

THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
DXN MARKETING INDIA PRIVATE LIMITED

- I. The name of the company is **DXN MARKETING INDIA PRIVATE LIMITED.**
- II. The registered office of the company will be situated in the state of TamilNadu..
- III. The objects for which the Company is established are :
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**
 1. To carry on all or any of the businesses of importers, exporters, manufactures, dealers, whole sellers and retailers in store or non-store format of product sales or direct sales by recruiting, appointing sales organization of independent distributors with multi level (MLM) commission payment for trading of health foods, beverages of all kind including mineral water, oriental and traditional medicine, dietary supplements, herbal foods, cosmetics, toiletries, dairy and other allied products.
 - (II) **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :**
 1. To purchase, take on lease or in exchange, hire or otherwise howsoever acquire any movable or immovable property or any right which the company may consider necessary or convenient for the purpose of the business and to pay for the same either in cash or its securities.
 2. To acquire and undertake the whole of any part of the business, property or any liability of any person or firm or company carrying on or proposing to carry any business which the company is authorized to carry on or possessed of property suitable for the purposes of the Company.
 3. To take part in the formation, supervision or control of the business or amalgamate or operations of any other Company or undertaking having similar objects and for that purpose



to act as Financial Advisors, Technical consultants, or on any other capacity and to appoint and remunerate any Directors, Administrators or Accountants or other experts or Agents.

4. To pay for any properties, rights or privileges acquired by the Company in shares or debentures of the Company, or partly in shares or debentures and partly in cash, or otherwise and to give shares or stock or debentures of this Company in exchange for shares or stock or debentures of any other Company.
5. To lend or deposit monies belonging to or entrusted to or at the disposal of the Company to such person or Company and in particular to customers 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 the contracts by such persons or Company, but not to do the business of banking as defined in the Banking Companies Regulation Act, 1949.
6. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
7. To sell or in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company and to promote any other Company or Companies for the purpose of its or their acquiring all or any of the property rights or liabilities of this Company.
8. To remunerate (by cash or otherwise or by other assets) any persons, firms, associations or companies for services rendered or to be rendered or for rendering technical aid and advice, granting licenses or permissions for the use of patents, trade secrets, trade marks proceeds and in acting as trustees for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional by for any shares, debentures or debenture stock, or other securities of any Company promoted by this Company or for services rendered in or about the information or promotion of the Company or any Company promoted by this Company or in introducing any party or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payments of such debenture stock or other securities any interest thereon.
9. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets inventions, licenses, concessions and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions, information or rights.

10. To train or pay for training in India or abroad any Company employees, Officers, Directors, Technicians or any candidate in the interest of or in furtherance of the Company's objects.
11. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, office machinery, and other works and conveniences, which may seem calculated directly or indirectly to advance the interest of the Company, and to join with any other person or Company in doing any of these things in the attainment of the main objects of the Company.
12. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company.
13. To establish for any of the purpose of the company branches or to establish any firms, promote any company or companies or division thereof at places in or outside India as the company may think fit.
14. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to alert or minimize financial disturbances, which affect the Company.
15. To apply for, promote and obtain under any act of parliament, charter, privilege, concession, license or authorization of any Government State or Municipality, provisional order or license of any authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting 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 interests of the Company.
16. To apply for and obtain assistance from Government and other organizations and financial institutions, banks, companies, firms, or individuals, national or international, for developing all or any of the business or businesses of the Company.
17. To apply with any Government and other agencies or bodies such as Reserve Bank of India, Government undertakings subject to the prevailing laws and rules, for necessary enlistment, inclusion in panels, approvals, permission, clearance for obtaining permits, licenses, currency, foreign exchange or otherwise.
18. To apply for and obtain from any Government in India and abroad or authorities municipal or otherwise, for approvals, enlistment's, licenses, permits, permissions, rights, privileges, contracts, collaborations, concessions, subsidize, loans, sanctions, protection, charters, trade, exemptions or such other things as the Company may think desirable for the purpose of carrying on the business.
19. To enter into negotiations, agreements, contracts, arrangements with foreign companies, firms, bodies, individuals and others, with Government in India and abroad for technical, financial, managerial or marketing assistance, know-how, patents, production processes, secrets,

development designs patterns, researches and collaborations or such other things that may be necessary for carrying out of main objects of the Company.

20. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint ventures, reciprocal concessions or otherwise to carry on business jointly with or to act in union with or to amalgamate with any person, firm, corporation or Government or Company or any business undertaking carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on.
21. To invest and deal with the monies of the Company, to purchase or subscribe for shares and securities of any other Company, to invest or purchase or lease any land, buildings, easements, plants and machinery, vehicles, stock-in-trade, patents, patent rights, trade marks or other properties which the Company may think necessary for the purpose of its business, provided that the investments are made out of surplus funds or for advancing the main objects of the Company.
22. To guarantee the performance of any contract or obligation of any company, firm or persons and to guarantee the payment and repayment of the capital and principal of any dividend, interest or premium payable for any stock, shares and securities debenture and debenture stock, mortgage, loan, or other securities issued by any company, corporation, firm or persons including (without prejudice to the said generality) bank overdraft, bills of exchange and promissory notes and generally to give guarantees and indemnities.
23. To draw, make, accept, endorse, discount, execute and issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, letters of credit, coupons, delivering orders, dock warrants, railway or motor lorry receipts, debentures and other negotiable instruments or transferable instruments, documents of title or securities of all descriptions and to buy, sell and deal in the same.
24. To lend and advance monies or give credit to such persons or companies on such terms as may be expedient and in particular to suppliers, customers, others having dealing with the Company, employees or ex-employees and to guarantee the performance of any contract or obligation and the payment of money by such persons, concerns or companies.
25. To receive money and accept deposits, to borrow or raise loans or issue debentures, bonds, securities either on the security of any or all the assets of the Company or revenue of the Company (both present and future) including its uncalled capital by mortgage, charge, or lien, with special privileges as to the redemption, surrender, drawings, allotments, voting rights or otherwise and in any manner the Company shall think necessary or convenient for the purpose of its business, without doing any Banking business within the meaning of the Banking Regulations Act, 1949.
26. To establish, join, support, provide, maintain, run, undertake and conduct experimental workshop for technical research, experiments and test of all kinds to promote studies and researches, on technological developments, improvements, investigations and inventions by



providing, subsidizing, participating and assisting schools, colleges, students, scholars, workshops, libraries, lectures, seminars, meetings, conferences, institutions, bodies or such other things and to subscribe, contribute or guarantee money for the objects as may be considered likely to assist any business or growth or progress of the Company.

27. To subscribe or contribute or donate or otherwise assist or to grant money to charitable, benevolent, religious, national, universal, public or any useful institution or to others subject to the provisions of the Companies Act, 1956 which may seem desirable whether gratuitously or otherwise.
28. To undertake and execute any trusts, the undertaking of which may seem desirable whether gratuitously or otherwise.
29. To pay out of the funds of the Company all expenses which the Company may lawfully incur with respect to the formation, registration and running of the business of the Company.
30. To refer or agree to refer to arbitration, disputes present or future between the Company and any other Company, firm or individual or others and to submit the same to arbitration to any arbitrator/arbitrators in India or abroad.
31. To register or to get recognized the Company in any part of the world and to do all or any of the objects of business to be carried on by the Company in all the States of India and abroad.
32. To provide for the welfare of the directors, trustees and employees, ex-directors, ex-trustees and ex-employees of the Company and the wives, widows and families or the dependents or connections of such person by building or contributing to the building of colonies, houses, dwelling or chawls, by grants of money, pensions, allowances, bonuses or other payments or benefits or by creating and from time to time subscribing or contributing to provident fund, superannuation fund and other associations, institutions, bodies funds or trusts and by assisting or providing or subscribing or contributing for places of instruction, education, recreation, hospitals and dispensaries, medical and other attendance or assistance contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions, bodies and objects which shall have any moral or other claim to the support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
33. To become member of any other bodies of persons, associations, institutions, clubs, societies and bodies corporate including companies limited by guarantee.
34. To accept gifts, bequests, devises, or donations of any movable or immovable property or any rights or interest therein from members or others.
35. To indemnify members, officers, directors, agents and servants of the Company against any proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damages for misfortune whatsoever which may happen in execution of the duties of their office or in relation thereof.



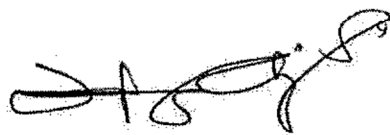
36. To send any directors, officers, technicians or employees of the Company at the Company's expense abroad to attend any training schemes or seminars or meetings or for special training in arts, science, technology, process or otherwise on such terms and conditions as the Company may deem fit.
37. To engage in the manufacture of all goods and commodities as mentioned in the Main Objects of the Company
38. To promote, carry on, maintain and develop trade, industrial, commercial and financial relations of every kind and description in all matters connected with the main objects of the Company.
39. To insure against losses, damages, and risks of all kinds which may affect the Company or any of the property of the Company, either fully or partially to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify and part or portion thereof on mutual principle or otherwise.
40. To open current, fixed, overdraft or other accounts with any bank, bankers, merchants, individuals, firms or companies anywhere in the world and to pay into and to draw monies from such accounts.
41. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possession, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
42. To do any and everything necessary suitable or proper for accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before, set forth, either alone or in association with the corporate bodies, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
43. To assist any other company under the same management within the meaning of the Companies Act, 1956, in any manner and to any extent including the giving of loan and guarantees or the providing of securities of any kind whatsoever in connection with any loan given to the latter by any person, firm or body corporate.
44. To pay all preliminary expenses of any Company promoted by the Company or any Company, in which the Company is or may contemplate being interested, including such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.

45. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property and rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
46. To sub-let all or any contracts from time to time and upon terms and conditions as may be thought expedient.
47. To apply for tender, purchase or otherwise acquire or obtain any contracts, sub-contracts, licenses and concessions for and in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off for otherwise turn to account the same.
48. To buy or generate for its own use heat, light, electricity, and solar or other motive power for the purpose of the company.
49. To create depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for replacing, repairing, improving, extending, maintaining or redeeming any of the properties of the Company or any other purpose conducive to interest of the Company.
50. In the event of the Company being wound up, to distribute among the members in specie or kind any property of the Company or any proceeds of the 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 under law.

(C) OTHER OBJECTS NOT INCLUDED IN A & B ABOVE :

1. To carry on the business of finance, investment and trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase of deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every description, upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable including land and buildings, plant and machinery, equipment, ships, aircraft, automobiles, computer and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchase and leased be new and/or used.
2. To act as agents, liason representatives for any company, firm or entity outside India for sale in India of any goods manufactured or dealt with by them.

3. To carry on the business of acquiring and renting safe deposit lockers and safes.
4. To carry on the business of builders, interior decorators, architects, and house agents.
5. To carry on the business of agents, distributors, importers and exporters, traders and warehousemen and to transact every kind of agency business and in particular to carry on the business of agents for the sale of consumer goods, foodgrains, food products, machinery, hardware, software, chemicals, dyes, pharmaceuticals, fertilizers, textile, electronic machinery and its components and all other goods.
6. To act as agents, distributors or representatives of any company, firm or business house or institution for the purchase, sale and marketing of goods.
7. To carry on the business of courier service.
8. To carry on the business of manufacturers and dealers in all kinds of computers, micro computers, computer hardware and their peripherals.
9. To conduct research in software, develop new programming techniques, design new programming packages, to give them on lease or otherwise to any person, firm, companies, governments, local bodies or corporations.
10. To provide software system consultancy and to provide other ancillary data processing services.
11. To act as dealers for petrol, diesel, lubricants and to operate petrol bunks.
12. To act as dealers for liquified Petroleum Gas and other allied products.
13. To carry on the business of running departmental stores for buying and selling all commodities and consumer products.
14. To carry on the business and trade of conveying passengers and haulage of all goods in motorcars, lorries, buses and other kinds of vehicles and operating public transport vehicles
15. To carry on the business of clearing and forwarding agents of goods carried either by sea, land or air in respect of such commodities and articles as the company may deem fit and to store any material or goods and maintain and own warehouses for the purpose.
16. To carry on business as travel agents and to facilitate travelling by sea, air and land and provision of conveniences of all kinds to tourists such as booking of tickets, arranging accommodation, providing guides, and other similar activities.



17. To carry on the business of hotels, Motels and restaurants and bar owners.
18. To carry on the business of proprietors, publishers and printers of books, journals, magazines and other commercial and technical publications.
19. To own or take on lease, hire theatres and exhibit films and to act as producers, distributors of full length feature and documentary films for exhibition in movie houses, television, videos and otherwise on any subject.
20. To function as export house and to carry on the business of import, export and distribution of all merchandise.
21. To manufacture, buy, sell, import and export cashew nuts, tea, cardamom, cinchona, rubber and/or any other products that could be manufactured from agricultural produce.
22. To carry on the business of dealers in real estates, construction of residential colonies, office buildings and commercial complexes and to let on lease or otherwise apartments therein and to provide for the convenience commonly provided in flats, suites and residential and commercial complexes.
23. To carry on the business of running hospitals, clinics for treatment of patients and to buy and deal in all types of medicines and medicinal formulations in all its branches.
24. To carry on the business of advertising contractors and agents; to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional campaign of every nature, to acquire and provide promotional requisites.
25. To develop, bring into being and manage Holiday Resorts and to allot these holiday resorts on time sharing basis to investing public on any equitable and lawful basis and to provide, and manage facilities such as restaurants, cafeteria, health clubs, indoor and outdoor sports facilities, golf courses, swimming pools, meditation centres, conference hall, libraries, entertainment centres, cinema and video corners attached to the holiday resorts.
26. To carry on any business or businesses mentioned above in partnership with any other person or persons, firms, companies or other corporate bodies.

IV. The liability of members is limited.

V. The Authorized share capital of the company is Rs.5,00,000 (Rupees Five lakhs only) divided into 50,000 (Fifty Thousand) equity shares of Rs.10/- (Rupees ten only) each.

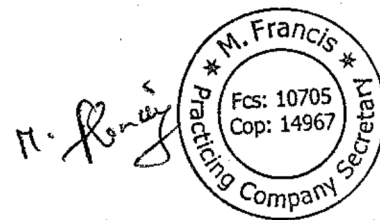
The company has powers from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach there to respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by, or in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as any for the time being be permitted by the Articles of Association of the company or the legislative provision for the time being in force in that behalf.

We, the several persons whose names, addresses and descriptions are subscribed hereunto are desirous of being formed into a Company 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.	Name, Address, Description, Occupations and Signature of subscribers	Number of equity shares subscribed	Name, Address, Description Occupation and Signature of the witness to the subscribers
1	PREMARAJAN PUTHAN VEETIL V.R.JITHUL,PO.KOODALI THATTIYODE,KANNUR DT KANNUR, Kerala -PIN 670592 INDIVIDUAL BUSINESS. -sd-	5,100 (Five Thousand One Hundred Equity Shares)	ANTONY FRANCIS DEVOTTA 25/11 A I STREET, BUNDER GARDEN, PERAMBUR, CHENNAI-600011 PROFESSIONAL CHARTERED ACCOUNTANT M.NO. 217416 -sd-

Sl No.	Name, Address, Description, Occupations and Signature of subscribers	Number of equity shares subscribed	Name, Address, Description Occupation and Signature of the witness to the subscribers
1	JACOB ANTONY KUZHIVELIKALATHIL, MANGARAM, KONNY PO, PATHANAMTHITTA, KERALA, PIN-689691 INDIVIDUAL BUSINESS. -sd-	4,900 (Four Thousand Nine Hundred Equity Shares)	ANTONY FRANCIS DEVOTTA 25/11 A I STREET, BUNDER GARDEN, PERAMBUR, CHENNAI- 600011 PROFESSIONAL CHARTERED ACCOUNTANT M.NO. 217416 -sd-
	Total	10,000 (Ten Thousand Equity Shares)	

Place : Chennai
Date : 25.02.2014



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