

THE WORD PRIVATE HAS BEEN
ADDED BEFORE THE WORD
LIMITED U/S 43A (2A) OF THE
COMPANIES (AMENDMENT)
ACT 2000 w.e.f. 19-3-2002



संलग्न चरने
प्रारूप एक
Form 1

The word Private has been
deleted U/s 43A of the Co. Act,
1956 & the Co. becomes deemed
Public limited U/s 1-4-2000.

D. K. GUPTA

Addl. Registrar of Companies
Delhi & Haryana

Dr./Asstt. Registrar of Companies
NCT of Delhi & Haryana

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० 55-61083 शक 19 16

No. 55-61083 of 19 94-95

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज ओरिफ्लेम इंडिया प्राइवेट

लिमिटेड

कम्पनी अधिनियम 1956 (1956) का 1) के अधीन निगमित की गई है और यह
Delhi & Haryana Companies Act, 1956 (No. 1 of 1956) के अधीन निगमित की गई है और यह
Delhi & Haryana Companies Act, 1956 (No. 1 of 1956) के अधीन निगमित की गई है और यह
LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is limited.

गरे हस्ताक्षर से आज ता० 3 भाद्रपद, 1916 को दिया गया।

Given under my hand at ... NEW DELHI .. this ... TWENTY FIFTH

day of ... AUGUST ... One thousand nine hundred and NINETY FOUR



H.S. Sharma

। एच. एन. शर्मा ।
अपर कम्पनी रजिस्ट्रार
सं. रा. क्षेत्र दिल्ली एवं हरियाणा

(H.S. SHARMA)
ADDL. Registrar of Companies
N.C.T. OF DELHI & HARYANA

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

(as amended under the Companies Act, 2013)¹

(The Regulations contained in Table "A" in the Schedule I to the Companies Act, 2013, shall apply to the Company except in as far as otherwise expressly incorporated hereinafter.)

MEMORANDUM OF ASSOCIATION

OF

ORIFLAME INDIA PRIVATE LIMITED

- I. The Name of the Company is ORIFLAME INDIA PRIVATE LIMITED.
- II. The Registered office of the Company will be situated in National Capital Territory of Delhi.
- III. The object for which the Company is established are:
 - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
 1. To establish, develop direct selling business and to carry on the business as manufacturers, exports and imports of and in all kind of skin care, body care, hair care and sun care products, and beauty preparation, all kinds of fragrance, perfumery and other compound preparations, baby products, health care products including herbal Medicare, wellness, health care, nutritional products, deodorants, After shave, soaps, colognes, stress relief products, [home decoration/ utility products, consumer electrical goods]² and all other materials or things capable of being used in connection with such products.
 2. To carry on business as manufacturers, traders, buyers, sellers, barterers and exporters and importers of and dealers in all kinds of toiletries, cosmetics, [consumer electrical goods including air purifiers]³ and all other materials or things capable of being used in connection with such products.
 3. To operate as a promotion and marketing enterprise having its operations in India and/ or at any part of the world as store-retail, sale either through direct buying and selling or on agreement basis to deal in personal care products and home care products through different channels and way outs viz. franchisee showrooms, retail outlets, arrangements with distribution agencies, etc. as per the need of the time and suitability.
 4. [To acquire, own, lease, hire, rent, build, develop, construct, operate, dispose and/ or manage warehouses for storage of all kinds of products mentioned above and dealt in by the Company.]⁴

¹ By way of special resolution passed by the members of the Company in their meeting dated March 17, 2021.

² By way of special resolution passed by the members of the Company in their meeting dated December 31, 2021.

³ By way of special resolution passed by the members of the Company in their meeting dated December 31, 2021.

⁴ By way of special resolution passed by the members of the Company in their meeting dated December 31, 2021.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To buy all kinds of plant, equipment, machinery, apparatus, tools utensils, commodities, substances, article and things necessary or useful for carrying on the main business of the Company.
2. To acquire by concession, grant, purchase, barter, lease, license or otherwise either absolutely or conditionally and wither alone or jointly with others land, buildings; machinery plants, works, convenience and other movable and immovable properties of any description and any patent, trademarks, concessions, privileges, brevets d'inventions, secrets or other information which may seem necessary for any of the purposes of the Company and to construct, maintain and alter any building or work, necessary or convenient for the purpose of the Company and to pay for such land, building or work, property or rights purchased or acquired by or for the company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient to attain the main business of the Company.
3. To enter into any arrangement with any governmental authorities, municipal, local or any other authority or any person or company, India or abroad, that may seem conducive to the object of the company or any of them and to obtain from any such government authority, persons or company any right, privileges, chargers, contracts, licenses, including in particular rights in respect of waterways, roads and highways which the company may think desirable and carry out, exercise and comply therewith.
4. To establish, maintain and/or manage hostel, building houses, staff quarters and other conveniences for the benefit of the students, staff and other employees of the Company,
5. To purchase, to take on lease, or in exchange, hire or otherwise acquire any estates, land or lands in India, or elsewhere any right privileges, and easements and concessions and factories machinery, implements, tool live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind which may be required for attaining the main objects.
6. To apply for an obtain any order or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes, which may seem expedient and to make representation against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
7. To build, maintain and alter any buildings, or works, necessary or convenient for the purposes of this Company and to purchase, hire, construct, improve, maintain, work, manage, carry out, or control any roads, sidings, bridges, reservoirs, water courses, river transport services, wharves, manufactories, warehouses, electric workshops, stores, jetties, and other conveniences and works, which may seem calculated directly or indirectly to advance the Company's interest and to contribute to subsidize or otherwise assist or to take partin constructions, improvements, maintenance, workings, management, carrying out, or control thereof.

8. To acquire from any sovereign, state or authorities in India or elsewhere, any concessions, grants, decrees, rights, powers and privileges whatsoever, which may seem to the Company capable to being turned to account and to work, develop, carry out, exercise and turn to account the same.
9. To plant, grow and produce agricultural products and other reproduce of any kind in India or elsewhere necessary or useful for the business of the Company.
10. Generally to undertake and carry on any business, transactions or operation commonly undertaken or carried on by explorers, prospectors, or concessionaires and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company's property or rights.
11. To enter into any arrangement or agreement with any Government, state or authority municipal, local or otherwise, or any corporation, or persons, that may seem conducive to the attainment of the Company's objects or any of them and to obtain, from any such Government, State authority, corporation, company or persons, any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
12. To apply for, promote and obtain any Act or Legislature or other authority for enabling the company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the Company's interests.
13. To acquire by purchase or otherwise for the business of the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the Company's interests.
14. To establish and carry on and to promote the establishment of and carrying on, any property in which the Company is interested, for any business which may be conveniently carried on in connection with such property and establishment of which may seem calculated to enhance the scope of the Company's interest in such property, or to facilitate the disposal thereof.
15. To exercise, conduct research, develop, grant licenses, in respect of, let any inventions, processes, letter patent, licenses, concessions, rights or privileges belonging to the Company or which it may acquire, or any interest in the same; to apply for take out and register and patent or patents for any invention or inventions, or obtain exclusive or other privileges, in respect of the same, in any part of the world; and to manufacture and produce and trade deal in all machinery, plant articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any inventions right or privileges or aforesaid.
16. To form, promote, subsidize, organize, and assist or aid in forming, promoting subsidizing, organizing or aiding companies, syndicate of partnership of all kind for the purpose or accruing and undertaking any property and liabilities of the company or of advancing directly or indirectly

the object there of and to take or otherwise acquire and to hold shares any other Company having objects similar to those of this Company.

17. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundies and other instruments of every description.
18. To issue money on deposit at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the Company shall not to do the business of Banking as defined in the Banking Companies Regulation Act, 1949.
19. To receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the company shall not do the business of banking as defined in the Banking Companies Regulation Act, 1949 and subject to section 58A of the Companies Act, 1956 and the rules thereunder.
20. To advance invest the Company's money to such person or Company and in or upon such investment or securities and generally in such manner as maybe from time to time be determined.
21. To arrange the Company to be registered, incorporated or recognized in any place outside India.
22. To give donation or subscriptions to any religious, charitable or social institutions or to give any charity incidental to or conducive to any business that may be carried on by the Company.
23. Subject to the provision of the Companies Act, 1956 to distribute any of the properties of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction in capital be made without the sanction (if any) for the time being required by law.
24. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends or repayments of capital otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such term as the Company may determine.
25. To take part in management supervision, or control of the business or operation any Company or undertaking and for the purpose to appoint and remunerate directors, accountants, or other experts or officers, but not act as Manager or Managing Agent of any other Company.
26. To exchange, mortgage (with power of sale) assign, lease, sublet the whole or any part of the business, estate property or undertaking of the Company, as a going concern, to any person or persons, association or associations, or otherwise for such consideration as the Company may think fit, either for cash or for shares, debentures or securities for any other Company having objects altogether or in part, similar to the objects of this Company and to hold or distribute among the members in species or otherwise, the whole or part of the consideration for such sale or amalgamation with any person, Company or association.

27. To establish or aid in the establishment of association, institutions, funds, and charities and other conveniences intended to benefit, employees or ex-employees of the Company or their dependants and to grant pension or allowances and generally to subscribe money for any public general or useful objects.
28. To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company or to contract with any person, firm or Company to pay the same and to pay commission to brokers and other for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debentures stock or securities of the Company.
29. To insure with any person, firm association or Company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partially and if thought fit, to effect any such insurance by joining or becoming a member of any mutual insurance, protection and indemnity association, federation or society and to accept any such insurance or any part thereof the account of the Company.
30. To enter into all contracts with persons in India or outside for the purchase or sale of all goods, materials, commodities, metals, minerals, jewels, store, provision and produce of all kinds both raw and manufactured, for the business of the Company and to make advance to persons in India or outside in respect of such contracts for the development of the business of the Company.
31. To establish and construct buildings and houses required to accommodate officer and workmen as may be found necessary.
32. To subscribe for, conditionally or unconditionally or absolute, purchase, hold, underwrite, negotiate, and deal in loans, stocks, shares, bonds, or obligations of any Government, state or Central, local authority, port trust, municipal body, or any company or other corporation and the shares, stock debenture and debenture stock (whether perpetual or terminable) of any joint Stock Company of Co-partnership and investment of all kinds.
33. To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, goodwill, property, assets and liabilities of any person or persons, firm or Company carrying on any business of any nature altogether or in part similar to any business which the Company is authorized to carry on or possessed of property suitable to any business which the Company and to pay for the same and all other properties or rights of whatever kind acquired by the Company in cash or in shares, debentures stocks of the company to carry on, pending a sale or realisation, any business which the company to may as mortgage have taken possession of or required.
34. Subject to the provision of section 391 to 394 of the Companies Act, 1956 to amalgamate, enter into partnership or any arrangement whether terminable or otherwise, for sharing profits, union of interest, joint venture, reciprocal concession, co-operation, or otherwise, with any person or persons, firm, association, Company or corporation, having objects altogether or in part similar to those of the Company or carrying on or about to carry on or engaged in or about to engage in any business or transaction which the Company is authorised to carry on and to lend money and to guarantee the contracts and to subsidise or otherwise acquire and to hold shares or other interest

or stock or securities of any such person, firm, association, corporation or Company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same and accept other Company or Companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company.

35. To join and participate in any Chamber of Commerce or Commercial institutions or bodies as member of associates member and pay all subscription and other amounts for such purpose.
36. To employ experts to investigate and examine into conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
37. To establish, promote from and subsidies or otherwise assist in establishing, promoting, forming and subsidising any other Company and to prosecute or assist in the prosecution of any other undertaking or enterprises of any description and to secure by underwriting or otherwise in subscriptions of all of any shares, debentures, debenture- stock or other securities of this Company or any other Company and to pay and to receive any commission, brokerage or other remuneration in connection therewith and to obtain a settlement of quotation upon any exchange of any share loan or other Capital of this Company or any other Company.
38. To promote and form to be interested in and take hold and dispose of shares mother Companies for all or any of the objects mentioned in this Memorandum of Association and to transfer to any such Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company and to subsidies or otherwise assist any such Company.
39. To assist any Company, financially or otherwise by issuing or by subscribing for or guaranteeing the subscription and issue or capital, shares, stock, debentures, debenture- stock or other securities and to take, hold and deal in shares stock and securities of any Company, notwithstanding any liability that maybe thereon.
40. To acquire and hold shares any other Company and pay for properties, rights or privileges acquired by this Company, either in shares of this Company or partly in cash or otherwise and to give shares or stock of this Company in exchange for shares or stock or any other Company, provided that the investments are made out of surplus fund.
41. To float and bring into existence such companies as may appear advantageous and to conduct the business of such companies as their Agents.
42. To undertake any transaction or operation Commodity undertaken or carried only financiers, promoters of companies, bankers, underwriters, concessiornaries and contractors for public and other work, capitalist or merchants in particular to underwrite, issue and place shares, stock, bonds, debenture-stock and securities.
43. To effect assurances and assurances on the lives of any debtors to the Company or the lives any other persons in whom the Company may have assurable interest and to pay premium and other

moneys required to keep up policies of assurances out of the money of the Company.

44. To open and keep register in any country or countries where it may deem advisable to do so and to allocate any number of shares in the Company, to such register or registers.
45. To improve, manage, work, develop, lease, mortgage and abandon any of the properties of the Company rights and concessions of the Company.
46. To create any Depreciation Fund, Reserve Fund, Insurance fund, Sinking Fund or any other special fund whether for depreciation or repairs, replacement, improving extending or maintaining any of the properties of the Company or for any other purposes conducive to the interest of the Company.
47. To place to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company from time to time may think fit any money received by way premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on forfeited shares and money arising, from the sale by the Company of forfeited or from unclaimed dividends.
48. To capitalise its reserves and issue bonus shares.
49. 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 circular, by purchase & exhibition of works of Art or interest by publication of books and periodicals and by granting prizes not falling under the provision of Lotteries Act, rewards and donations.
50. To provide for the welfare of the employee or ex-employees of the Company and the wives, widow and families of the dependants or connections of such person by building or contributing for the building or houses, dwelling or chawls or by grants or money pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations institutions, funds or trusts, and by providing or subscribing or contributing towards places or instructions and recreations, hospitals and dispensaries, medical and other attendants as the Company may think fit.
51. Subject to section 58A and 292 of the Companies Act, 1956 rules made there under and direction issued by the Reserve Bank of India from time to time to borrow or raise money or receive moneys on deposit interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue of debentures perpetual or otherwise including debentures convertible into shares or perpetual annuities and on security of any such money or borrowed raised or received to mortgage Pledge or revenue of the Company, present or 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 of the property except uncalled capital and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
52. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this Company is authorised to carry on and to amalgamate with any other Company having objects altogether or in part similar to those

of this Company in India or abroad.

53. To purchase or otherwise acquire and undertake the sole or any part of the business, property, rights and liabilities of any company or person carrying on business which this company is authorised to carry on or is possessed of rights suitable for any of the purpose of this Company.
54. To take or otherwise acquire and hold shares, or other interest in or securities of any other companies having objects altogether or in part similar to those of this Company.
55. To prepare, manage, maintain, process, record, reconcile, monitor, apprise, develop, update, verify , analyze and advice on the accounting entries and records, inventory management and valuation, invoices, internal audit documentation, tax and revenue implications, vendor and customer outstanding, transaction entry, bank operations financial statements, payroll and human resource management, IT and IT related data processing activities for other Oriflame entities/group Companies in or outside India.

(C) THE OTHER OBJECTS OF THE COMPANY ARE:

1. To buy, sell, dispose, of and deal in coal, limestone, brickearth, limebricks, fire-bricks, pipes, tiles, fine and other clays, building materials, engineering products, wire ropes and electrical or mechanical plant and machinery.
2. To carry on the business of general merchants, contractors, agents, actors, general exporters and importers of all kind of goods and deal in all kinds of dyes, paints and chemicals, oils, petroleum oil and all liquid and solid hydrocarbons, hardware, tannery, wearing apparel and household and personal provision, fittings, utensils, ornaments and articles, tobacco, wines and spirits, groceries and provisions and sugar product and by product and all kinds of metals.
3. To buy, sell, dispose or repair or deal in vehicles of all description either power driven or otherwise bicycles, tricycles, motorcycles, ships, boats and tugs of all description.
4. To undertake financial and commercial obligations, transactions and operations of all kind.
5. To carry on the business of merchants, commissions and other agents, warehousemen, wharfingers, underwriters, contractors and general meetings.
6. To purchase, charter, hire, build or otherwise acquire vehicles of any or every sort of description for use on or under land or water on in the air and to employ the same in the carriage of merchandise of all kinds of passengers and to carry on the business of owners of lorries, motor car and ship owners and lighter-man and owner of aircraft in all or any their respective branches.
7. To acquire by purchase or otherwise ranches and sheep farms and to carry on the trades or business of cattle readers and sheep farmers, fall mongering, tanning and warehousing generally preserved meat manufacturer, dealers in hides, fat tallow, grease, offal and other animal products.
8. To erect and build, freezing houses, warehouse, sheds and other building necessary or expedient for the purpose of the Company.
9. To carry on business as dealers in and producers of dairy farm and garden produce of all kinds and in particular milk, cream, butter, cheese, poultry, eggs, fruit and vegetable.

10. To own, lease and establish manufacturing plants and storage industry which may seem directly or indirectly calculated to benefit this Company.
 11. To acquire, purchase or take over any small scale or cottage industry which may seem directly or indirectly calculated to benefit this Company.
 12. To execute and undertake any trust the undertaking whereof may seem desirable and either gratuitously or otherwise and to act as brokers, agents, or trustees for any person or Company and perform as sub-contractors.
 13. To carry on all any of the business of hoteliers, pharmacy and drug house owners, travel agents and other business conveniently, efficiently or necessarily to be carried on in connection with the main business.
 14. To manufacture, buy, sell, export, import, deal in all types of plant and machineries, equipments, systems, softwares, condensers, transformers, semi-conductors, transistors, rectifiers, circuits, relays, meters, connectors, coils, chokes, switches, control panels etc, utilised in generation/supply.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 850,000,000/- (Rupees Eighty Five Crores only) divided into 85,00,00,00 (Eight Crore Fifty Lacs) Equity Shares of Rs. 10/-each.

We, the several persons whose names, addresses and description and subscribed hereto 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 as set opposite our respective names:

Name, Addresses, Description & Occupation of Each Subscribers	Number of Equity Shares taken by each Subscriber	Signature of the Subscriber	Name, addresses Description & Occupation of the Witness
1. Jagdish Kumar Gupta S/o Late Sh. B. Dayal CS- 500, Vasant Kunj, New Delhi Advocate	1 (One)	Sd/-	I hereby witness of all the subscribers who have signed in my presence Sd/- Rohit Sachdeva Chartered Accountants S/o Sh. L. M. Sachdeva 14/845, Lodi Colony, New Delhi M.No. 90936
2. Diljeet Titus S/o Sh. Donald Titus 444, Sheikh Sarai-1, New Delhi Advocate	1 (One)	Sd/-	

Place : New Delhi

Dated : 17th Day of August 1994