

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SANGHVI BRANDS PROMOTERS PRIVATE LIMITED**

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**I. The name of the Company is SANGHVI BRANDS PROMOTERS PRIVATE LIMITED.**

**II. The Registered Office of the Company will be situated in the State of Maharashtra, within the Jurisdiction of Registrar of Companies, Pune.**

**III. The objects for which the Company is established are:**

**A. MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

1. \*\*\*To establish, acquire, operate, import and/or to carry out wholesale trade and to do marketing and promotion of various new or existing Indian or International Brands and to deal in goods and services of various branded products and services.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

2. To appoint Dealers, Distributors, C & F Agents, Stockists, Wholesalers, Commission Agents, Franchisees, Contractors for attaining the Main Object

3. To provide Consultancy Services in relation to any of the business activities specified in the Main Object on commercial basis.

4. To develop, organize, promote, establish, acquire, run or manage, Sports Centers Health Clubs, Nutrition and Health Centers, Food and Beverages Brand, Massage Parlours, Beauty Parlours, Beauty Saloons, Beauty Spas, Fashion Brands, Fashion Accessories and Textiles Brands on commercial basis and to do all acts, things as may be considered necessary and expedient for attainment of the Main Object.

5. To provide training and education to various individuals and training academies and to organise certificate programmes in furtherance to Main Object.

\*\*\*Inserted vide Special Resolution passed by the members of the Company in the Extraordinary General Meeting held on 12.01.2014

\* Existing Clause III B (2) has been deleted and other Clauses have been renumbered vide Special Resolution passed by the members of the Company in the Extraordinary General Meeting held on 24.01.2014



6. To establish, run or manage hotels, restaurants, coffee shops, travel agencies or other institutions in the hospitality industry in furtherance to the Main Object.
7. To enter into an agreement / partnership or joint venture or collaboration for the business or its development/expansion with any party, either Indian or foreign and to pay in cash or in shares of the Company or both for the consideration of such arrangements, including constituting branches in any part of the world.
8. To amalgamate with any Company or Companies having objects altogether different or in part similar to that of this Company.
9. To purchase or by any other means acquire projects, prolong and renew, whether in India or elsewhere, any Patents, Patent Rights, Copyrights, Trademarks, licenses, protections and concessions with or without Royalty, User fees or any other fees / charges mutually agreeable to the contracting parties which may appear likely to be advantageous or useful to the Company and to use and turn to account and to grant licenses or privileges, in respect of the same to spend money in experimenting upon and testing and in improving or seeking to improve.
10. To advance, deposit money, securities and property to or with such persons and on such terms and conditions as may seem expedient to customers and others having dealing with the Company and to give guarantee or become surety for any such person(s), firm(s) or Company or Companies.
11. To let, mortgage, charge, rent, lease, hire or dispose of any movable or immovable property of the Company either absolutely or conditionally in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment for satisfaction of the same without prejudice to the provisions of the Transfer of Property Act, 1882.
12. To procure recognition of the Company in any Country, State or place and to establish and regulate agency or agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, laws, resolution, decrees, concessions, orders, rights, or privileges that may seem conducive to the Company's objects or any of them and to oppose any legal proceedings or applications which may seem calculated directly or indirectly to be prejudicial to the interest of the Company or which may be affecting the Company's interest.
13. To borrow or raise money or secure the payment of money with or without interest in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, convertible into shares of this or any other Company or perpetual debenture annuities, 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 the Company, present or future including its uncalled capital, by special assignment or to transfer or to convey the same absolutely or in trust and to give the lenders power of sale and other powers as may deem expedient and purchase, redeem or pay off any



such securities including debenture without security but subject to payment of principal and interest in a manner to be stipulated in relation to issue of such debentures and subject to the provisions of Section 58A of the Companies Act, 1956 and the directives given by the Reserve Bank of India.

14. To draw, accept, make, endorse, discount, negotiate or transfer Promissory Notes, Hundies or Bills of Exchange, Bill of Lading and any other Negotiable Instrument in connection with business of the Company.
15. To invest surplus money belonging to the Company in immovable properties or in securities or in such other manner as may be deemed expedient.
16. To adopt such means of making known the business carried on by the Company as may seem expedient and in particular by advertising in the press, television, films, magazines and other media as deemed fit through circulars, exhibitions of work of art and display and to award prizes, rewards, donations and gifts.
17. To create any Depreciation fund, Reserve fund, Sinking fund, Staff welfare fund, Other welfare fund, Insurance fund, or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redemption of preference shares.
18. To give donations in cash or kind or by allotment of fully or partly paid shares or debentures, debenture stock or securities of this or any other Company or in any other manner whether out of Company's capital or profits or to any person or persons, firm or Company, for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, stock or other securities of the Company
19. To distribute Bonus Shares by capitalisation of Reserves of the company subject to the provisions of the Companies Act, 1956 and/or any Guideline(s) issued by the Securities Exchange Board of India or any modification thereof
20. To distribute any of the property of the Company in specie or amongst the members subject to the provisions of the Companies Act, 1956 in the event of winding up.
21. To pay out of the funds of the Company all expenses, which the Company may lawfully incur, for promotion, formation and registration of the Company or issue of capital including brokerage and commission payable to brokers or underwriters for raising the necessary amount required by the company.
22. To incur preliminary expenses of any Company promoted by the Company or any Company in which the Company is/may be interested.



23. To open current, fixed deposit and/or other account with any Bank and to operate the said account(s) as may be decided by the company.
24. To establish branches and appoint agent(s) in India and outside India, for or in connection with the objects of the Company.
25. To insure the whole or any part of the property of the Company either fully or partially.
26. To remunerate directors, the managing director, whole time directors, officers, staff and employees of the Company and others out of or in proportion to the returns or profits of the Company as may be deemed fit by the Company.
27. To assist the Government authorities and other institutions for rural development, rural upliftment by creating employment or undertake community development programmes and other activities for the benefit of general public on its own or alongwith any other person.
28. To train or pay for the training of any employee or director or any other person in furtherance of business of the company.
29. To provide for welfare of the employees or ex-employees of the Company and the wives and families or dependents of such persons by building or contributing to the building of houses, dwellings, or chawls or by grants of money, pensions, allowances, bonus or other funds, institutions or trusts and to provide or subscribe or contribute towards hospitals and dispensaries, medical and other attendant clubs or other assistance as the Company shall think fit and to subscribe or contribute or assist to guarantee money to charitable, benevolent religious, scientific, national, or provident fund trust, superannuation trust.
30. To indemnify officers, directors, agents, consultants and servants of the Company against proceedings, costs, damages, claims and demands in respect of any thing done or ordered to be done by them for / in the interest of the Company or for any loss or damage caused in execution of duties.
31. To establish and support or aid in establishment and support of associations, institutions, funds and trust calculated to benefit employees or ex-employees of the Company or the dependents of such persons and to grant pensions, allowances and gratuities and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public objects.
32. To commence, manage, run, maintain, subsidise or contribute to any charitable dispensary or hospital, gymkhanas, play grounds, clubs, libraries, technical or literary schools, shops, boarding houses or institutions for the benefit of public or employees so as to promote interest of the Company.



33. To accept or make gifts or bequests, donations in cash or in kind, with or without conditions from/to any person including the directors and shareholders of the Company, Body Corporate, Firm or Association of Persons.
34. To sub-contract any contract or part thereof to any person subject to such terms and conditions as deemed fit by the company.
35. To employ experts to investigate and examine into the prospects, conditions, value, character and circumstances of any business concern or undertaking.
36. To apply for, tender, purchase or acquire any contract sub-contract, licence, concession for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or turn to account the same.
37. To acquire by purchase, lease, exchange land, building, structures and any estates or interest therein and any rights over or connected with the land and to turn the same to account as may seem expedient and in particular, by preparing building sites by constructing, re-constructing, altering, improving, decorating, re-erecting, furnishing and maintaining offices, flats, houses, laboratories, cold storage, factories, warehouses, shops, wharfs, buildings, works by leasing, transferring, exchanging or selling off the same for furtherance of the Business of the Company.

**C. OTHER OBJECTS NOT INCLUDED IN A & B ABOVE:**

38. To apply for and to become an authorised dealer in foreign exchange if so permitted by Reserve Bank of India.
39. To carry on the business of manufacturing selling, distributing, marketing and dealing in iron, steel, brass, bronze, aluminum and other metal products, machinery, tools, jigs, accessories, laboratory, electrical and electronic instruments and machinery.
40. To carry on the business as designers and consultants in various lines of manufacture and also to carry on the business of designers and manufacturers of various plants, equipments, accessories and also to act as purchaser, sellers, dealers, importers, exporters in plants, machinery, equipments, accessories and other allied products including raw material and components for industrial and domestic use.
41. To carry on the business in wood and timber and manufactures of wood, wood blocks for flooring and other purposes, boxes, window, door wood heels and holds, wood letters, wood pulps, wood wool, plywood, masts, spare derricks, slippers, tool, binders, paneling wood work furniture, bricks and to act as wood workers and suppliers of all description of wood and timber.
42. To manufacture, buy, and sell import, export of stationery and articles required for office use, gift, and donation.



43. To undertake activities relating to real estate in the form of purchase, sell, develop, lease, transfer, assign or otherwise deal in Agricultural and Non Agricultural Lands, construction of residential and / or commercial buildings, townships, row houses, farm houses in attaining Main Objects of the Company.
44. To purchase or otherwise acquire take on lease or hire or in exchange, build, construct, erect, manage develop, exploit, maintain, estates, lands, properties or interests and sell, transfer, dispose off or give on hire lease or sub-lease, let or sub-let lands, estates, properties and buildings.
45. To own, establish, promote, install, maintain, amusement or wonderland or place of entertainment of people with the help of theatres, cinema, play grounds, games, sport goods, electronic, electrical or mechanical game machines, toys, machinery and equipment and to conduct the entire affairs of such places on contracts.
46. To own, establish, aid, subsidize, assist or promote in establishment of hospitals, clinics, polyclinics, medical facilities and provide medical services in all its branches to the society for consideration.
47. To produce, prepare, design, buy, sell, import, export, deal in let on hire or library system plants, landscapes, bouquet, flowers, flower arrangement, poster or other decorative articles.
48. To buy, sell, acquire and deal in shares, stocks, debentures stocks, bonds or securities of whatever nature and kind by original subscriptions, surrender, purchase, exchange and guarantee the subscription thereof to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
49. To own construct, run, takeover, manage carry on the business of hotel, motel, boarding, and lodging.
50. To undertake construction activities including undertaking of contracts for construction of Dams, Bridges, Commercial Complexes, Ownerships flats, holiday resorts; to deal in land; to carry out work relating to development of land and to enter into contracts with Government(s) and / or other persons, if any, in India and abroad for carrying out the above mentioned activities.
51. To operate, run or manage educational institute for imparting formal training in computers and / or information technology.

**IV. The liability of the Members is Limited.**



V. \*\*\*\*(a) The Authorised Share Capital of the Company is Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs) divided into 7,00,000 (Seven Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 70,00,000 /- (Seventy Lacs) and 28,000 (Twenty-eight Thousand only) Compulsorily Convertible Preference Shares of Rs. 1000/- (Rupees One Thousand) each amounting to Rs. 2, 80, 00, 000/- (Two Crore Eighty Lacs)

(b) The paid up capital of the company shall be minimum Rs. 1, 00,000/- (Rupees One Lakh Only)

\*\* The Authorised Share Capital of the Company has been increased from Rs. 1 Lakh to Rs. 50 Lakhs vide Resolution passed by the members of the Company in the Extra Ordinary General Meeting held on 04.03.2013

\*\*\*\* The Authorised Share Capital of the Company has been increased from Rs. 50 Lakhs to Rs. 3.50 Crores vide Special Resolution passed by the members of the Company in the Extra Ordinary General Meeting held on 24.01.2014



We, the several persons whose names, addresses and descriptions are hereunder 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 opposite to our respective names:

Name, Address, Description and Occupation of Subscriber	Signature	No. of Equity Shares taken by each Subscriber	Signature, Name, Address and Description of witness
1. Narendra R. Sanghvi S/O Rikhabchand K. Sanghvi A- 19, Varsha Park 268/2 Baner Pune 411045 Occ: Business	Sd/-	5000 (Five Thousand)	Witness to both Sd/- Abhijit B. Dakhawe. S/o Bhichandra V. Dakhawe. A/6 'Vishwakul' Swanand Society, Sahakarnagar # 2, Pune-411009. Occ: Company Secretary, CP # 4744
2. Darpan N. Sanghvi S/O Narendra R. Sanghvi 268/2 A- 19, Varsha Park Baner Pune 411045 Occ: Business	Sd/	5000 (Five Thousand)	
Total		10,000 (Ten Thousand)	

Place: Pune

Date: 11.02.2010

