

UNDER THE COMPANIES ACT, 2013
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SOLVEX EDIBLES LIMITED
(A COMPANY LIMITED BY SHARES)

- I. The name of the company is "SOLVEX EDIBLES LIMITED".
- II. The registered office of the company will be situated in the state of **UTTAR PRADESH**.
- III. **(A) The main objects to be pursued by the company on its incorporation are:-**
 1. To manufacture, process, import, export, buy, sell and otherwise deal in vanaspati oils, dehydrated vegetables, all kinds of edible or non-edible oils made or processed from seeds, cotton seeds, coconuts, rice bran, rice milling, refining of edible oils, Soya bean, mustard, vegetables or any other products which is or may be manufactured thereon extraction from oil cake, agriculture and forest produce and oil cakes and soaps and lubricants made from such oils or by products thereof.
 2. To carry on the business of dealers, general order suppliers, contractors, extractors, importers, exporters, merchants, stockists, buyers, sellers, growers, agents, brokers, commission agents and dealers in cotton seeds, oils, grains, pulses, seeds, vegetable products and its products.
- (B) Matters which are necessary for furtherance of the objects specified in clause 3(A) are:-**
 1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
 2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
 3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
 4. To vest any movable or immovable property, rights or interests required by or received 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 favor of the Company.
 5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labor lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.

6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. 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 such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
9. Subject to Sections 230 to 234 of the Act, amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, designs, patterns, copyrights, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.

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14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
17. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
18. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
19. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, subject to provisions of Sec. 51 and 52 of the Companies Act, 2013.
20. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.
21. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
22. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
23. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of 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 company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance 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.

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24. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
25. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.
26. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.
27. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
28. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other status or rule having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
29. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
30. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
31. To carry on in India or elsewhere the business to manufacture, produce, design, develop, modify, build, encourage, refine, repair, process, prepare, fabricate, alter, dismantle, provide, exchange, remove, set, convert, finish, polish, cut, fit, trim, contract, sub-contract, supply, turn to account, let on hire, buy, sell, import, export, wholesale, retail and to act as agent, broker, adatia, jobworker, consignor, contractor, vendor, collaborator, stockist, distributor or otherwise to deal in all shapes, sizes, varieties, designs, applications, combinations & use of apparel, ornaments, gems, jewelleryes, goods, watches, clocks, cutleries, fabrics, utensils, antiques, articles & things their parts, accessories, fittings, components, ingredients and materials thereof made partly or wholly of gold, silver, platinum or other precious metals and alloys thereof together with precious, semi precious, imitation, synthetic, natural or other varieties of stones and materials whatsoever and to do all incidental acts and things necessary for the attainment of the above objects.
32. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power in all its branches at such place or places as may be permitted by appropriate

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authorities by establishment of thermal power plants, hydraulic power plants, atomic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future.

33. To construct, lay down, establish, promote, erect, build, install, commission, carry out and run all necessary power sub-stations, workshops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution, and supply of electricity to participating industries, State Electricity Boards and other Boards for industrial, commercial, domestic, public and other purposes and also to provide regular services for repairing and maintenance of all distribution and supply lines.
 34. To acquire concessions, facilities or licenses from Electricity Boards, Government, semi governments or local authorities for generation, distribution, production, transmission or use of electric power and to facilities on mutually agreed terms from aforesaid authorities and to do all incidental acts and things necessary for the attainment of the foregoing objects.
 35. To carry on the business of online and network marketing & trading of variety of products under multi level network marketing concept either by plan or otherwise of consumer products, electronic goods, all types of fabrics, FMCG goods, insurance products, Health Kit, agricultural, farming, medicinal, spiritual products and to act as Corporate Agent, representative, surveyors, sub insurance agent, trader, franchiser, consultant, advisor, collaborators or otherwise deal in all incidental and allied activities related there with and to provide channel services to establish and develop direct selling business of all kind of products, commodities and merchandise marketing network in India or abroad by opening branch office and to render consultancy in the related fields and to do all such incidental acts and things necessary for attainment of the foregoing objects.
 36. To carry on in India or elsewhere the business of providing marketing & other services in the fields of insurance, internet, project reports, market survey, legal & financial services, network marketing, collection agency, computer education, books, CD's, agricultural products, health equipments & other consumer products and services whether self manufactured or not and to do all such incidental acts and things necessary for attainment of the foregoing objects.
- 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 Authorized Share Capital of the company is Rs. 10,00,00,000 (Rupees Ten Crores only), divided into 1,00,00,000 (One Crore only) Equity shares of Rs. 10 (Rupees Ten only) each.**

Ashu Singh

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, Description And Occupation Of Each Subscriber	Number Of Equity Shares Taken By Each Subscribers	Signature Of Subscribers	Names, Addresses, Description And Occupation Of Witnesses.
1.	Vishal Goel S/o Brij Bhushan Goel R/o H. No. 2, Behind Kids Planet School, Kashipur Road, Rudrapur, Uttarakhand-263153. (Business)	250 Equity Shares	SD/-	<p>I, CS Manoj Kumar Agarwal S/o Late Shri K.M Lal Agarwal R/O M-9, B.D.A Colony, Tibrinath Complex, Bareilly (U.P) A Practicing Company Secretary, do Hereby witnesses The Signatures of persons herein mentioned below.</p> <p>SD/- (Manoj Kumar Agarwal) CP No.6070</p>
2.	Ashish Goel S/o Brij Bhushan Goel R/o H. No. 2, Behind Kids Planet School, Kashipur Road, Rudrapur, Uttarakhand-263153. (Business)	250 Equity Shares	SD/-	
3.	Rashika Goel D/o Brij Bhushan Goel R/o H. No. 79, Sector 11, Part Huda, Panipat, Haryana. (Business)	500 Equity Shares	SD/-	
		1,000 (Equity Shares)	<i>Ashish Goel</i>	

DATED: 12-09-2013

PLACE: RUDRAPUR