

[Pursuant to Schedule I (see sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

SPICE+MOA
(e-Memorandum of Association)

* Table applicable to company as notified under schedule I of the companies Act, 2013

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Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is

LEMONBALM TRADING PRIVATE LIMITED

2. The Registered office of the company will be situated in the state of

Haryana-HR

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

To carry on the business of manufacture, import, export, buy, sell, online trade and deal in any manner whatsoever in all type of goods like cosmetics, home appliances, outfits, non prescribed drugs, health care products, food or food supplements whether medicinal or aromatic, through usual or unusual herbs, fruits, mushroom, nuts, fresh or canned, dehydrated or frozen fruits, vegetables or any genetic combination thereof, fast foods, marine and sea foods, energy foods, bee keeping honey and its processing, sericulture and its processing including recycling of organic waste, fermentation and membrane process technologies on retail as well as on wholesale basis in India or elsewhere.

To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.

To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

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

1. To engage in research and development, manufacturing, repairing, reconditioning, refurbishing, buying, selling of devices, appliances and equipments related to Agricultural, Food processing, Robotics, Bionics, Bio medical, Geological, Automotive, Aeronautic, Aerospace and Advanced engineering materials & processes.

2. To enter into partnership or into any arrangements for sharing profits, losses or for any union of interest, joint venture, reciprocal concession, franchise agreement, collaboration or co-operation or for limiting competition with any person, firm, corporation, company, or engaged in or being authorised to carry on or engaged in business / transaction which this Company is authorised to carry on.

3. To advance money to any person or persons, firm, company, corporation, society or association with or without interest and/ or with or without security and in particular to advance money to shareholders of the Company or to any other person for acquiring, repairing or renovating movable or immovable property.

4. To purchase, take on lease, hire, exchange or obtain any farms, lands, buildings, easements, stock in trade, brands and other immovable and or movable property which the Company may think necessary or convenient for the purpose of its business and to sell, lease, mortgage, exchange, convey or otherwise disposal the same.

5. To amalgamate, enter into foreign or Indian, technical and / or financial collaboration, partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint-venture, reciprocal concession, franchise agreement, collaboration or any person, firm, corporation or Government or Company carrying on, engaged in or about to carry on or engage in any business, undertaking or transaction which the Company is authorised to carry on or engaged in and to guarantee the contracts or assign any person any rights and to hold shares or securities of any such persons, firms, or companies and to sell, re-issue with or without guarantee or deal with the same.

6. To acquire and take over as a running concern by purchases of or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property rights and liabilities of any person and persons, firm or any company carrying on any business which is within the object of the Company or which the Company is authorised to carry on and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and to carry on or liquidate and windup any business.
7. To place to reserve or to distribute as bonus shares the money arising from the sale by the Company of forfeited shares in conformity with the provisions of the Companies Act, 2013, and to promote, from and to be interested in and take, hold and dispose of shares in any other Company having objects similar; altogether or in part to those of this Company.
8. To enter into, make and perform contracts and arrangements of every kind and description with corporate body, state or central government or any companies, firms or persons that may seem conducive to the Companies, objectives or any of them and to any kind of goods, securities, shares, stocks, debentures which the Company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges.
9. To borrow or raise or secure the payment of money or to receive money at interest for any of the purpose of the company and 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 share of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock or issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the company, present or future, including its uncalled capital by special assignment or to transfer or convey the same absolutely or in trust and to give the lenders power to sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
10. To sell, subject, mortgage, lease, manage, develop, exchange, dispose off, or transfer the business, immovable or movable property and undertaking of the Company or any part thereof or any part of the property, rights, concessions of the Company in such manner and upon such terms and conditions for such consideration as the Directors of the Company, for the time being, may think fit to accept and in particular for cash, shares, debentures and any securities.
11. To give guarantee, collateral security, corporate guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of money by any persons, firms, bankers, financial institutions and Companies or Government (Central & State) and to give indemnities for third parties also.
12. To invest surplus money of the Company not immediately required in movable properties, shares, stock, bonds, debentures, obligations or other securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Board of Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
13. To establish tieups, franchises, collaborations and joint ventures and to establish and maintain branches in India or abroad and to employ & remunerate experts & agents for the purpose of carrying on the Company objects.
14. Subject to the provisions of the Companies Act, to distribute among the members in special or kind any property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of winding up.
15. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, Hundies, bills of exchange, cheques, drafts, bills of lading, letters transport receipts, warehouse-keepers certificate and other negotiable, commercial or mercantile instruments connected with the business of the Company.
16. To open account with any Bank or Banks and to deposit money there in and to draw, endorse cheques on and to withdraw money from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or purpose of the Company by director or authorised by board.
17. To insure any of the persons, properties, undertakings, contracts, guarantee or obligations or profits of the company of every nature and kind.
18. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
19. To arrange all kind of Parties, Events for which to prepare and arrange all kinds of vegetarian food, non-vegetarian food, beverages, wines, waters, purveyors, soft drinks, ice creams, juices, cosmetics, clothes, provisions, spices and other allied goods, materials, substances, consumables and preparations connected to run the hotels, motels, restaurants, hospitality management, event management and conferences thereto.
20. To establish, provide, maintain and conduct or subsidies trainings, lectures, meetings and conferences in connection with the main object.
21. To apply for, purchase or acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions and the like or any secret or other information.
22. To promote and undertake the formation and establishment of such institutions, associations, chambers of commerce or other bodies within the objects of the company and to acquire, promote and / or subsidies any industry or undertaking.
23. To borrow or raise money on any terms without security or on the security of land and building, factories, machinery, tools, bills of exchange, promissory notes, bill of lading, warrants, stock, shares, debentures, book debts undertaking of the company and properties of every description or any one or more of them form bankers, financial institutions, government.

24. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalizing fund, capital redemption fund, deposit redemption 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 redemption of debentures or redeemable preference shares.

25. To promote the business online, establish market cell and/or telemarketing for promotion of business, start e-business, e-trading, providing online order booking facility, start business through the web site, online trading facility for products and articles.

26. With permission of appropriate authorities to undertake and execute any trust the undertake whereof may seem desirable either gratuitously or to make donations to any person, company or association and to subscribe to guarantee money for any national, international, charitable, benevolent, educational, public objects, activity, exhibition or trade show which may be conducive to the objects of the company or in the interest of its members or for the welfare of the staff and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions.

27. To promote, form and register and aid in promotion, formation and registration of any company or companies having similar objects for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company and to be interested in, or take or acquire, purchase, hold, sell or dispose of shares, debentures and other securities in or of any such company, or any other company, for all or any of the objects mentioned in this memorandum and to subsidise or assist any such company and to undertake the management or other work duties and business of any such company on such terms and conditions as may be determined.

28. To adopt such scheme of making known the business of the Company as may seem expedient and in particular, by advertising in the press or any other means by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals or by granting prizes, rewards and donations and by advertisements in websites, webpages and domain names.

29. To provide for the welfare of the Directors, ex-Directors, employees or ex-employees of the Company or its predecessors in business and the spouses and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls or quarters or any grants of moneys, pensions, gratuities, allowances, bonuses, awards, profit sharing or other scheme or trust and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to establish, maintain and grant scholarships, monies to any persons for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the Company, and to subscribe or to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility.

30. To pay out of the funds of the Company, all expenses of and incidental to the issue or subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company and also all expenses attending the issue of any circulars or notices and printing, stamping, circulation proxies and forms to be filled up by the members of the Company.

31. To donate or gift in cash or kinds, for any national, charitable, benevolent, public or useful purposes or to any institution, club, society, research, association, fund, university, college or any other person or body.

32. To apply for, secure, acquire by grant legislative, enactment, assignment, transfer, purchase or and to exercise, carry out, enjoy and charter license, power, authority, franchise, concession, right or privilege, which any Government or Authority or any Corporation or other public Body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.

33. To pay out of the funds of the Company all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company or any other company promoted by the Company or any company in which the Company is or may contemplate being interested.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

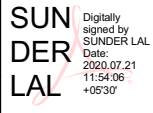
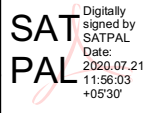
5. The share capital of the company is

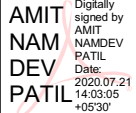
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rupees, divided into,

| | | | | | |
|------------|--------|-----------|-------|-------------|------|
| 100,000.00 | Equity | shares of | 10.00 | rupees each | ,and |
|------------|--------|-----------|-------|-------------|------|

- 6 ☒ We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of 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 (Applicable in case of one person company):

| S.No. | Subscriber Details | | | | | |
|--------------------|---|-------------------------|---------------------|------------|---|----------|
| | Name, Address, Description and Occupation | DIN/PAN/Passport Number | No. of shares taken | | DSC | Dated |
| 1 | Sunder lal S/o Sube Singh Add - Dohar Kalan (145), Dhor Kalan, Mahendragarh, Haryana 123001 Occ-Business | 08144672 | 8,000 | Equity |  Digitally signed by SUNDER LAL Date: 2020.07.21 11:54:06 +05'30' | 21/07/20 |
| | | | | Preference | | |
| 2 | Satpal S/o Jagdish prasad Add - Vill Nayan, P O Thanwas, Narnaul-123023 Mahendragarh Occ-Business | EECP58771E | 2,000 | Equity |  Digitally signed by SATPAL Date: 2020.07.21 11:56:03 +05'30' | 21/07/20 |
| | | | | Preference | | |
| Total Shares taken | | | 10,000.0 | Equity | | |
| | | | | Preference | | |

| Signed before Me | | | | | |
|------------------|------------|---|---|--|----------|
| Name | | Address, Description and Occupation | DIN/PAN/Passport Number/ Membership Number | DSC | Dated |
| ACS | Amit Patil | Mahalaxmi Centre, 3rd Floor, Flat No. T 1, Shahupuri Vyapari Lane, Near Shahupuri Talim, Kolhapur-416001 Occ Company Secretary | 41406 |  Digitally signed by AMIT NAMDEV PATIL Date: 2020.07.21 14:03:05 +05'30' | 21/07/20 |

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