

MEMORANDUM OF ASSOCIATION

OF

***WELLNESS NONI LIMITED**

- I.** The name of the company is “**WELLNESS NONI LIMITED**”

- II.** The Registered Office of the Company will be situated in the state of **Tamil Nadu**.

- III. ** (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 - 1.** *To establish, start, operate, propagate, manufacture, produce, grow, cultivate, process, 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, fast foods, marine and sea foods, energy foods, bee keeping honey and its processing, sericulture and its processing and to operate farming under satellite contractual buy-back 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 the activities of Research and cultivation of Morinda Citrifolia fruit and to carry on the business of manufacturing, trading, import and export of Noni Fruit juices and other products based on Morinda Citrifolia and other plants and to

develop the brand value of “Divine Noni” in India and Abroad.

3. *To carry on Research, Development and manufacturing of Cosmetics products, personal care products, Health Care Products, Home care products, plant care products, pet care products and veterinary products based on Morinda Fruit and other plants parts and to carry on the trade in all types products made out of Morinda citrifolia and other medicinal Herbs.
4. *To carry on the business of nursery to cultivate Morinda citrifolia plant and also to grow Morinda Citrifolia plant through tissue culture technique and other latest technology of cultivation and to cultivate the Morinda Citrifolia and other herbal plants through contract cultivation programme and to train the farmers in modern organic cultivation methods.
5. *To carry on the business as manufacture, contractor, job worker, trader, 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.

***New name subject to approval of ROC**

**** Vide Postal Ballot Resolution passed on 30.03.2011**

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

- 1 to promote any other company for the purpose of acquiring all or of the property and liabilities of this company
- 2 to act as buying or selling agents or other types of agents other than managing agents and brokers of any company, body corporate , association firm or persons and perform all the singular the several duties , services and offices which the said agents and brokers can do and perform and to enter into any of the purpose aforesaid
- 3 to draw, make, accept , endorse, discount, execute and issue negotiable bills of exchange hundies , promissory notes, bills of lading warrants, debentures and other negotiable or transferable instruments
- 4 without contravening the provisions of Banking Regulations Act 1949 to advance and lend money upon such securities as may be thought proper or without taking any security thereof

- 5 to invest and deal with moneys of the company in any manner
- 6 to procure the incorporation , registration or other recognition of the company in any country , state or place and to establish and regulate agencies for the purpose of the company's business and to apply or joining in applying in any parliament, government , local, municipal , or other authority or body for any acts of parliament, law decree , concessions, orders right or privileges hat may seem conducive to the company's objects or any of them and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the company's interests.
- 7 To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, national public or any other useful institutions / object
- 8 To distribute in speci or otherwise as may be resolved, any property or asset of the company or any proceeds of sale or disposal of any property or asset of the company including the shares debentures or other securities of any other company formed to take over the whole or any part of assets or liability 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.
- 9 To give to any officers , servants or employees of the company any shares or interest in the profits of the company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary company or not, and for that purpose to enter into such arrangements as the company may thing fit.
- 10 To acquire and take over any business or undertaking carried on upon, or in connection with any land or building which the company may desire to acquire as aforesaid or become interested in, and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose , remove or put an end thereto, otherwise deal with the same as may seen expedient.
- 11 To establish any, carry on , and to promote an establishment and carrying on, upon any property in may be convenient, carried on upon or in connection with such property and the establishment of which may seen calculated to enhance the value of the company's interest in such property or to facilitate the disposal thereof.
- 12 To purchase, take on lease or in exchange or otherwise acquire any land and

buildings, in India or elsewhere and any estate or interest, in and any rights connected with any such land and buildings.

- 13 To develop and turn to account any land acquire by the company or in Which the company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering , pulling down, decorating, maintaining furnishing, fitting up and improving buildings and by planting, paving, draining, forming, cultivating, letting of building on lease and by advancing money to and entering into contract and arrangements of all kinds with builders tenants and others.
- 14 To acquire from any government , central, state local or foreign or public body or persons or authority, or from private individual any concessions grants decrees to the company capable of being turned to account or which the company may thing directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same.
- 15 To exchange, sell , convey assign or let on lease grant license for the whole or any part of the company's undertaking and to accept as consideration in lieu thereof, other hand or cash or government securities or securities guaranteed by government or shares in joint stock companies or partly the one or partly the other or such other property or securities as may be determined by the company and to take back or re-acquire and property so disposed of by repurchasing leasing the same or obtaining a license for such price or prices and on such terms and conditions as may be agreed upon.
- 16 To apply for, promote and obtain any Act of the parliament , charter privilege concessions, licenses or authorization of any government state or municipality provisional order of license from any authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for effecting any modification of the construction of the company or for any other purpose which may seen expedient, and to oppose any proceedings or applications which may seen calculated directly or indirectly to prejudice the interests of the company
- 17 To purchase or otherwise acquire any interest in any inventions processes letters, patents, licenses, concessions rights and privileges subject to royalty or otherwise and whether exclusive or not exclusive or limited whether in India or any part of the world

- 18 To amalgamate or collaborate with local or foreign companies with or without capital participation or enter into franchise arrangement with local or foreign companies or enter into partnership or into any arrangement for sharing profits union of interest co-operation joint venture, reciprocal concession or otherwise with any person or company in India or abroad carrying on or engaged in or about to carry on/engage in any business tractional which the company is authorized to carry on and to lend money to or guarantee the contract of otherwise assist any such person or company, take or otherwise acquire shares and securities of any such company and to sell hold reissue with or without guarantee or otherwise deal with the same.
- 19 To guarantee the payment of money secured by , or payable under, in respect of bonds, debentures, stock, contracts, mortgages, charges, obligation and securities of any authority state municipal local or otherwise or of any person whatsoever whether incorporated or not incorporated.
- 20 To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debenture or other securities of the company or about the information or promotion of the company or the conduct of its business.
- 21 To promote and form and to be interested in and take, hold and dispose of shares in other companies and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in, or of any such company and to subsidiaries or otherwise assist any such company
- 22 To sell, lease , mortgage or otherwise dispose of transfer, the business, property, assets or undertaking of the company or any part thereof, for such consideration as the company may think fit and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company
- 23 To pay for any rights or property acquired by the company and to remunerate any person or company, local or foreign whether by cash payment or by allotment of shares debentures or other securities of the company credited as paid up in full or by part or otherwise
- 24 To pay out of the funds of the company all costs, charges and expense

which the company may lawfully pay with respect to the promotions, formation and registration of the company and or the issue of its capital, or which the company shall consider to the preliminary, including therein the cost of advertising ,printing and stationery and commission for obtaining application for taking placing or underwriting, or procuring the underwriting of shares , debentures or other securities of the company expenses attendant upon the formation of agencies branches and local boards.

25 Upon any issue of shares debentures or other securities of the company to employ brokers commission agents and underwriters and to provide for the remuneration of such person for their services by each or by the issue of shares, debentures and other securities of the company or the granting of option to take the same or in any other manner allowed by law

26 To borrow or raise money, to receive money on deposit or loans at interest or otherwise ,in such manner as the company may think fit and in particular by the issue of debentures perpetual or otherwise and convertible into share of this or any their company and to secure the repayment of any such money borrowed, raised, or received, or owing by mortgage pledge hypothecation charge or lien upon all or any of the property, assets or revenue of the company [both present and future] including its uncalled capital and to give the lenders or creditors the powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by similar mortgage charge or lien to secure and guarantee the performance by the company or any other person firm, or company obligation undertaken by the company or any person firm or company as the case may be but not to carry on the business of banking as defined in the Banking Regulation Act,1949

27 To issue or guarantee the issue of , by the issue of shares, debentures stock or other security obligation of any company association and to pay or provide for brokerage, commission and underwriting commission in respect of any such issue.

28 To act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts and to all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through agents, sub contracts or trustees or otherwise either alone or jointly with others.

29 To carry on any business which the company in authorized to carry on by means of or through the agency of any subsidiary company or companies

and to enter in to any arrangements with any such subsidiary company for taking the profits and bearing the losses of the any business so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business so carried on including the power to close any such business either temporarily or permanently, at any time and to appoint directors of any such subsidiary company

30 To purchase or otherwise acquire and undertake liabilities of any person firm or company carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of property or rights suitable for any of the purpose of the company, and to purchase acquire sell and deal in property, shares, stocks, debentures of any such person , firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person firm or company

31 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 avert or minimize financial disturbances which might affect the company

32 To provide for the welfare of the employees or ex-employees of the company and wives , widows and family of the dependents of connections such person by building or contributing for the building of houses dwelling or crawls or by grants of money pension, allowances, bonus or other payments or by creating, and from time to time subscribing or contributing to provident fund and 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 attendants and other assistance as the may shall think fit.

33 To sell the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular of for shares debentures or securities of any other company having objects altogether or in part similar to those of the company and if thought fit to distribute the same among the share holders if this company in any manner decided in a share holders meeting

34 To take over the business of any individual, partnership firm and any body corporate, the business or objects of which altogether or any part similar to the main objects of the company

- 35 The word “Company” in this memorandum when applied otherwise than to this company shall be deemed to include any partnership or other body of person, whether incorporated or not and whether domiciled in India or otherwise.
- 36 To vest and movable or immovable property, rights or interest acquired by, received or belonging to the company in person or persons or company on behalf of or for the benefit of the company and with or without any trust declared in favour of the company
- 37 To become a member of any other body of person associations, institutions, clubs, societies and body corporate including companies limited by guarantee
- 38 To except gifts, bequests, devises or donations of any movable or immovable property or any rights or interest therein from members or others
- 39 To subscribe, contribute, gift or donate any money, rights, or assets for any national, education, religious, charitable, scientific public general or useful objects or donation or money or other assets to any institutions, clubs, societies associations, trusts, scientific research association funds universities colleges, of any individual or shall not make any contribution to any political party/purpose to any body or individual
- 40 To open bank accounts of all kinds including overdraft and to operate the same in the ordinary course of business

© THE OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE:

- 1 To act as advisors and /or consultants on all matters and problems relating to administration, management, organization manufacture production storage process system and accounts training of personnel marketing distributing and selling methods and principles and develop procedure in principles of and engage in research of all the problem relating to the administration business methods , techniques, personnel, commercial, industrial and business purposes , distribution , marketing and business purposes, distribution , marketing and selling, to collect analyses process, interpret, distribute and circulate, date statistics and information relating to and type of

business or industry; to analyze, collect examine, consider, formulate report and recommend on the means and/or methods for extending and /or developing and /or promoting. and/or managing any type of commerce, business or industry organization. and methods, techniques and procedure to consider and evaluate problems relating to manufacture production storage distribution finance, purchasing, marketing and sale and/or relating to the rendering of any service; to render the above services to any person firm, company, trust , association institutions, society, body corporate, government or government department public or local authority any other organization whatsoever and to render all such services as may be ancillary or incidental to any of the foregoing matters and problems

2. To purchase or otherwise acquire lands, houses, buildings, sheds, and other fixtures on lands and buildings, and to let them out on lease, rent, contract, or any agreements as may be deemed fit by the company.
3. To carry on the business of commission agents, intending agents, selling agents, buying agents, or brokers, for any person or organization for any territory in India or outside India.
4. To carry on the business as authorized dealer and /or money changer in foreign exchange and to render advisory services in all its branches including foreign exchange, export trade and setting up of joint ventures abroad.
5. To undertake, carry on and execute all kinds of financing operations including hire purchase or leasing of movable or immovable property of all kind which may seem to be capable of being conveniently carried out to attain the objects of the company.
6. To carry on the business as printers and publishers of book, magazines, periodicals, journals, brochures, pamphlets, leaflets, corporate reports, forms etc.
7. To carry on the business of manufacturing and trading of Herbal Plant Nutrients, Organic Fertilizers, Bio pesticides, Bio products, Bio formulations, Organic animal feeds, Poultry feeds and pet feeds.
8. To manufacture and trade in Herbal health beverages, fruit beverages, carbonated beverages, pulp concentrate.
9. To manufacture and trade in Biscuits, chocolates, toffees, and confectionaries, wheat products and all types of food items.
10. To act as an agent Liaison house, commission agents, for Indian and foreign manufacturers of all items as mentioned as above clauses”

IV. The liability of the members is limited.

V. "The share capital of the company is Rs.6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce or alter the capital in accordance with the provisions of the Companies Act, 1956.

***Vide Postal Ballot Resolution passed on 30.03.2011**

VI. 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 opposite to our respective names.

Sl.no	Signatures Name, Addresses, Description Occupation	No. of Equity shares taken by each subscriber	Signature, Name, Address , Description and Occupation of theWitness
1.	-SD- G. Naesan S/o. Mr. Govindaraju 303/4-Belly Area, Anna Nagar, Chennai- 600 040 Share Broker	100	-SD- MUKESH C.MEHTA S/o C.F.Mehta 35/1,Kasi Chetty Street Madras 600 079 Chartered Accountant
2.	-SD- Roopchand Beetala S/o Mr.Bhawaria Betala No 2 , Veerappan Street,	100	

	Chennai- 600 079 Service		
	TOTAL	200 (Two Hundred Only)	

PLACE : MADRAS
DATED: 16-10-1992