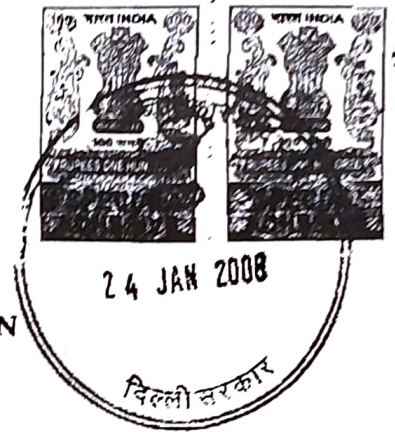


THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

Forlife Trading India Private Limited



- I. The name of the Company is Forlife Trading India Private Limited.
- II. The Registered office of the Company will be situated in the National Capital Territory of Delhi.
- 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 buy, sell, market, distribute, import, export or otherwise deal in health supplement products in capsule, liquid or any other form or other products through network of distributors in India or as the company thinks fit.
 - B. **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:-**
 1. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose of or otherwise to account the same.
 2. To acquire and undertake the whole or any part of the goodwill, business, concern, undertaking, property, rights, assets and liabilities of any person, firm, association, society, company or corporation (Entity) carrying on any business which the Company is authorised to carry on or is possessed of property suitable for the purpose of the Company by cash or otherwise, or partly in one way and partly in another, and to conduct, expand and develop or wind up and liquidate such business and to purchase and take steps for the acquisition of existing and new licenses in connection with the business of the Company.



Payal Kejriwal

3. To buy, sell, import all kinds of plant, equipment, spares and tools, either alone or jointly with any Entity, either for the purposes of the Company or others.
4. To erect, test and run all machinery, spares and tools, either belonging to the Company or others either alone or jointly with any Entity and either for the purposes of the Company or others.
5. To enter into agreement with any Entity for providing any services or for obtaining by grant, purchase, lease, license, hire-purchase or on any other basis or on other terms, any formulae, rights and benefits, and to obtain financial and / or technical information, know-how and expert guidance for the conduct of the Company's business, or for the provision of any services mentioned above and to arrange facilities for training of technical personnel and to pay for the same by cash or otherwise and where necessary, apply to the Reserve Bank of India or any other authority.
6. To carry out investigations, studies, research and analysis with respect to industrial, trade, business, technical or commercial activities of all kinds for its own purposes or on behalf of any company, corporation, body corporate, industries, firm, association or any person and to collect information and data and submit reports on feasibility of new projects and/or improvements to and/or expansion of existing projects; and to diagnose operational difficulties and weaknesses and suggest remedial measures to improve and modernise existing units or projects and to prepare and submit overall and detailed plans for execution with regard to new projects, improvements, expansion of existing projects and to provide information and guidance on government policies and regulations and to assist in obtaining various consents or approvals from Government or other authorities or agencies which may be required for establishing an undertaking or its diversification or expansion.
7. To apply for, purchase or acquire by concession, grant, purchase, barter, lease, license or otherwise, either absolutely or conditionally, either alone or jointly with others, any lands, buildings, conveniences and other movable and immovable property of any description, and any patents, trade marks, concessions, privileges and other rights for the objects and business of the Company, and to construct, improve, control, maintain, alter, work, manage, carry on or control any factories, plants, machinery, buildings, godowns, shops, stores and conveniences; and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance,

Pooja Agrawal



working, management and carrying out or control thereof, which may be necessary or convenient for the purposes of the Company; and to pay for such lands, buildings, works, property or rights, any other property and rights purchased or acquired by, or for the Company by shares, debentures, debenture stocks, bonds or other securities of the Company, or by cash or otherwise; and to manage, develop, sell, let on lease or for hire, or otherwise dispose of all of the foregoing lands, buildings, machinery, plant, property and other rights etc., at such time or times and in such manner and for such consideration as may be deemed proper or expedient to attain the objects of the Company.

8. To apply for, purchase or acquire and protect, prolong and renew, whether in India or elsewhere and whether alone or with another or others any patents, patent-rights, licenses, protection, trade marks, or designs, concessions, communications software or other systems, intellectual property of all kinds and the like, conferring any exclusive or non-exclusive or limited right to their use, or any inventions, secrets or other information, process or privilege 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, and to use, exercise, develop, manufacture or grant licenses or privileges in respect of, any property, rights, or information and to assist in any experiment, investigation, research in communication, software or other systems likely to prove beneficial to the Company, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
9. To adopt such means of making known any services, goods and products provided or dealt in by the Company as may seem expedient; to purchase and exhibit works of art, to register and establish or license from any other company and protect trademarks, to publish books and periodicals, to grant prizes and awards and to participate in national and international exhibitions and in other similar ventures.
10. To enter into any arrangement with any Government or Authority (Central, State, Municipal, Local, Panchayat or otherwise) or any Entity that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such Government, Authority or Entity any charter, contract, decree, right, privilege or concession.
11. To enter into partnership, any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concessions or otherwise with any Entity carrying on



Payal Kejriwal

or engaged in, any business or transaction which the Company is authorised to carry on or to amalgamate or merge with any other Entity having similar objects or be interested in and to hold, sell, deal, dispose off shares, debentures and securities of any such Entity.

12. To establish, maintain and conduct or discontinue or close agencies and branches and appointment of representatives, agents, dealers and brokers in any part of the world for the conduct of business of the Company or for the purchase, sale, exchange or hire either for ready delivery or future, all types of machinery, merchandise, commodities, goods, wares, materials, produce, products, articles and things required for the main objects of the Company and discontinue the same if and when not required.
13. To employ or appoint experts or agents or to utilise the services of the directors or employees of the Company in any part of the world, to investigate and examine into the conditions, prospects, value, character and circumstances of any Entity and generally of any assets, properties or rights and if considered expedient to carry on all or any of the business carried on by that Entity.
14. To employ, or otherwise appoint technical experts, engineers, administrative and executive personnel, mechanics, foremen, skilled, semi-skilled and unskilled labour or any other person for any of the purposes of the business of the Company, and where necessary to apply to any Government or agency of any Government to obtain permits allowing for the employment of non-resident Indians or foreign nationals; and to second, depute or sub-contract such persons to any subsidiary or affiliate of the Company or to any other company, whether on short term or long term assignment or on any other contractual basis or otherwise.
15. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights, assets and liabilities of any Entity carrying on business which the Company is authorised to carry on, or if possessed of property or rights suitable for any of the purposes of the Company.
16. To procure the registration or recognition of the Company in any country, state or place outside India, and to establish and maintain local registers and branches or places of business in any part of the world.



Payal Kejriwal

17. To purchase, erect, construct, maintain, manage, take on lease, or otherwise, buildings, structures, apartments, flats, bungalows for the purpose of residence of the directors or employees of the Company, or help in the purchase, erection, construction, maintenance, management, taking on lease or acquisition of buildings, structures, apartments, flats or bungalows by such directors or employees or dependents of such persons, and to sell or help in the selling of such buildings, structures, apartments, flats and bungalows.
18. To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined by the Board of directors of the Company.
19. To take or otherwise acquire, hold and deal in Government securities, bonds, debentures, or securities issued by any local or public body.
20. To insure with any person or company against losses, risks, liabilities or any kind, which may affect the Company either wholly or partly.
21. To identify projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies and investigation of industries, to undertake appropriate service to identify scope or potential for economic and industrial development in any particular geographical area or location whether in India or abroad, to act as lead managers in respect of project assignments by undertaking follow up, supervision and co-ordination work at the instance, behest or on behalf of banks, financial institutions, companies, bodies corporate and to monitor the same to the participants, to act as an adviser in the management of undertakings, business enterprises, offices, trade, occupations and professions by introducing modern methods and techniques and systems and render all assistance as may be necessary including by acting as agents for recruitment of personnel, technical, skilled, unskilled, supervisory, managerial or otherwise, and to act as an adviser in the selection of technical process, economic size, source of plant and machinery and other utilities for business entrepreneurs.
22. To provide information and guidance on governmental policies and regulations and to assist in obtaining various consents, approvals from Government or other authorities or agencies which may be required for establishing an undertaking or in its diversification / expansion.



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23. To lend and advance money or give credit to such Entities on such terms as may seem expedient, and in particular to Entities having dealings with the Company, and to give guarantees or security for any such Entities, whenever it is necessary or advantageous to do so in the interest of the Company provided that the Company shall not carry on the business of banking.
24. Subject to any legislation for the time being in force, to borrow or raise or secure payment of money, or to receive money for any of the purposes of the Company at such time or times as may be thought fit, by promissory notes or by taking credits in or opening current accounts with any bank or other financial institution, whether with or without security, for any such money so borrowed, raised, received and / or any such debentures or debenture-stock so issued, and to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and 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, powers of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.
25. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company, or for any other purpose conducive to the interests of the Company.
26. To pay all expenses incurred in connection with the promotion, formation, registration and incorporation of the Company, its raising of money, the issue of its capital, and underwriting, placing, selling or guaranteeing the subscription of any shares or securities of the Company or a company promoted by the Company.
27. To incur debts and obligations for the conduct of any business of the Company, and to purchase or hire goods, materials or machinery on credit or otherwise for any purpose or business of the Company.
28. To open and operate current, overdraft, loan, cash, credit or other accounts for any purpose or business of the Company.
29. To place on reserve or to distribute as bonus shares among the members, or otherwise to apply as the Company may from time to time think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company.



Payal Kishore

30. To commence and prosecute litigation in the courts of India or any other jurisdiction and to refer any claims, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and a member of the Company or his or their representatives or between the Company and third parties to arbitration or other means of dispute resolution in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards or any other judgements.
31. In the event of winding up, to distribute among the members of the Company in specie or in kind any property of the Company subject to the provisions of the Companies Act, 1956 or any other law for the time being in force and the Articles of Association of the Company.
32. To undertake research and development in improving the standard and quality of services and products and also to introduce new services and products in the same or similar trade.
33. To make and / or receive donations, gifts or income to or from such persons, institutions or trusts and in such cases and whether of cash or any other assets as may be thought to benefit the Company or any other objects of the Company or otherwise expedient and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
34. To make any payment to, support or subscribe to any charitable or public institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business.
35. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects, in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
36. To undertake repairs and servicing of mechanical, electrical, electronic and other engineering goods.
37. To buy, sell and deal in wholesale and retail in commodities, articles and things of all kinds which can conveniently be dealt in by the Company in connection with any of its objects.



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C. THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-

1. To act as agents, traders, financiers, contractors, dealers, distributors, factors, brokers, underwriters, supervisors, liquidators, exporters, importers and shippers.
2. To carry on the business of generation and distribution of power and energy for captive use or otherwise by all possible means, modes and methods including but not limited to exploitation by suitable devices of renewable source of power and energy made available by nature through wind, sound, sunlight, water, space, industrial, municipal and agro waste, mineral and the like either by itself or in association with others and for that purpose acquire, import, export, manufacture, trade, assemble or otherwise deal as the case may be in movable or immovable goods, articles and equipments incidental to the said activity.
3. To act as consultants and provide advice, services, consultancy in various fields including general administration, financial, commercial, economic, labour, industrial and public relation, scientific, technical, quality control, data processing, software development or on any other matter which the Company deems fit; and to provide to any Entity, by means of license, sub-license, sale or on other terms, any technical information, know-how or formulae.
4. To carry on business as manufacturers, buyers, sellers, repairers, exporters, importers, distributors, contractors, sub-contractors, agents of autoparts, centralized electronic control , management systems, components, accessories, sub-systems and systems required for handling, control and or management of fuel in combustion engines, using appropriate technologies for combustion engines such as water pumps and components thereof and other accessories connected to the cooling system ,stationery or automotive, such as Carburettors, Fuel injection systems and Fuel pumps, with or without the usage of electronics and mechanical, electrical, electronic and other engineering goods,
5. To manufacture and market components, accessories, sub-systems and systems for the control and management of spark timing, ignition and or injection using mechanical, electrical, electronic and other technologies for combustion engines.
6. To carry on the business of advisors, consultants, experts and to render service or advice in India or abroad in the field in which



Piyal Kishore

the Company has developed expertise and is competent to render such advice or other service.

7. To carry on any other business which may seem to the Company to be capable of being conveniently carried on in connection with the above, or is otherwise calculated, directly or indirectly to enhance the value of any of the properties or rights of the Company for the time being.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company shall be Rs. 5,00,000 (Rupees Five lakhs only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.



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We, the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

Names, Addresses, descriptions and occupation of subscribers	No. of Shares taken by Each Subscriber	Signature of Subscribers	Name, address, occupation and signature of Witnesses.
LIRA GOSWAMI d/o LATE PARBATI KUMAR GOSWAMI B-6/23 SAFDARJUNG ENCLAVE NEW DELHI-110029 (ADVOCATE)	5000 (FIVE THOUSAND ONLY)	Lira Goswami	Payal Kishore PAYAL KISHORE YWCA WORKING WOMEN HOSTEL VISHWAS NAGAR NEW DELHI-110032 ACS NO-12082
DR. PRAKASH BHARDWAJ S/o LATE RICHARD MAL BHARDWAJ B-51, GULMOHAR PARK NEW DELHI-110039 (ADVOCATE)	5,000 (FIVE THOUSAND ONLY)	Dr. Prakash	
	10,000 (TEN THOUSAND)		

Dated: 29 January, 2008
Place: New Delhi



M.No. - A56597
COR-21242

10

Payal Kishore