as Directors may in their absolute discretion deem expedient.
36. Subject to Section 73 / 74 of the Companies Act , 2013 and Rules made there under and directions issued by Reserve Bank of India to borrow, raise, or secure the payment of money at interest for purpose of the company and at such time or times and in

such manner as may be thought fit and in particular by the creation and issue of the debentures or debenture - stock bonds, shares credited as fully or partly paid up, obligations, mortgages, charges and securities of all kinds, either perpetual or otherwise either redeemable annuities in as and by way of securities for any such money so borrowed, raise or received or of any such debenture, debenture-stock, bonds, obligations, mortgage, charges and securities of all kinds, either so issued to mortgage, pledge or charge the undertaking or whole or any part of the properties, rights, including its uncalled capital or otherwise howsoever by trust, special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders powers, as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulations Act, 1949.

37. To enter into partnership, LLP or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

4. 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.

5. The share capital of the company is rupees, divided into,

10,000.00	Equity	shares of	10.00	rupees each	,and
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- 6 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, 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 (Applicable in case of one person company):

