

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

M.K.EXIM (INDIA) LIMITED

- I. The name of the Company is **M.K.EXIM (INDIA) LIMITED**
- II. The Registered office of the company will be situated in the STATE OF RAJASTHAN.
- 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 the business of trading importing, exporting, spinning, weaving, combing, winding, doubling, reeling, twisting, knitting, ginning, pressing, baling, washing, cleaning, coloring, dying, printing, bleaching, text rising, mercerizing, crimping, calendaring, finishing, preparing, sizing, processing, packing of or otherwise dealing in all kinds of fabrics, yarn, textiles as may be prepared from cotton, cotton waste, nylon, polyester, terrene, terelene, viscose, staple, rayon, acrylic, silk, artificial silk, linen, wool, wool tops, Dacron, flex, hessian, gunny, jute, hemp or any other natural, synthetic or manmade fiber, fibrous substances or any other textile of any description or kind.
 2. To carry on the business as manufactures, importers, exporters, traders, of and dealers in readymade garments, cloth, made-ups, hosiery, fabrics, water-proof fabrics, floor-cloths, carpets, tent-cloth, rajai, tweeds, shawls, quilts, blankets, blazers, tapestry, velvet, tarpaulin, canvas, khaddar, laces and lining, natural starch and auxiliaries and other sizing materials, dye-stuffs, synthetic or chemical substances of all kinds and other substances either basis or intermediate.
 3. To carry on the business as manufacturers, importers, exporters, traders and dealers in all type of electrical products, devices, instruments, spares and components including copper wired.
 4. To carry on the business as manufacturer, importers, exporters, traders and dealers in all type of ingot/casting of all materials including of aluminum/copper alloys.
 5. To carry on the business of manufacturing, trading, export, import and dealing in any manner in metals, silver, gold, ornaments, utensils, diamonds, precious stones, paintings, manuscripts, curios, antiques and objects of art.

* Clause III(A) altered by adding sub-clause 14 to 19 thereto and Clause III(B) altered by adding sub-clause 36-43 thereto vide special resolution passed in EGM dated 15/05/2019

For M.K. EXIM (I) LTD.

6. To carry on in India and Abroad the business of production, development and marketing of Bio-Fuel, Scientific and Hi-tech farming in all its forms and applications for promoting the business of plantation, non-edible oils, seeds, extraction of Bio-diesel and oil from agriculture, horticulture, floriculture, medicinal herbs, Jatropha Circus for commercial and Non commercial purpose.
7. To cultivate, establish, maintain, carry on business of growing, cultivated, producers, planters, blenders, buyers, sellers, exporters, importers of Jatropha, Karanja, Sal, Neem tree and other plants for production of Bio-Diesel and ethanol and to acquire by purchase and otherwise Jatropha Estate and to set-up expeller units for extracting oil from Jatropha seeds and other all seeds and to set-up a Bio-Diesel refinery plant and to set-up such industries as may be required for production of soaps, bio-fertilizers pesticide and other pharmaceutical products out of the bio products of Bio-Diesel.
8. To carry on the business of agriculturists, planters, cultivator farmers and to plant, cultivate all kinds of medicinal plant, oil seeds, vegetables, fruits, tea, flowers, coffee and other articles that are produced or cultivate from the land & soil and to sell, purchase and deal in the same as dealers and retailers.
9. To establish and equipped laboratories and carry on analytical, experimental research and development in relation to production of bio-fuel and other allied products of the company and to carry on the business of technical consultancy in the above area.
10. To manage and deal in land, building and other properties; to collect rents and income and to supply tenants and occupiers and occupiers and others refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry, conveniences, electric conveniences, stables and other advantages.
11. To carry on the business of hotel, restaurant, cafeteria, beer-house, lodging house keepers, licenced victuallers, wine, beer and spirit merchants, malters, dealers and manufacturers of aerated and artificial waters and other drinks, purveyors, caterers for public amusements, coach-cab carriage and motor car proprietors, livery, stable and garage keepers, importers of food, live and dead stock for the business of the company, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreations, sports, entertainment and instructions of all kinds, theatrical and opera box office proprietors and general merchants.
12. To carry on business of trading, importing, exporting or otherwise dealing in all kind of goods, material, services of any nature in India and Abroad.
13. To carry on business of Travel, tours, transportation and any other kind of business related to movement of persons and goods.

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For M.K. EXIM (I) LTD.



Managing Director

- 14 To carry on the business of buying and Direct selling, manufacturing, importing, exporting, distributing and otherwise dealing in all kinds and varieties of cosmetics, non prescribed drugs, personal and health care products, food preservatives and additives, artificial flavouring, artificial dyes and colouring agents, oleoresins, beauty and skin care products, hair care products, perfumes, colognes, food supplements, health aids, glamour products, Birth control medicines and devices and lubricants.
- 15 To carry on the business of manufacturing, producing, growing, cultivating, process, importing, exporting, selling, purchasing or otherwise dealing 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 buyback schemes including cultivation & processing & medicinal and aromatic plants, usual & unusual rare herbs, recycling of organic waste, fermentation and membrane process technologies.
- 16 To carry on the business of manufacturers, processors, producers, purchasers, sellers, blenders, makers, researchers and dealers in cosmetics, perfumes, scents, sprays, nail polish, fragrances, powders, lavenders, tooth pastes, tooth powder, hair oils, herbals, creams, pomades, ayurvedic and intermediates and their raw materials.
- 17 To carry on business as manufacturer and dealers in all kinds of FMCG products, proprietary products, hair, skin, nail and other beauty preparations, deodorants, aerosol and pumps-pray products, baby products, petroleum and mineral oil products, chemicals, acids and alkalis, all kinds of perfumery and other compound, preparations, materials and products, bath products, care products, cotton swabs, family planning appliances, hair dyes, pigments, varnishes, essential, oils, detergents, insecticides, oil, oleaginous, vaporaceous, saponaceous substances, preparations, aids and accessories of every description whether medicated, antiseptic or not, unguents, ingredients or accessories of every description whether medicated, antiseptic or not, unguents, ingredients, or accessories thereof and other materials, or things capable of being used in connection with such manner, factor or business.
- 18 To carry on business of manufacturing and dealers in all kinds of raw and finished cosmetics, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salve, ointments, pomades, powders, unguents, eau de cologne, toilet requisites and preparations, cleansing compounds.
- 19 To carry on the business of beauticians, manicurists, bridal makeup, hairdressers, hair dyers, makers and suppliers of all kinds of wigs, and to run health care centers, beauty parlors, massage centre's, yoga centers, gymnasiums,

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Managing Director

swimming pools and to conduct classes, seminars, demonstration, education and training programmes for betterment of body & beauty care or make up, and to deal in cosmetics of every description and kinds including lipsticks, nail polishes, creams, lotions, ointments, perfumes, foundations, soaps, fashion wear and beauty aids of every kind and description.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To purchase, sell, acquire, manufacture, construct, erect, maintain, work, install, import, export and otherwise acquire and deal in all materials and substances and ancillaries used in process of dealing in various items and doing various things mentioned under the main objects and deal in any of the by-products of the manufacturing processes which the company may undertake.
2. To plant, cultivate, produce, raise, manufacture, purchase or sell, import, export or otherwise handle or deal in land products required to run the plants of the company and to acquire land and fields for the same.
3. To offer technical services and provide all assistance in planning, construction, erection and installation of appliances, apparatuses, equipments, plant and machinery related to the business of the company and to obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.
4. To design, construct, fabricate and manufacture buildings, mills, factories, plants, equipments, accessories, apparatuses, parts and machinery required for the business of the Company and to build, erect, construct, furnish or re-furnish, equip, maintain or improve any building, structure, edifice, hall, enclosure, studio for the use of the company, its employees or other persons connected with the affairs of the company or business subsidiary to the objects of the company.
5. To establish, equip, maintain, subscribe to or become member of training institutions, research laboratories, research institutions and experimental workshops for scientific and technical research and experiments and to carry on analytical, experimental and other works and research for implementing the objects.
6. To apply for and procure licences under the industries (Development and Regulation) Act for establishment of new industries for attainment of its main objects.
7. To use trade-marks or trade-names or brands for the products and goods of the Company and adopt such means of making known the business and products of the Company or any other Company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, radio, television and cinema, by circulars, by purchase and exhibition of works of art or interest, by opening stores and exhibitions, by publication of periodicals, calendars, diaries or any other materials of publicity,

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by distributing samples and granting prizes, rewards and donations subject to the provisions of Section 293 A of the Companies Act, 1956.

8. To acquire and undertake the whole or any part of the business, property, assets, undertakings, belongings, funds, obligations, contracts and agencies, rights or liabilities of any person, Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorized to carry on or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith others which is capable of being conducted so as directly to benefit the Company, either in full or in part or enter into partnership, joint venture or any other arrangement which the Company may deem fit, with such person, Government, Firm, Company or body corporate on such terms conditions and considerations as the Company may think fit.
9. To pay any premia, commission or salaries and to pay for any property rights or privileges acquired by Company or for services rendered or to be rendered in connection with the promotion or formation of the business of the company or in case of conversion into public company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures, debenture-stock or other securities of the Company 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 amount credited thereon as may be agreed upon and to charge any bonds, debentures and other securities and all or any part of the property of the Company.
10. Subject to the provisions of Section 58A of the Companies Act, 1956 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time to borrow or raise money or receive money on deposit, on interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture stock, perpetual or otherwise and in security of such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets and revenues of the company present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely in trust and to give the lenders, power of sale or other powers as may seem expedient and to purchase, redeem or to pay off any such securities, However, the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949 for the time being in force.
11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
12. To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs

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and expenses that may be incurred by them in connection with the formation or promotion of the company.

13. To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, building, stock-in-trade and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
15. Subject to the provisions of law to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act, 1949.
16. Subject to the provisions of Section 58 A of the Companies Act, 1956 and the Rules framed there-under and directions issued by R.B.I. from time to time to receive, grants, loans, advances or other moneys or deposits or otherwise from the State or Central Government, banks, companies, trusts or individuals with or without allowing interest thereon.
17. To subscribe, to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of the Company and procure from and communicate to any such association such information as may be likely to further the objects of the Company.
18. To communicate with Chamber of Commerce and other mercantile any public bodies through out the world and concern and promote measures for the protection of the trade industry and persons engaged therein.
19. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking, any land, business, property, rights or assets of the company including all and every description apparatus or appliances or any shares of interest therein respectively in such manner and for such consideration as the Company may think fit and according to procedure of Company law and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
20. To do all or any of the above things in any part of the world as principals, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.

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For M.K. EXIM (I) LTD.



Managing Director

21. To vest any real or personal property, right or interest 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.
22. Subject to the previous of law to merge, reconstruct, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession 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 can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
23. To establish, promote or concern in establishing or promoting any Company or companies for the purpose of acquiring all or any of the rights, liabilities and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit 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 such other Company or Companies.
24. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds, whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever and to transfer from any such fund or part thereof to any of the other funds in mentioned.
25. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any associations institutions or funds in any way connected with any particular trade or business of scientific research, industry or commerce which is directly or indirectly deemed conducive for the attainment of main objects.
26. To establish the agencies in India and elsewhere and to regulate and to discontinue the same in connection with the business of the company.
27. To establish the branched of the Company and to get them recognized in any part of the world outside the Union of India.
28. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund, gratuities, pensions, allowances, emoluments, bonus, profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any Company which is a subsidiary of the Company or is an allied to or associated with Company or with any such subsidiary or who are or were any time Directors or Officers of the Company or any of such dependent or connection of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidizing or contributing to any Institution, Association, funds, clubs, trusts, profit sharing or other schemes and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other

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Managing Director

attendances and to make payments to or towards the insurances of such person as aforesaid and to do any of the matter aforesaid either alone or in conjunction with any other Company as aforesaid.

29. To issue as fully or partly paid up any shares, securities. Bonds, debentures or other obligations of the Company in consideration of any privileges, concessions or rights or any property transferred, services rendered to the Company and accept any consideration for any property sold or otherwise disposed of by the Company, fully or partly paid up shares or securities or bonds, debentures or other obligations of any other Company.
30. To enter into any collaboration or arrangements with the Government of India or Foreign Government or Companies, with any States or with any authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers, privileges, licences, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out, exercise and to comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions.
31. To subscribe in or donate to or guarantee money for any National Philanthropic, charitable, benevolent, public, general or useful fund or organization, association, institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or interest of its members, subject to the provisions of the Companies Act, 1956.
32. To make arrangements with persons engaged in any trade, business or profession for the concession to the Company's members, ticket holders and their friends of any special rights, privileges and advantages and in particular in regard to the supply of the goods.
33. To aid, assist and finance any industrial undertakings, projects enterprises whether owned or run by Government of India. Government of Rajasthan, firm or individual for extension of its work and business.
34. To undertake and execute any trust either gratuitously or otherwise.
35. On winding up of the Company to distribute all or any of the property of the Company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in specie or kind subject to the provisions contained in the Companies Act, 1956.
36. To acquire, establish, run, manage, franchise, take on hire or lease, and operate training schools or Institute of Beauty & Nutrition to provide world class vocational and technical training, education in beauty, wellness, yoga and nutrition.

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For M.K. EXIM (I) LTD.



37. To carry on Research, Development and manufacturing of Cosmetics products, personal care products, Health Care Products and to carry on the trade of it.
38. To run health care centre, yoga centers, gymnasiums and to conduct classes, seminars, demonstration, education and training programmes for betterment of body and health care.
39. To acquire, establish, run, manage, construct, build, take on hire or lease, maintain, organize, promote, provide, acquire, develop, erect, and to handle, yoga centers, beauty saloons, hair care centers, clinics, gymnasiums, swimming pools, natural cure centers, sauna & steam bath, and similar establishment on membership basis or otherwise.
40. To organize, conduct, or sponsor time to time, health and fitness camp or workshop, yoga camp or workshop, beauty contest event to encourage or make people aware about healthy & fit lifestyle.
41. To promote, encourage, establish, provide, maintain, conduct, operate, organize and run beauty parlors and to do business as beautician, manicurists, hair dyers, hair care, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstrations, education and training programmes in the field of body care and to do all incidental acts as are necessary to attain the main objects of the company.
42. To promote, encourage, establish, provide, maintain, conduct, operate, organize and run beauty parlors and as beautician, manicurists, hair dyers, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstrations, education and training programmes in the field of body care and personal hygiene.
43. To own, establish, acquire, run, operate, manage, maintain, develop, promote, administer, advertise, either on its own or through franchisee fully equipped schools, colleges, educational institutes, universities including deemed or autonomous universities, to promote and disseminate knowledge, create awareness and provide a common forum of interaction amongst academicians, professionals and government agencies, establish effective co-ordination, to organise training courses and special programmes to impart training, education in all disciplines, online, distinct, correspondence courses, coaching classes for any stream, any level, any profession, courses for information technology, computer technology, software, hardware, networking, any certified or recognized courses ,training programmes for personality development, soft skills, communication skills, creative teaching, behavior skills, trade-commerce-business management, scientific and research and to conduct all types of seminar, training programmes, skilled development programmes and to develop computer software, hardware, web enabled application, information technology related products and also to provide consultancy relating thereto, and to assist the promotion and advancement of trade, commerce, art, science, technology or whatsoever.

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For M.K. EXIM (I) LTD.



Managing Director

- IV. 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.
- V. The Authorised Share Capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

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We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the 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.	Signatures, Names, Address, Descriptions and Occupations of the Subscribers	No.of Equity Shares taken by each subscribers	Signatures, Names, Address, Descriptions and Occupations of Witness
1.	Sd/- (DAYA RAM KHANCHANDANI) S/o Late Sh.Bassar Mal Khanchandani Mona House, A-4, Saket Colony, Adarsh Nagar, JAIPUR Business	10 (Ten)	In Witness to all the signatories Sd/- (SANJAY KUMAR PANDYA) S/o Dr. Mahaveer Prasad Pandya E-12, Gokhale Marg, C-Scheme JAIPUR-302001 Chartered Accountant
2.	Sd/- (KANHAIYA LAL KHANCHANDANI) S/o Sh.Daya Ram Khanchandani Mona House, A-4, Saket Colony, Adarsh Nagar, JAIPUR Business	10 (Ten)	
3.	Sd/- (SHYAM KHANCHANDANI) S/o Sh.Daya Ram Khanchandani Mona House, A-4, Saket Colony, Adarsh Nagar, JAIPUR Business	10 (Ten)	

Total No. of Equity Shares subscribed : 30 (Thirty)

Dated the 16th day of December, 1992

Place : Jaipur.

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