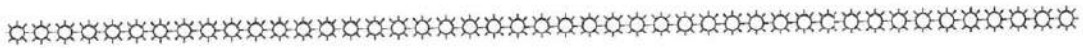
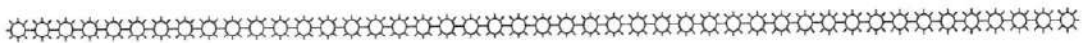


**THE COMPANIES ACT - 2013**  
**(COMPANY LIMITED BY SHARES)**



**MEMORANDUM OF**  
**ASSOCIATION**  
**OF**



**MAKESMILE MARKETING**  
**PRIVATE LIMITED**

*Shalini*  
10/5/24



**The Companies Act, 2013**  
(Company Limited by Shares)

**Memorandum of  
Association**

*of*

**MAKESMILE MARKETING  
PRIVATE LIMITED**

1. The Name of the Company is **MAKESMILE MARKETING PRIVATE LIMITED.**
2. The Registered Office of the Company will be situated in the State of **PUNJAB.**
3. The Objects for which the company is established are:

**3. (A), THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:**

1. To carry on the business as a marketing enterprise engaged in the marketing, buying & selling, import & export of various consumer products, and home appliances such as food supplements, personal care products, home care products, general merchandise, appliances and allied items on retail and/or wholesale basis.
2. To establish, setup, wholesale/retail outlets, franchisee showrooms, online website stores, Virtual store(s) including chain stores, modern retail stores, electronic commerce platform, online/virtual market place in all its forms and to carry on the business of setting up of infrastructure including for storage, movement delivery of goods and service for trade and commerce, arrangements with distribution agencies, electronic channels for the business of the company.

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3. (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE: -

1. To buy, sell all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, article and things necessary or useful for carrying on the main businesses of the company.
2. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
3. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise.
4. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for render services to customers and others and to give guarantees for carrying on the main businesses of the company.
5. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.
6. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.
7. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employces, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
8. To buy, sell, import, export, distribute and otherwise deal in all kinds and varieties of cosmetics, health care products, food preservatives and additives, fast foods, artificial flavouring, beauty and skin care products, perfumes, food supplements, health aids, Dental care products, glamour products, and other items.
9. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the main business of the Company.
10. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.

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11. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
12. To adopt such means of making known the articles, goods, products, appliances or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.
13. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.
14. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.
15. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
16. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
17. To carry on research and development activities on all aspects related to the business and objects of the Company.
18. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.
19. To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.
20. To carry on the business of distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.
21. To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or instalments or fees or royalties or through any other arrangement.
22. To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights and the like, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.
23. To apply for, purchase or otherwise acquire Brand names, Trademark/Service marks for the products and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.

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24. To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.
25. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
26. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependents of any such person.
27. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependents of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to 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 assistance as the Company may think fit.
28. To open and operate any kind of account in any Bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities, subject to the provisions of Banking Regulation Act, 1949.
29. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.
30. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immovable property including lands, buildings, and flats of any description in India or elsewhere.
31. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
32. To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
33. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.
34. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.
35. To carry on the business of export or import agent, commission agent of any other such item as required by foreign or Indian buyers for the furtherance of the main objects of the company.
36. To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.
37. To carry on any other business which may be in the opinion of the Board of Directors of the company, can be carried on by the company, advantageously or conveniently, in connection with or as ancillary to any of the company's main objects.



38. To undertake and execute any trusts, the undertaking of which may see desirable, either gratuitously or otherwise for the attainment of the main objects of the company.
39. To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.
40. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
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. **The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lacs only) divided into 100,000 (One Lakh) Equity shares of Rs. 10/- (Rupees Ten only) each.**
6. **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 share in the capital of the company set against our respective names:**

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S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated	
1	Pardeep Sharma son of Balkrishan Sharma Residing at House No. 69, Near Police Chowki, Suncity Colony, Extension - 7, Basant Avenue, Ludhiana, Punjab-141013, Businessman	ATFPS8058J	12500	Equity	PARD EEP SHAR MA Digitally signed by PARDEEP SHARMA Date: 2022.12.21 12:19:43 +05'30'	21/12/22
				Preference		
2	Jagdev Singh Son of Sh. Nirmal Singh Residing at House No. 1806, Bhai Bala colony, Opposite Blessings resort, Pakhowal Road, Ludhiana, Punjab-142022, Businessman	AQHPS1670B	12500	Equity	JAGD EV SINGH Digitally signed by JAGDEV SINGH Date: 2022.12.21 12:14:01 +05'30'	21/12/22
				Preference		
3	Bachiter Singh son of Sh. Jawala Singh Residing at VPO Lapran, Tehsil Payal, Ludhiana, Punjab-141421, Businessman	09816406	12500	Equity	BACHI TER SINGH Digitally signed by BACHITER SINGH Date: 2022.12.21 12:17:18 +05'30'	21/12/22
				Preference		
4	Satbir Singh son of Sh. Gurnam Singh residing at House No. 318, Street No. 5, Gobindsar, New Shimlapuri, Ludhiana, Punjab-141003, Businessman	AYBPS7892K	12500	Equity	SATBI R SINGH Digitally signed by SATBIR SINGH Date: 2022.12.21 12:18:32 +05'30'	21/12/22
				Preference		
Total Shares taken			50,000.0	Equity		
				Preference		

Signed before Me					
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated	
FCA	Preeti Sharma	132, Green Field, Adjoining DGFT Office, Ludhiana, Punjab, Chartered Accountant	546153	PRE ETI SHA RMA Digitally signed by PREETI SHARMA Date: 2022.12.21 12:18:34 +05'30'	21/12/22

Modify

Check Form

*Shalini*  
07/05/24

