



प्रारूप 1  
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74900TN2013PTC092509

2013 - 2014

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Mi Lifestyle Marketing Private Limited

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक तेरह अगस्त दो हजार तेरह को चैन्नई में जारी किया जाता है।

Form 1  
Certificate of Incorporation

Corporate Identity Number : U74900TN2013PTC092509

2013 - 2014

I hereby certify that Mi Lifestyle Marketing Private Limited is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Chennai this Thirteenth day of August Two Thousand Thirteen.

Validity unknown  
Date: 13/08/2013  
Time: 11:22:21  
GM - 02.30

Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands

कम्पनी रजिस्ट्रार, तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

\*Note: The corresponding form has been approved by S R RADHIKA, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website ([www.mca.gov.in](http://www.mca.gov.in)).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

Mi Lifestyle Marketing Private Limited

No. 29, Mooker Nalla Muthu Street, Chennai - 600001,

Tamil Nadu, INDIA



*T. M. S. S.*

For MI LIFESTYLE MARKETING PRIVATE LIMITED

*[Signature]*  
Authorised Signatory.

**UNDER THE COMPANIES ACT 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**MI LIFESTYLE MARKETING PRIVATE LIMITED**

- I. The name of the company is "MI LIFESTYLE MARKETING PRIVATE LIMITED"
- II. The Registered office of the company will be situated in the State of TAMILNADU.
- III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-

**A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. ~~To carry on the business of direct marketing~~ including telemarketing, marketing through business associates for all consumer products including electrical electronic home appliances, cosmetics, perfumes, homeopathy products, leather and rexine goods, (Fast Moving Consumer goods) FMCG products textiles, garments, household articles, paper products, insurance products and other products.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-**

1. To borrow money on such terms as may seem expedient for the business of the company and secure the repayment of moneys borrowed in such manner as the company may think fit and in particular by the creation of any mortgage or charge upon all or any of the property or assets of the company whether

*True Copy*

For MI LIFESTYLE MARKETING PVT. LTD,

*[Signature]*  
Authorised Signatory.

movable or immovable or by the issue of debentures or mortgage debentures, debenture stock, perpetual or otherwise, charged upon all or any of the company's property including its uncalled capital and upon such terms as to priority or otherwise as the company shall think fit and to purchase, redeem or pay off such debentures, mortgages or securities.

2. To negotiate, enter into the agreements and contracts with Foreign or Indian companies, firms and individuals for technical assistance, know-how and collaboration in the manufacturing, marketing, importing, exporting of raw materials, finished products and any of all the aforesaid products.
3. To establish, provide 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.
4. To subscribe, contribute, gift or donate any money, rights, properties or other assets for any national, educational, religious, charitable, scientific, public or other useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, associations, trust, scientific research associations, funds, universities, colleges, or any individual or bodies of individuals or bodies corporate, but subject to the restrictions as provided under section 293-A of Companies Act, 1956.
5. To promote and form and to be interested in, and to apply for, acquire, hold and dispose of shares in any other company having objects similar altogether or in part to those of this company or carrying on any business capable of being conducted so as to benefit the company directly or indirectly and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guarantee the subscription and issue of shares, stocks, debenture stock or other securities of such company.

6. To purchase or otherwise acquire and/or undertake the whole or any part of the business, property, assets and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess property or rights suitable for any of the purposes of the company, and to purchase, acquire, apply for, hold, sell and deal, in shares, stock, debentures or debenture stock of any such persons, firm or company to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
7. To buy, sell, cultivate, treat, repair, alter, manipulate, exchange, hire, let on hire, import, dispose of and deal in all kinds of articles which may be required for any of the business which the company is authorized by its memorandum to carry on or which may seem capable of being profitably dealt with or carried on in connection with the business of the company.
8. To enter into Partnership, joint-venture, reciprocal concession or other arrangement of the like nature with any persons, firms, corporate bodies engaged or interested in the carrying on or conduct of any business or enterprises which the company is authorized to carry on.
9. To acquire any other company or amalgamate with any Company having objects altogether or in part similar to those of this Company whether by sale or by purchase (for fully paid up or partly paid up shares or otherwise) of the undertaking subject to liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully paid up or partly paid up or otherwise) stocks of these or any such company as aforesaid or by partnership or in any other manner.
10. To purchase, take on lease, hire, exchange or acquire by way of rent, concession or license or otherwise movable or immovable property including lands,

factories, works, buildings, water rights, easements and other privileges and rights relating to immovable property, machinery, plant, stock-in-trade, trade marks, patents, trade secrets and any other intangible assets which the company may think fit or convenient for purposes of its objects and pay for any properties, rights or privileges acquired by the company whether by way of cash or shares or debentures of the company, or partly in shares or debentures of this company in exchange for shares or stock or debentures of any other company.

11. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the company and the issues of its capital including any underwriting or other commissions, broker's fee and charges in connection therewith and remunerate any person or persons whether by cash or allotment to them of shares or security of the company credited as fully paid up or otherwise.
12. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchanges, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable and commercial or mercantile instruments connected with the business of the company.
13. To procure the recognition of the company in any country, state or place and to establish branch offices, depots, factories and agencies and to regulate them for the purpose of the company's business.
14. To invest, apply for and acquire, or otherwise employ moneys belonging to or entrusted to the company upon such securities and shares with or without security, upon such terms as may be thought proper and from time to time vary such transactions in such manner as the company may think fit provided that the investments made out of surplus funds of the Company or for advancing for the main objects of the Company.

15. To make advances for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the company.
16. To lend or deposit moneys belonging to or entrusted to or at the disposal of the company to such person or company and in particular to customers and others having dealings with the company with or without security upon such terms as may be thought proper and to guarantee the performance of contracts by such person or company, but not to do the business of banking as defined in the Banking Companies Regulation Act, 1949.
17. To acquire and run any industrial concern or factory as the company may deem fit.
18. To open any kind of account in any Bank and to pay into and to withdraw money from such account or accounts.
19. To accept gifts, bequests, devises, or donations of any movable or immovable property or any rights or interest therein from members or others.
20. To become member of any other bodies of persons, associations, institutions, clubs, societies and bodies corporate including companies limited by guarantee.
21. To improve, manage, develop, grant right or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
22. To distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the company, but no distribution amounting to a reduction of capital be made except with the sanction for the time being required by law.

23. To insure any or all properties, godowns, stocks (in godowns or in transit) machinery, Directors and employees with any insurance company or companies against all kinds of risks to the company or to its Directors and employees.
24. To train, or pay for the training in India or abroad of company's employees, officers, Directors, Technicians or any candidate in the interest of or in the furtherance of the companies objects.
25. To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, shops, machinery, engines, roadways, electric works, other works and conveniences etc, that are necessary or convenient for the company's business or which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
26. To enter into any arrangements with any Government or authorities, municipal, local body or otherwise or any persons 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, authorised persons or company any rights, privilege, charters, contracts, licenses and concessions which the company may think fit it desirable to obtain and to carry out and exercise and comply therewith.
27. To sell, mortgage, assign or let on lease, the whole or any part of the property whether movable or immovable or any other intangible rights, for such considerations as the company may think fit and in particular for shares, Debentures of any other company and to turn into account, manage, improve and otherwise deal with any part of the property, movable or immovable and rights of the company or to accept in lieu thereof either land, cash or Government security or any other property.

28. Subject to the provisions of the Companies Act, 1956 or any other enactments in force, to indemnify and keep indemnified, members, officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of any thing done or ordered to be done by them for and in the interest of the company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
29. To reserve or to distribute as dividend or bonus among the members as the company may think fit from time to time.
30. To establish, support or aid in the establishment of associations, institutions, and trusts calculated to benefit employees or ex-employees and to make payments towards insurance and to subscribe for charitable or benevolent objects which in the opinion of the company lead to its reputation.
31. To provide for the welfare of the Directors, Trustees and employees or ex-Directors, ex-trustees and ex-employees of the company and their families by building or contributing to the building of houses by grants of money, pensions, gratuities, allowances, bonuses or other payments or contributing to provident fund.
32. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company.
33. Subject to the provisions of law, to invest, lend and deal with the money of the company, not used for the business of the company in such manner as from time to time thought fit by the directors of the company.



34. To agree to refer to arbitration any disputes, present or future, between the company and any other company, firm or individual in India or abroad in accordance with Indian or any foreign law.
35. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.
36. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grants of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
37. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, aircraft, etc, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
38. To finance and take part in the floating, promotion, registration or incorporation of any company, corporation, society, fund, club, firm or business for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or

any part of the shares or securities of any such company or other such organisation as aforesaid.

39. To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses or in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.
40. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any movable or immovable property including lands, buildings, and flats of any description in India or elsewhere.
41. To purchase, hold, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think necessary or convenient, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
42. To generally deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company may think fit, and in particular for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
43. To promote, invest in or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem directly or indirectly calculated to benefit the Company.
44. To enter into any joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance

or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.

45. To effect a demerger of the Company, subject to the provisions of the Act.
46. To procure the recognition of the Company under laws or regulations in other countries and to establish and regulate, branches and or agencies and to do all or any of the things authorised by this Memorandum of Association in any part of the world, either as principals, agents, trustees or otherwise, and either alone or with others, and by or through agents, sub-contractors, trustees or otherwise.
47. To carry on any business or branch of business which the Company is authorized to carry on through any subsidiary company or companies, whether within or outside India, and to organize, promote and incorporate such subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for the financing of any such subsidiary company, or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including the power to, either temporarily or permanently, close any branch or business.
48. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers or

shareholders of the Company or persons having dealings with the Company and to give any guarantee or indemnity that may seem expedient.

49. Subject to the provisions of the Act, to receive money in any form, borrow or raise money in such manner and on such terms and conditions as the Company may consider expedient, in particular, by the issue of debentures, or debenture stock and discharge any debt or obligation binding on the Company in such manner as may be thought fit.
50. To cause or permit any redeemable preference shares, debenture stocks, bonds, debentures, mortgages, charges, encumbrances, leases or securities of or belonging to or made/issued by the Company or affecting its property or rights or any of the terms thereof to be renewed, extended, varied, redeemed, exchanged, transferred or satisfied as shall be thought fit, and to pay off and reborrow the money secured thereby or any part or parts thereof.
51. To draw, make, accept, endorse, discount, secure, execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading and other negotiable or transferable instruments.
52. To open current or other accounts with any bank, banker or financial institution and to pay money into and to withdraw money from such accounts.
53. To insure the Company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may effect to it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, articles, guarantees and obligations or in respect of employees of the Company either by setting apart funds of the Company or by effecting appropriate insurance from time to time.

54. Subject to the provisions of the Act, to invest the surplus funds of the Company from time to time in deposits, units, Government securities or in other securities including shares, bonds and debentures as may from time to time be determined by the Directors, and from time to time sell or vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
55. To create any reserve fund/account, sinking fund, insurance fund/account or any other special fund/account whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, or which in the opinion of the Company shall or is likely to promote the interests of the Company and to vary or transpose the same.
56. To employ its funds in buying back its shares or other securities, subject to the provisions of the Companies Act, 1956.
57. To buy and sell currencies and foreign exchange and to enter into currency, interest rate, or other swap transactions, forward contracts, contracts for differences, hedging transactions, structured finance transactions and other financial transactions of any kind or description for the purpose of the business of the Company.
58. To issue any shares or stock or mortgages or debentures or debenture stock of the Company at par or at a premium or at a discount, or as fully or partly paid up and subject to the law for the time being in force to reserve or to distribute as bonus shares among the members of the Company, reserves or undistributed profits or any money received by way of premium on any shares, stock, debenture or debenture stock of the Company.

59. To institute, conduct, defend, settle, negotiate, dispose off, compound, compromise or abandon any legal or other proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to refer or submit to arbitration any dispute in connection therewith and also to compound and allow time for payment or satisfaction of any debts, dues or any claims or demands by or against the Company.
60. In the event of winding up, to distribute among the members of the Company in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to reduction of capital be made except with the sanction (if any) for the time being required by law.
61. To obtain any Provisional Order, Ordinance or Act of Parliament 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 proposed legislation, sub-legislation, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.
62. To enter into any agreement or arrangement with any government or authority, national, state, municipal, local or otherwise, or any person or company and to obtain from any such government, authority or person all rights, concessions and privileges that may be conducive to the Company's objects or any of them, to obtain information on governmental policies and regulations and to obtain various consents, approvals, permits and licences from governmental or other authorities or agencies which may be required in relation to any of the businesses of the Company.
63. Subject to the provisions of the Companies Act, 1956, to subscribe, contribute, gift or donate any monies, rights or assets to persons or institutions, either in

cash or kind, as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, political, national, religious, public, cultural, educational or other institutions, either alone or in conjunction with any other company.

64. To develop, extend or expand any branch of the Company's main and/or ancillary businesses.
65. To aid, pecuniarily or otherwise, any association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade and commerce generally.

**C. OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) & (B) ABOVE ARE:-:**

1. To carry on in India and elsewhere the trade or business or manufacturing, prospecting, raising, operating, buying, selling, importing, exporting, purchasing otherwise dealing;

(i) in iron and steel of all qualities, grades, types and kinds as iron mongers, iron masters, steel makers and steel converters;

(ii) in Ferro Silicon, Ferro-Chrome and/or all products made of Iron and Steel, Coking coal, Manganese, Ferro manganese, Limestone, Refractories, Iron-ore and other alloys;

(iii) in stainless steel, silicon steel, special steel, mild steel and in allied products, fireclay, dolomite, limestone, refractories, iron ore, bauxite, cement, chemicals, fertilizers, manures, distilleries, dye making and industrial and non-industrial gas,

- lime burners, stone quarrying, concrete manufacturing in all respective branches, and other allied input or other materials, and, for that purpose to construct, install, operate, manage and maintain all plants, mines, establishments, works etc.
2. To develop consultancy services in the field of mining, quarrying, procession, dressing, refining & others and act as consulting engineers & geologists.
  3. To arrange in the processing and manufacture of metals, metallic products, chemicals, cement and precious stones etc.
  4. To carry on in India or elsewhere the business as manufacturers, producers, processors, importers, exporters, buyers, sellers, stockiest, agent, reseller, merchants, suppliers, crushers, shapers, polishers, grinders, converters, finishers or otherwise deal in all kinds of granites, marbles, stones, tiles, glazed tiles, limestone, slate stones, Chalk, Clay, Precious stones, kota stones and other stones or deposits, tiles and other related products.
  5. To purchase, or otherwise take on lease, acquire any mining rights, mines, quarrying, setting up cutting and polishing unit, trading in granite blocks, polished slabs, tiles, monuments, slate stone and marbles.
  6. To acquire by concession, grant purchase, barter, lease, license or otherwise any tract or tracts or Land or Water in India or elsewhere together with such rights as may be agreed upon and granted by government or any other owners thereof and to spend such sums of money as may be deemed requisite and advisable in exploration, survey and development thereof.
  7. To acquire mining rights by obtaining licenses/ leases from Government and to raise on behalf of Government major or minor minerals or such other "specified" minerals which have been reserved or likely to be reserved for exploitation in Public Sector,



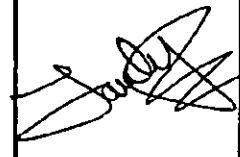
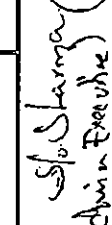


sell dispose of the same; to treat and render marketable such of the aforesaid and any other minerals as are capable of commercial exploitation, beneficiation, etc.

**IV. The liability of the Member of the company is limited.**

**V. The Authorised share capital of the Company is Rs. 1,00,000/- ( Rupees One Lakh only) divided into 10,000 ( Ten Thousand ) equity shares of Rs.10/- (Rupees Ten) each with a right to increase or reduce the capital as and when the company deems fit in accordance with the provisions of the Companies Act, 1956.**

VI. We, the several persons, whose names, addresses, occupations 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	Name, address, description and occupation of each subscriber	Number of Equity Shares taken by each subscriber	Signature of each subscriber	Signature, name, address, description and occupation of witness
1.	Suresh Vaichomwa (post) Singanasettai (village) Uthangakari (re) Kri Jayameepuri (td) 635307 BOBPS 7998 F Business	5000 [Five thousand Equity Share Only]		 Sandeep Sharma (witness) No: 15 Thaburani St (working) Chennai - 14 DL NO: 7960 all Subscriber signed before me here at Chennai
2.	ARSHAK JAWAHAR.M 55/62 Ryappa Chetty St Mannady, Chennai - BUSINESS AVHDA 7512 F	5000 [Five Thousand Equity share Only]		 Sandeep Sharma (witness) No: 15 Thaburani St (working) Chennai - 14 DL NO: 7960
	Total	10,000		

Place: Chennai  
Date: 08.08.2013

[Ten thousand Equity Shares of Rs.10 each]

True Copy