

Form No. INC-33

Form language

e-MOA (e-Memorandum of Association)☒ English☐ Hindi

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]]

Refer instruction kit for filing the form.

All fields marked in * are mandatory

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

A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

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

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

Table A/B/C/D/E

1 The name of the company is

SWARNAGOWRI FOODS AND BEVERAGES PRIVATE LIMITED

2 The registered office of the company will be situated in the State of

Karnataka

1. To carry on the business of trading, import, export, buy, sell, online sell and deal in processed foods, health foods, protein foods, food products, agro-foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, Spices, squashes, sausages, nutrient, health and diet foods /drinks, extruded foods, confectionery items, sweets, cereals products, other consumable products and any other food products in and outside India.

2. To as wholesalers, retailers, agents, subagents, distributors, online or otherwise and to act as or otherwise deal in all models, shapes, sizes, capacities and varieties of domestic and household appliances, clothing, heating, cooking and electrical appliances, bathroom fittings, household chemicals, plumbing items, and electronic devices such as mixers, juicer mixer grinders, hand blenders, toasters, stoves, pressure cookers, ovens, cooking ranges, other cooking utensils of all types,

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

and washing machines, refrigerators, electronic motors for machines and vehicles and other similar products, their consumables, parts, accessories, components, fittings whether as wholesalers, retailers, agents, sub agents, distributors, online or otherwise

3. To carry on the business of wholesale, retail sale, manufacturing of furniture, carpets, linoleums, furnishings fabrics and other fibre coverings household utensils, China and glass goods fittings, colourful curtains, handmade home furnishings and carpets household requisites of all kinds and all the things capable of being used therewith or in the maintenance and repair thereof.

4. To carry on the business of readymade or made to measure garments, manufacturers, drapers and hosiers, clothes, dress makers, customers, dress agents, tailors and outfitters and as manufacturers of and dealers in tapestry, needlework, neck ware, ties, collars, cuffs scarves, cells, tinsel and tinsel fabrics and thread and all articles of wearing attire for personal or household use, decoration ornaments.

1. To import all kinds of equipments, tools and machinery required to set up and carry on the said projects in the main object and arrange financial assistance, bank loans for any project to be developed and to enter into Joint Venture with State Government, other Government authorities as well private bodies for provision of services and products developed by the Company

2. To undertake the publication of advertisements, journals, books, periodicals, magazines or other publications, for the purpose of public awareness, education and to attain any or all of the main objects of the Company

3. To apply for, purchase or by other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, inventions, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

4. To purchase or otherwise acquire or undertake all or any part of the business, property, assets, rights and liabilities of any person or company or, the whole or any portion of the shares in or securities of, or obligations or liabilities of any company carrying on any business which this Company is authorized to carry on or which appears calculated directly or indirectly to benefit this Company, or possessed of property or rights

suitable for the purposes of this Company.

5. To sell, lease, grant licenses, easements and other rights over and in any other manner, deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular of shares, debentures or securities of any other Company.

6. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and from time to time sell or vary such investments and to execute all assignments, transfers, receipts & documents that may be necessary in that behalf and to advance money and assets of all kinds with or without security and give credit to such persons including Government and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on Banking business.

7. To enter into guarantees, indemnities, bonds and undertakings and to provide cash deposits, counter-indemnities or any other form of security whatsoever which may be required or acceptable in India for the performance of the obligations of or to secure claims against any person.

8. Subject to the provisions of Banking Regulation Act, 1949 as subsequently amended from time to time, to draw, make, accept, endorse, discount, buy, sell, collect, deal in, execute and issue bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, scrips and other negotiable or transferable instruments or securities whether transferable / negotiable or not and to discount, accept, collect Bills of Exchange, Hundies, Promissory Notes, Coupons, drafts, Bills of Lading, and other instruments and securities whether transferable / negotiable or not.

9. To affect all such insurances in relation to the property of Company and the carrying on of its business and any risk incident thereto as may seem expedient.

10. To refer to or agree to refer any claims, demands, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the members or members of the Company and / or his representatives, or between the Company and third parties, to arbitration and to observe and perform and do all acts, matters and things to carry out or enforce the awards, to act as agents for service of process and otherwise represent foreign entities in legal and arbitral proceedings in India.

11. To form or promote any company or companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control or development of the company or any other objects which in the opinion of the company could or might directly or

indirectly assist the company in the development of its properties or otherwise prove advantageous to the company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.

12. To amalgamate, or enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company whether Indian or foreign, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in.

13. To take or otherwise, acquire and hold, re-sale, dispose off shares in any other company having objects altogether or in part similar to those of the company.

14. To provide for or utilize such sum or sums of money that may be agreed upon by the Company from time to time for research and development connected with the objects of the Company and for the protection of the interest of the Company and securing any process or processes / patent or patents or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.

15. To appoint engineers, technicians, professionals, contractors, managers, brokers, canvassers, agents and other persons and to establish, undertake, transact, execute, and maintain agencies or branches in any part of India or elsewhere for the purpose of the company's business and to discharge and to discontinue the same.

16. To engage any person, firm or company rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or company as may be though expedient.

17. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the company.

18. To purchase or to lease or take on license or in exchange, hire or otherwise acquire and to erect, maintain, reconstruct, and adopt any land, building and any other kind of real and personal property whether moveable or immovable necessary or convenient for the purpose of the business of the Company and for that purpose to enter into any Agreement, Deed of Sale or any kind of arrangement with any party and to create any

kind of fund (depreciation, reserve, sinking, insurance) for repairing, maintaining, improving or replacing its assets / properties and also to extend, expand, develop the business of the Company by adding or altering, enlarging all or any of the buildings, premises and machinery stock in trade etc. for the time being the property of or in possession of the Company and by expending from time to time, such sums of moneys as may be necessary or expedient for the purpose of improving, repairing and maintaining the buildings, machinery and property for the time being of the Company.

19. To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly one or partly the other or such other company and to take back or reacquire any property so disposed of by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.

20. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or in any part of the world, for the purpose of using in its business, any patents, patent rights, copy rights, sophisticated technology, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any secret, technical 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 directly or indirectly benefit the Company.

21. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that maybe granted or assigned to or is otherwise acquired by the Company.

22. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.

23. To enter into any arrangements with any Government Authorities (Central, State, Municipal, local or others) or Company (whether incorporated in India or outside India) firm or person that may seem conducive to the attainment of Companies objects or any of them and to obtain from any such Government or other authorities any orders, charters, licenses, authorizations, rights, subsidies, loans, indemnities, sanctions, protection, privileges and concessions which the Company may think

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

desirable to obtain and to carry out, exercise and comply with any arrangements, rights, privileges, subsidies and concessions.

24. To undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body, corporation and to promote or form any company or companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or undertaking any business or to acquire and undertake the whole or benefit the Company or to acquire and undertake the whole or any part of the business, goodwill, property and liabilities of other persons, firms and companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of any property or rights suitable for the purposes of the company by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the Capital thereof or by taking shares therein or by advancing money.

25. To advance money to such persons and on such terms as may seem expedient and in particular to member of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts and engagements by any such persons.

26. To make advances of such sum or sums of money upon or in respect of or for the purchase of goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms, with or without security as the Company may deem expedient.

27. Subject to the provisions of the Companies Act, 2013 and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, Including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or change the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or payoff any securities. Provided that the Company shall not carry-on Banking business as defined in the Banking Regulation Act, 1949.

28. To apply for, promote and obtain any order, license or consents of the Department of Industry or other Authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated, directly or indirectly to promote the Company's interests and to oppose any proceedings directly or indirectly that are likely to prejudice the Company's interests.

29. To open account or accounts with any Bank or Banks and to pay into and to withdraw money from such account or accounts.

30. To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

31. Subject to the provisions of the Companies Act, 2013, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

32. To enter into such contracts as may be necessary for all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

33. To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 2013, in the event of winding up of the Company.

34. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishment of the Company.

35. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.

36. To distribute as bonus shares amongst the member or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.

37. Subject to the provisions of Companies Act, 2013 to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or

donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities colleges or any individual, body of individuals, or bodies corporate.

38. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or super- annotation, provident or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the Company, or any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other such company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other Company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

39. To do the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either by or through. To import all kinds of equipment?s, tools and machinery required to set up and carry on the said projects in the main object and arrange financial assistance, bank loans for any project to be developed and to enter into Joint Venture with State Government, other Government authorities as well private bodies for provision of services and products developed by the Company.

4 The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding * rupees.

(iii) The share capital of the company is rupees, divided into

250000	Equity Share	Shares of	10	Rupees each	
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Attachments

First Subscriber (s) sheet

MOA subscriber sheet.pdf

Declaration

Pursuant to resolution no. dated, I, on the behalf of Board of Directors, declare that following amendments have been adopted in Memorandum of Association:

Change in name of the company from NEWLIFE HEALTH CENTER PRIVATE LIMITED to SWARNAGOWRI FOODS AND BEVERAGES PRIVATE LIMITED.

To be digitally signed by

Name

SUMITH SUMITH

Designation

Director

DIN

09301448

DSC