

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION

OF

EBIOTORIUM NETWORK PRIVATE LIMITED

- 1) The Name of the Company is **EBIOTORIUM NETWORK PRIVATE LIMITED**
- 2) The Registered Office of the Company will be situated in the State of Maharashtra-MH.
- 3) (a) The objects to be pursued by the company on its incorporation are
 - 1) To carry on the business, in India and abroad ,to manufacture, produce, process, create, innovate, design, sell , make, invent, convert, repair, assemble, import, export, trade, buy, sell whether as online or offline retailers or wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in health and health related naturopathy, nutrition based, Ayurvedic based including Biomagnetic based products / Instrument which include all allied products but not limited to Biomagnetic mattress, Biomagnetic water rechargeable pad, Knee pad, Foot pad, Waist belts, Biomagnetic bracelets, Neck belt Biomagnetic support Wrist belt, Biomagnetic quilting and pillow and other male/feminine hygiene care products like female sanitary napkins, sanitary products and other personal care products.
 - 2) To carry on in India and abroad the business of marketing, promoting, franchising or dealing in any of the above activities, both in internal and external markets, on its own or through direct selling basis with membership concept (according to rules and regulations made by concerned authorities) of whatever sort or nature and to appoint sub-franchisers etc., including selling and purchasing activities directly to act as Service Agents for providing services after sales and other technical services.
 - 3) To do all such other things as may be incidental or conducive to the attainment of the above objects.
- (b) Matters which are necessary for furtherance of the objects specified in clause iii(a) are
 - 1) To undertake activities instrumental to the achievement of the corporate purpose, perform commercial operations, industrial mortgage, securities and real estate, resort to any form of funding with institution of credit, banks, companies and individuals, conceding the opportune guarantees and real estate, real and personal, not for hire placement; buying or subscribing participation in companies, also incorporated, with analogous object, or connected to the own and carry out financial transaction in general, but the whole thing on an occasional basis and not prevalent, and with the exclusion of any activity restricted by law to companies with special requirements.
 - 2) To undertake and carry on any transaction or operation commonly undertaken or carried on which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company, or which may be thought

calculated directly or indirectly to enhance the value of or render profitable, any of the Company's property or rights.

- 3) To acquire by purchase or otherwise for the business of the Company in India or elsewhere, any lands, factories, buildings, mills, plants, engines, machinery and other things found necessary and to procure registration, incorporation or recognition in any place in India or outside India, for the purpose of the Company.
- 4) To enter into any arrangement or agreement with any Government, state or authority, municipal, local or otherwise, or any Corporation, Companies 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.
- 5) To procure or other recognition of the Company in any country, States or place and to establish and regulate agencies for the purpose of the Company's business.
- 6) To invest the surplus moneys and assets of the Company, upon such securities or otherwise in such manner, as may from time to time, be determined by the Directors.
- 7) To establish and carry on and to promote the establishment of and carrying on, any property in which the Company is interested, of any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.
- 8) To draw, make, accept, endorse, execute, issue and negotiate Bills of Exchange, Promissory Notes, Cheques, Drafts, Hundies, and other negotiable or transferable instruments of every description and to open bank accounts, current or overdraft and to operate the same.
- 9) To enter into arrangements in India or elsewhere, for Technical collaboration and/or other forms of assistance including capital participation with foreign or Indian manufacturers, person or persons, corporation or company carrying on or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, if such arrangement are deemed directly or indirectly benefit this Company, to pay or receive payments as in the case may be for such technical assistance or collaboration, royalties or other fees in cash or by allotment of shares to other capital of the company credited as paid up or issue or debentures/stock.
- 10) To acquire, take over and undertake the whole or any part of any business as a going concern along with all assets, liabilities, licenses, quotas, rights, entitlements, from any person, firm or company; to enter into partnership or into any arrangement for sharing profits, union of interest, co-operations, joint ventures, reciprocal concessions or otherwise with any person or company carrying on or engaged in or about to carry on or engage in, any business or transactions which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company, and to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares

and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

- 11) To advance, invest and deal with the Company's surplus money to such person, entity or company and in or upon such investments or securities and generally in such manner as may from time to time be determined.
- 12) Subject to the provisions of the Companies Act, 2013 to receive money on deposit, at interest or otherwise 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 Regulations Act, 1949.
- 13) To give donations or subscriptions to any religious charitable or social institutions or to give any charity incidental to or conducive to the objects of the Company.
- 14) To appoint attorneys for and on behalf of the Company and to execute the necessary powers to the said attorneys to act for and on behalf of the Company, and to revoke all or any such powers and appointments as may be deemed expedient.
- 15) To insure the whole or any part of the property of the Company either fully or partly paid up to protect and indemnify the Company from liability or loss in any respect and to establish insurance coverage to the directors/employees of the Company by way of insurance arrangements with insurance companies in or outside the country against all possible indemnity to their health and life including professional and other liabilities which may arise during the normal course business.
- 16) To undertake financial and commercial obligations, transactions and operations of all kinds in relation to the Company.
- 17) To undertake research, develop and apply for, purchase or otherwise acquire patents, trademarks, copy rights, secret processes, formulae, methods, designs, blueprints, drawings and other technical and commercial data with respect to the products within the scope of the Company, and to license, sell and otherwise deal in patents, trademarks and commercial and technical data acquired by the Company and to enter any agreements with any person, firm or company whether domestic or foreign, to obtain any rights, privileges, and licenses and concessions regarding the patents, trademarks and other intimation as aforesaid.
- 18) Subject to the provisions of the Companies Act, 2013 and the amendments thereto from time to time, to take part in the management, supervision or control of business or operation of any company or undertaking and for the purpose to appoint and remunerate any directors, accountants, or other experts or agents and to depute to foreign countries, employees or any other person for investigating possibilities of any trade connections or for promoting the interest of the Company and to pay all expenses incurred in this connection.
- 19) To give guarantee and to provide security to the payment of money unsecured or secured by or payable under, or in respect of promissory notes, debentures, stocks, contracts, mortgages, charges, obligations, instruments, securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whosoever, whether incorporated or not and to discharge any debt or other obligation of or binding

- upon this or any other company or person by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or by the creation or issue of debentures, debenture stock or other securities or by any other means.
- 20) To sell, exchange, mortgage (with or without power of sale) assign, lease, subject and generally otherwise deal with 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 specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.
 - 21) To provide for the welfare of employees (including Directors and ex-Directors) of the Company and wives/families or the dependents by building or contributing to the building of dwelling houses or quarters, grant money, pensions, gratuities, allowances, bonuses or benefits or any other payments by providing or subscribing or contributing to provident Fund, institutions funds, profit sharing or other schemes or trusts and by providing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance as the Company shall think fit.
 - 22) 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 repayment of Capital or 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 terms as the Company may determine.
 - 23) To enter into all contracts with persons in India or outside for the purchase or sale of all goods, materials, commodities, metals, minerals, jewels, stores, provisions, and produce of all kinds both raw and manufactured for the business of the Company and to make advances to persons in India or outside in respect of such contracts for the development of the business of the Company.
 - 24) To issue, subscribe for, conditionally or unconditionally or absolutely, purchase, hold, underwrite, negotiate and deal in stock, 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, debentures and debenture stock (whether perpetual or terminable) of any Joint Stock Company or Co-Partnership and investments of all kinds.
 - 25) To promote and undertake the formation and establishment of such institutions businesses or companies which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly, to render any of the Company's property or rights for the time being profitable and also to acquire, promote, aid, foster, or acquire interest in any industrial or other undertaking in India or in any part of the world.
 - 26) To enter into partnership or any arrangement whether terminable or otherwise which the Company is authorized to carry on for sharing profits, union of interest, joint venture, reciprocal concessions, co-operation, or otherwise, with any person or persons, firm, association, company or corporation and to employ experts to

investigate and examine into conditions, prospects, values, characters and circumstances of any business concerns and undertakings and generally of any assets, properties or rights.

- 27) To purchase or otherwise acquire, undertake and carry i.e any part of the business, goodwill, property, assets and liabilities of any persons or person, 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 possession of property suitable for the purposes of the Company and to pay for the same and all other properties or rights, of whatsoever kind acquired by the Company in cash or in shares, debentures, debenture stocks of the Company and to carry on, pending a sale or realization, any business which the Company may as mortgage have taken possession of or acquired by foreclosure.
- 28) To guarantee the contracts or otherwise assist any such person, persons, firm, association, corporation or company to subscribe for and to take and otherwise acquire and to hold shares or other interests or stock or securities of any such person, persons, firms, association, corporation or company and to sell, hold, re-issue with or without guarantee or otherwise deal same and accept other shares in exchange for the same, and to form, constitute or permit any other company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purposes which may seem directly or indirectly beneficial to this Company's.
- 29) To train and pay for the training in India or abroad of any of the Company's employees or the persons to be employed by the Company, all in the furtherance of the Company's objects.
- 30) 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 others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- 31) To promote, form and Register and aid in the promotion, formation and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property rights and liabilities of the company and to transfer to any such company any property of the Company and take or otherwise acquire, hold, sell or otherwise dispose off shares, stocks, debentures and other securities in or of such company or any other company for all or any of the objects mentioned in this Memorandum.
- 32) To establish any business which the Company is authorised to carry on by means or through the agency of, any subsidiary company or companies, 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 guarantee its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.

- 33) Subject to the provisions of the Companies Act, 2013 to amalgamate with any company or companies having objects altogether or part similar to this of this Company.
- 34) To acquire and hold shares in 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 of any other Company.
- 35) To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other special funds, whether for depreciation or repairs, replacements, improving, extending or maintaining any of the properties of the Company, or for any other purposes conducive to the interests of the Company.
- 36) To place, to reserve or to distribute as bonus shares by way of Capitalization of resources among the members or otherwise to apply as the Company from time to time may think fit any money received by way of 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 of forfeited shares by the Company.
- 37) To adopt such means of making known the products 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 not falling under the provisions of Lotteries Act, rewards and conditions.
- 38) Subject to the provisions of the Companies Act, 2013 to borrow or raise money, or receive money on deposit, interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue by debentures perpetual or otherwise, including debentures convertible into shares, or perpetual annuities and to mortgage, pledge or charge as security therefore the whole or any part of the property, assets 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 for sale of the property except uncalled capital and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.
- 39) To establish representative office in any country outside India, subject to compliance of laws prevailing time to time in the respective countries, in association with individuals/association or inside or outside India and to act as representative in India of medical institution/ association in India or outside India.
- 40) To remunerate or make donations (by cash or in kind or by the allotment of fully or partly paid up shares or by calls or option on shares, debentures, debenture stock securities of this Company or any other company or in any other manner) whether out of Company's capital, profits or otherwise to person or persons for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper but not to political part or for political purpose.

- 41) To refer to arbitration any disputes, present or future between the Company or any other company, firm, association of persons, individuals or body of individuals or any other person by an arbitrator in India and/or abroad and either in accordance with the laws time being in force in India or laws of any other country or the international agreements for enforcement of arbitral awards.
 - 42) To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
 - 43) To distribute amongst the members of the Company in specie or kind any property of the Company any proceeds of sale or disposal of any property of the Company in the event of winding up of the Company.
 - 44) To undertake and execute any trusts, the undertaking of which may seem to the Company beneficial either gratuitously or otherwise in connection with the objects of the Company.
 - 45) To act as trustees of trusts established either by the Company itself or by any other person, which trust seeks to achieve objects similar to any of the objects of the Company.
- 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 Authorized Share Capital of the company is Rs. 3,00,00,000/- (Rupees Three Crores) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.
 - 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:

****Increased from Rs. 100,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 300,00,000 (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs only) equity shares of Rs. 10/- (Rupees Ten Only).***

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Mr. Sagar Ramakant Joshi, Address: Hermitage Complex Bungalow No. 14 Mira Road (East), Near Vishnu Mandir, WEH, Thane 401107 Occupation: Business	08763100	5,000	Equity	SAGAR RAMAK ANT JOSHI <small>Digitally signed by SAGAR RAMAKANT JOSHI Date: 2021.12.23 00:48:09 +05'30'</small>	23/12/21
				Preference		
2	Mrs. Yogita Sagar Joshi, Address: Hermitage Complex Bungalow No. 14 Mira Road (East), Near Vishnu Mandir, WEH, Thane 401107 Occupation: Business	AIEPJ9162A	5,000	Equity	YOGIT A SAGAR JOSHI <small>Digitally signed by YOGITA SAGAR JOSHI Date: 2021.12.23 00:48:22 +05'30'</small>	23/12/21
				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
ACA	Arun Gupta Address: Shop No. 5, Excellency Building, old Ravi Raj Complex, Near Vijaya Bank, Jesal Park Road, Bhayander (East), Thane 401105 Occupation: Practicing Chartered Accountant	151420	Arun Nagar mal Gupta <small>Digitally signed by Arun Nagarmal Gupta Date: 2021.12.23 00:50:40 +05'30'</small>	23/12/21

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