

Form No. INC-33



Form language

☒ English

☐ Hindi

e-MOA (e-Memorandum of Association)

[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

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)

A - MEMORANDUM OF
ASSOCIATION OF A COMPANY
LIMITED BY SHARES

Table A/B/C/D/E

1 The name of the company is

PURE LEAF WELLNESS PRIVATE
LIMITED

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

Rajasthan

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

1. To carry on the business of selling of goods and services through e-commerce, digital platforms, including appointment, training, and management of independent distributors, agents, and sales representatives for the marketing, promotion, and distribution of consumer products, wellness items, personal care, lifestyle products, and other merchandise as permitted under applicable laws.
2. To act as a distributor for a wide range of products, including but not limited to consumable goods, cosmetics, wellness products, personal care items, and lifestyle merchandise, and to facilitate their sale through marketing.
3. To act as a commission agent, marketing agent, and distributor for a wide range of products, including but not limited to consumable goods, cosmetics, wellness products, personal care items, and lifestyle merchandise, and to facilitate

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

their sale through online or offline Modes.

1. To purchase or otherwise acquire, own, import, sell, export and deal in all materials, substances, appliances, machines, containers and others articles and apparatus and things capable of being used in any of the aforesaid business and to own lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the said business or any part thereof.
2. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches of siding, bridges, reservoirs, water courses, wharves, electric works and other works and conveniences which may deem necessary to achieve the main objects of the company and to join with any other person firm or company in doing any of these things.
3. To buy, sell, repair, alter, improve, exchange, let out on hire import export and deal in all factories, works, plants, machinery, tools utensils, appliances, apparatus, products, materials substances, articles and things capable of being used in any business which this company is competent to carry on and to manufacture, experiment with, render marketable and deal in all products residual and by-products incidental to or obtained in any of the business carried on by the Company.
4. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interests, whatsoever and to hold, develop, work, cultivate, deal with, and turn to account concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or

rights or powers of any kinds which may appear to be necessary or convenient for any business of the company.

5. To pay for preliminary and pre-incorporation expenses of the Company.

6. To sell, exchange, mortgage, let on lease royalty or tribute grant licenses, easements, options and other rights over and in other manner deal with of dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid up or securities of any other company having objects whole or in part similar to those of the Company or as may be approved by the shareholders.

7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares of securities of the Company as paid up in full or in part or otherwise.

8. To lend and advance money, either 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 within the meaning of Banking Regulations Act, 1949.

9. To undertake financial and commercial obligations, transactions and operations of all kinds.

10. To guarantee the performance of any contract or obligations, of and the payment of money of or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects

of the Company.

11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stock, contactors, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated, or not incorporated and generally to guarantee or become sureties for the performance of any contract or obligations may be necessary for the purposes of the company.

12. To subscribe for, underwrite, acquire, hold and sell shares, share-stock, debentures, debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and whatsoever constituted or carrying on business and to subscribe for, underwrite, acquire, hold and sell shares, debentures and debenture stocks, and debenture-bonds, mortgages, obligations and other securities issued or guaranteed by any government sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company.

13. To invest in other than in company's own shares, any money of the Company not immediately required in any investments, movable or immovable as may be thought proper and to hold, sell or otherwise deal with investments, shares or stock in the company as may be necessary for the purposes of the Company.

14. Subject to Sections 73, 74 and 179, 185 and 186 of the companies Act, 2013 and the Regulations made therein and the directions issued by the 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, raise 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 the transfer or convey the same absolutely or in trust or to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities and to invest in the securities in any bodies corporate, mutual funds etc. provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

15. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, Debentures and other negotiable or transferable instruments or securities.

16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets inventions, trademarks, designs, licences, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to

their use or of any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purposes of the Company or the accusation of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property, rights and information so acquired and to carry on any business in any way connected therewith.

17. To spend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire or propose to acquire.

18. To do all or any the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either by or through agents, sub-contractors, trustees and otherwise.

19. To acquire and takeover all, or any part of the business, property and liabilities of any person, Firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of property suitable for the purposes of the Company.

20. To procure the registration or recognition of the company in or under the laws of any place outside India.

21. To form, incorporate 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 controls, management 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 management of

its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any persons or company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other company in which the Company may have an interest.

22. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside or carrying on or engaged in or about to carry on or engaged in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical know-how or for such other purpose that may seem calculated beneficial and conducive to the object of the Company.

23. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution

of the company or for furthering the interests of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which to company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

24. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising 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 and donations.

25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in and person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

(b) To accept gifts including by way of Awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependants, heirs and children and for deserving objects for and other persons also and to act as trustees.

26. To apply the assets of the Company in any way in or towards the establishment,

maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combination, fire, accident or otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.

27. To aid peculiarly or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.

28. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of Companies Act, 2013.

29. Subject to the provision of the Gift Tax Act, 1951 and the Statutory amendments thereof, the Company has power to make and receive gifts either in cash or other movable or immovable properties.

30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give, procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service 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 as aforesaid and the wives, widows families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.

31. On winding up of the Company, to distribute all or any of the property of the Company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to further Section 123 of the Companies Act, 2013.

32. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

33. To create a Depreciation Fund, Reserve Fund, Insurance Fund, of 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 interest of the Company.

34. To refer or agree to refer any claim, demand 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 member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made there on, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.

35. Subject to the provisions of section 67 of the Companies act, 2013, to invest other than investment in company's own shares and deal with moneys of the company not immediately required in such shares or upon securities or investment and in such manner as may from time to time, be determined.

36. To do all and everything necessary suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

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

10000	Equity Share	Shares of	10	Rupees each	
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- 6
- ☐ We, the several persons, whose names and address 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 shares in the capital of the company set against our respective names:
- ☐ I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:
- ☐ 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:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	Devaki Nandan Yadav S/o Mahendra Singh Yadav resident of 34, Sashtri Nagar, Medical Colony, Alwar, Rajasthan-301001, Occupation-Business	1*0*9*8*	2000 Equity,0 Preference	<div>Devaki Nandan Yadav</div> <div><small>Digitally signed by Devaki Nandan Yadav Date: 2025.06.05 17:26:59 +05'30'</small></div>	05/06/2025
2	Khushee Ram Yadav S/o Hanuman Yadav resident of C/o Hanuman Yadav, Village-Padmara Kalan, Post-Padmara Khurd, Alwar, Rajasthan-301701, Occupation-Business	0*5*3*3*	8000 Equity,0 Preference	<div>Khushee Ram Yadav</div> <div><small>Digitally signed by Khushee Ram Yadav Date: 2025.06.05 17:27:16 +05'30'</small></div>	05/06/2025
Total shares taken			10000 Equity,0 Preference		

Signed before me

Membership type of the witness (ACA/FCA/ACS/FCS/AC MA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCS	Arun Jain	Kashi Ram Circle, Near Tempo Stand, Road No.2, Alwar, Rajasthan-301001, Company Secretary in Practice, ICSI M. No.- F12014, CP No.13932	1*0*4	ARUN JAIN <small>Digitally signed by ARUN JAIN Date: 2025.06.05 18:46:31 +05'30'</small>	05/06/2025

7 Shri / Smt Of resident of
 aged years shall be the nominee in the event of death of the sole member.