



सत्यमेव जयते

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Delhi  
4th Floor , IFCI Tower , 61 , Nehru Place

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 of the Companies (Incorporation) Rules, 2014]

I hereby certify that VLCC Online Services Private Limited is incorporated on this Eleventh day of March Two Thousand Sixteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U93000HR2016PTC058548.

Given under my hand at Delhi this Eleventh day of March Two Thousand Sixteen.

Signature Invalid  
Digitally signed by Prahla  
D. Ministry of Corporate Affairs, Govern  
India, DN: cn=Prahla  
Date: 2016.03.11 11:35  
GMT+05:30

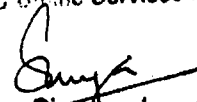
Prahlad Meena  
Registrar of Companies  
Haryana

Mailing Address as per record available in Registrar of Companies office:

VLCC Online Services Private Limited  
64, HSIIDC, Sector - 18, Maruti Industrial Area,  
Gurgaon - 122015,  
Haryana, INDIA



For VLCC Online Services Private Limited

  
.....Pradeep..... Signatory

(COMPANY LIMITED BYSHARES)

UNDER THE COMPANIES ACT

2013

MEMORANDUM OF ASSOCIATION

OF

## **VLCC ONLINE SERVICES PRIVATE LIMITED**

- I. The Name of the Company is **VLCC ONLINE SERVICES PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi & Haryana.
- III. The objects for which the Company is established are:-
  - (a) The main objects to be pursued by the Company on its incorporation:-
    1. To carry on the business of providing solutions and services related to Beauty and Wellness including Preventive Healthcare through Web-Technologies, Internet, Apps and E-commerce and any other source in India and Overseas.
    2. To provide all type of beauty and wellness services including but not limited to providing wellness services, sale of goods, supply of manpower, diagnostic services etc in India and Overseas.
    3. To acquire, promote, encourage, establish, provide, maintain, conduct, operate, organize and run immobile/mobile wellness outlets, Beauty Parlours and to do business as beautician, manicurists, hair dyers, makers and suppliers of wellness/beauty related tools and consumable and to conduct classes, seminars, demonstrations, education and training programmes in the field of beauty & wellness and to do all incidental acts as are necessary to attain the main objects of the company in India and Overseas.
    4. To carry on business as Importers, Exporters, manufacturers, buyers, sellers, suppliers, stockists, agents, merchants, distributors, dealers, direct selling of all kinds of health and beauty products, health products and goods and services, aids, formulations, Equipments, SPA equipments, fitness equipments, leisure equipments, Entertainment equipments, beauty and saloon equipments and aids, weight loss foods and nutritions, body treatment aids, foods and aids to improve health in common, and all other related equipments
    5. To manufacture, import, export, buy and deal in pharmaceutical and herbal medicines, medical preparations, formulations, Cosmetics and toiletries preparations. To also manufacture, sell, export and import high protein diet packs and special foods for making health and herbal foods for all types of individuals, To sell export and import special sports wear and dress. In addition to act as consultants, advisors, for various health, wellness products and services.

For VLCC Online Services Private Limited

  
..... Director/Authorised Signatory

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

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.
2. To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and to arrange facilities for training of technical personnel by them.
3. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, approvals, charters, contracts, licenses and concessions including in particular rights in respect of business of the Company.
4. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the objects of this Company.
5. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
6. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
7. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
8. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, 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 power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

9. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
10. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
11. 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 securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
12. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
13. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain agencies, branches and to carry on business as such in any part of the world for the attainment of the main objects of the Company.
14. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organising exhibitions.
15. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.
16. To enter into technical and financial collaboration with foreign or Indian collaborations for the objects of the Company.
17. To acquire, buy, sell, import, refine and manipulate any articles of whatever description, stores and raw materials for all or any of the objects of the Company. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale or otherwise any goods belonging to the Company.
18. To register, apply for, purchase or otherwise acquire, sell, let, grant or turn to account any patents, letters, brevets, concessions, licenses, inventions, trademarks, copyrights or privileges, subject to royalty or otherwise, and whether exclusive or limited or any part or interest in such patents, letters, brevets, concessions, licenses, inventions, trademarks, copyrights and privileges whether in India or any part of the world and to manufacture and produce or trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with such patents, letters, brevets, concessions, licenses, inventions, trademarks, copyrights and privileges as aforesaid.

19. To negotiate, enter into agreements, arrangements and contracts including collaboration with companies, firms and individuals, manufacturers, other suppliers or service providers in India or abroad, for technical assistance, know-how, secret formula, design and technical and financial assistance in any business of the Company, to acquire technical information, know-how, patents, trade-marks, inventions and licenses and concessions, data, processes, formulae, techniques and methods, engineering, manufacturing and operating data plans, layouts, blue prints and such other data for the design, installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities whatsoever required for attaining the main objects of the Company.
20. To pay for properties, rights or privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise.
21. To enter into partnership or into any arrangements for sharing profit, union of interest, reciprocal concession or cooperation with any person, partnership or company having objects similar to those of this Company and to promote and aid in promoting, constitute, form, organize companies, syndicates or partnerships for the purposes of acquiring and undertaking any property and liabilities of this Company or of advancing, directly or indirectly, the objects thereof.
22. To lend, invest or otherwise employ or deal with surplus moneys belonging to or entrusted to the Company not immediately required upon securities and shares or such other movable or immovable property including without security upon such terms and in such manner as may be thought proper excluding investments in Company's own shares and from time to time vary such transaction and investments in such manner as the Directors may think fit, (provided the Company will not carry on any banking business as defined in the Banking Regulation Act, 1949).
23. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debentures stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whether incorporated or not and to guarantee, or become sureties for the performance of any contracts or obligations for the attainment of its objects.
24. To borrow or raise or secure the payment of moneys, subject to Sections 73, 179 and 180 of the Companies Act, 2013 and the regulations made there under and the directions issued by Reserve Bank of India, to receive money on deposit at interest for any of the purposes of the Company at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debentures stock convertible into shares of this or any other Company or perpetual annuities and in securities for any such money so borrowed, raised or received or of any such debenture or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenues and profits of the Company present or future including its uncalled capital by special assignments 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 apply or join in applying to the Government, local or improvement trust or any other authority or body, municipal, local or otherwise in India or foreign countries for and to obtain or in any way assist in obtaining government orders or decrees, concessions, orders, rights, or privileges or advantages that may seem conducive to the objects of this or any other Company or for enabling this or any other Company's constitution; to oppose any proceedings of application which seem calculated, directly or indirectly, to prejudice the interests of this or any other Company; if necessary in accordance with the laws of any other country, state or

place in which it may propose to carry or operate, to establish and maintain any other agencies of the Company and to open and keep a colonial or a foreign register or registers of this Company in India or abroad, subject to the provisions of Companies Act, 2013 and to allocate shares in this Company in respect of members residing in that country.

26. To create any depreciation fund, reserve fund, development rebate fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.
27. Subject to the provisions of the Act, to distribute any of the property of the Company amongst the members of the Company in cash or in kind, in the event of winding up of the Company.
28. To place, to reserve or to distribute, subject to the provisions of the Companies Act, 2013, bonus shares amongst the members or otherwise to apply as the Company may, from time to time think fit, any money received by way of premium of shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on forfeited shares.
29. To acquire or amalgamate with any other company whose objects are or include objects altogether or in part similar to those of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liability of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid or by partnership or in any other manner of all types.
30. To pay out of the funds of the Company all expenses incidental to the formation, registration, advertisement and establishment of this Company and the issue and subscription of the share or loan capital, including brokerage and or commission for obtaining applications for or placing or guaranteeing the placing of shares or debentures, debenture stock and other securities of this Company, and also any expenses attending the issue of any circular or notice and the printing, stamping and circulating of proxies and forms to be filled up by the members of the Company.
31. To insure all or any of the properties or assets or obligations of the Company of whatsoever nature against any risk.
32. Subject to the approval of shareholders, to sell, exchange, mortgage, let on lease, rent, royalty or tribute, grants, licenses, easements, options and other rights, over and in any other manner deal with or dispose of the property, movable and immovable (including land, building, plant and machinery), assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks and shares, whether fully or partly paid-up securities of any other company having objects in whole or in part similar to those of the Company.
33. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigation and inventions by providing, subsidising, and endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes and grants to students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments/tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

34. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature, to take out execution, to enter into agreement, to refer to arbitration and to enforce and where need lie to contest any award and for all such purposes engage or retain counsels, attorneys and agents and when necessary to remove them.
35. To give guarantees or counter-guarantees to any bank, insurance company or financial institution for advances taken, guarantees obtained or any other financial accommodation taken in connection with any business or transaction of the Company, and to remunerate by way of commission or otherwise any person, persons or company for such services rendered or to be rendered.
36. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non- contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions and allowances.
37. To enter into contracts, agreements and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on behalf of the Company any of the main objects for which this Company is formed.
38. To buy foreign exchange and receive foreign remittance in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of main objects of the Company.
39. To send its Directors, employees or any other person or persons to anywhere in India or to countries outside India to investigate the potential for any business or trade or to procure and purchase any tradable item or machinery or establish trade connections or promote the interests of the Company and to pay all expenses incurred in connection with such travel.
40. To indemnify members, officers, directors, secretaries and servants of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.
41. To do all such things as may be considered incidental, conducive or ancillary to the attainment of the main objects and the above objects.
42. 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 employees, 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.
43. To borrow or raise money/loan in such manner as the company shall think fit from any bank or financial institution or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company.
44. To give guarantee or provide any security in favour of a bank/lender/financial institution in connection with a loan to any other body corporate including but not limited to subsidiaries/joint ventures/ associates in India or Overseas but the company shall not carry banking business.

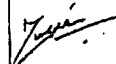
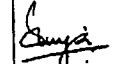
45. To give loan to any person or other body corporate or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.
- IV. The liability of the member (s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 2,00,00,000/-(Rupees Two Crores Only) divided into 20,00,000 (Twenty Lakhs ) Equity Shares of Rs 10/- (Rs. Ten Only) each.

**For VLCC Online Services Private Limited**




.....  
**Director/Authorised Signatory**

VI. We, the several persons, whose names and addresses are subscribed below, 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.

S. No.	Names, Addresses, Descriptions and Occupations of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	Mukesh Luthra S/o Late Mr. R.S. Luthra C-42, Anand Niketan New Delhi - 110021 Occupation: Business	10		I witness to the subscribers who have subscribed & signed in my presence on 23/02/2016 at Gurgaon. Further I have verified their identity details (Pan Card for Identification) and satisfied myself their identification particulars as filled in. Wt V.C. Garg S/o Shri R.K. Garg, FCA M.No. 073899 M-13 First Floor, Left Side, Falcon ND 19
2.	Sandeep Ahuja S/o Lt. Mr. R.C. Ahuja R/o C-2619, Sushant Lok-I, Gurgaon - 122002 Occupation: Service	10		
TOTAL		20		

Date: 23.02.2016  
Place: Gurgaon

For VLCC Online Services Private Limited

  
..... Director / Authorized Signatory