

**(THE COMPANIES ACT, 1956)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**UNIQUEFORCE HEALTH CARE PRIVATE LIMITED**

- I. The Name of the Company is **UNIQUEFORCE HEALTH CARE PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the state Uttar Pradesh .
- III. The objects for which the Company is established are:

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

1. To buy, sell, manufacture, import, export, distribute and otherwise deal in all kinds and varieties of cosmetics, non prescribed drugs, health care products, food preservatives and additives, fast foods, artificial flavouring, artificial dyes and colouring agents, oleoresins, beauty and skin care products, perfumes, colognes, food supplements, health aids, glamour products, Birth control medicines and devices and lubricants.

**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, articles and things necessary or useful for carrying on the main business of the Company.
2. To enter into agreement with any Company persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and in particular of friendly, co- operative and such other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation room churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.
4. To establish, provide, maintain and conduct or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business Of the Company.

5. To enter into any arrangement with any Government of Authorities Municipal, local or otherwise or any person 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, Authority persons or Company any rights, privileges, charters, contracts, licenses and concessions including particular rights in respect of waterways, roads and highways, which the Company may carry Out, exercise and comply therewith.
6. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d' invention, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop let on lease or for hire or otherwise dispose off in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
7. Subject to section 391 to 394A of the Act, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
8. To apply for and obtain any order of Central/state or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
9. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or Company carrying on or engaged in any business or transaction which this Company is authorised to carry on.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any Company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the main objects of this Company.
11. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the main objects or any of them.
12. To promote, form and register, 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 properties, rights and liabilities of this Company and to transfer to any such Company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such Company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such Company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
13. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or Company carrying on or proposing to carry on any business which this Company is authorised to carry on or possess property, suitable for the main business of the Company.
14. To open accounts with any bank or financial institution and to draw make accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bill of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.

15. Subject to the provisions of section 77 of the Companies Act 1956, to invest other than investment in Company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and in such manner as may from time to time, be determined.
16. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without securities as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
17. To remunerate any person or Company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of section 314 of the Companies Act 1956.
18. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of Company.
19. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing in the building of houses, or dwellings or chawls or by grants of money, pension, allowances, bonus or other such payments or by creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
20. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
21. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
22. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.
23. Subject to the provisions of the Gift tax Act, 1958 and the statutory amendments thereof, the Company has power to make and receive gifts either in cash or other movable or Immovable properties.
24. To aid peculiarly or otherwise, any association, body or movement having for any object the solution or settlement of industrial or labour problems or troubles or the promotion of industry or trade.
25. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
26. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.

(C) THE OTHER OBJECTS ARE:-

1. To assist any Company or other such enterprise in its dealing with the Government, local, statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities, and to procure capital for any Company or enterprises.
2. To carry on the business of manufacturers of importers, exporters and dealers in men's, women's and children's clothing, wearing apparel, hosiery goods, carpets, durries, mats, rugs, blankets and other similar articles of every kind, nature and description made from cotton, synthetic, wool, worsted materials and/or leather.
3. To carry on the business or businesses of manufacturers, importers and exporters of brushes of all kinds.
4. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or Company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantee and indemnities.
5. To carry on the business as proprietors and publishers of newspapers, periodicals, journals, books, and such other literary works and undertakings of all types.
6. To carry on the business as manufacturer of and dealers in leather and leather goods of all description and of leather dressers, tanners, hides, skins and all things and material connected therewith.
7. To carry on the business as manufacturers, processors, producers, of and dealers in dairy, farm and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milk foods and milk products and milk preparations of all description, vegetables and fruits of all kinds.
8. To carry on the business as manufacturers and dealers in and sellers of all or any type of electronic components, their raw material and equipments, audio products, electronic calculators, digital product, micro processor based systems, computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.
9. To carry on the business of advisors on problems relating to the administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and or relating to the rendering of the services.
10. 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.
11. To carry on the business of manufacturers and dealers in textiles such as man made - fibers, cotton, silk, jute, woolen and synthetic.
12. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of all articles and things used in the manufacture, maintenance and working thereof.
13. To carry on the business of leasing and hire-purchase and to acquire to provide or lease or to provide on hire-purchase all types of house hold appliances, industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing processing, transportation and trading business, to finance industrial enterprises and to promote companies engaged in industrial and trading business.
14. subject to the approval of RBI under Reserve Bank of India Act, 1934, as amended by RBI(Amendment) Act, 1997, to carry on and undertake business transaction or operation commonly undertaken or carried on by financiers, housing finance, leasing, hire-purchase, underwriters, merchants and agents of all moveable and immovable - assets. The Company shall not carry on any business which is banned under the Banking Regulation Act, 1949.

15. To carry on business of buyers, sellers, dealers, breeders, importers and exporters of animals such as horses, dogs, cats, sheep and cattle.
16. To act as stockists, commission agent, manufacturer, or representatives or agents selling and purchasing agents, indenting agents distributors, brokers, trustees, attorney, in goods, mentioned in the main objects.
17. To carry on all kinds of business of manufacturers, importers, exporters, dealers and distributors of television films, video films, tapes and video cassettes, equipment, accessories parts, tools, material, apparatus and other articles used in connection herewith or which may hereafter be invented.
18. To carry on the profession on consultants on management, employment, engineering, industrial and technical matters to industry and business and to act as employment agents and exporters of man power.
19. To carry on business as manufacturers dealers, stockists, exporters and importers of and all other hardware items or all types and description.
20. To carry on business as manufacturers of dealers in or as stockists, importers and exporters of packing materials, cartons, containers, boxes and cases of paper, boards, wood, glass, plastic, pulp, cellulose, film, polyethylene, rubber, metals, metal foils, gelatin, tin-flexible, treated, laminated or other materials.
21. To engage in the business of tour operators and travel agents and other services, incidental to it.
22. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repairs and servicing of automobiles.
23. To carry on the business of manufacturers and dealers of tractors automobiles, automatic and semi-automatic vehicles, earth moving equipment, cycles, mopeds and any other such vehicles of all types.
24. To carry on the business of manufacturers and dealers of cement, lime burners and ceramics, sanitary fittings and china-ware.
25. To carry on hotel, motel and catering business.
26. To secure sound investments foreign capital in Indian undertakings and enterprises and Indian Capital in foreign undertaking and enterprises.
27. To establish, provide, maintain and conduct research and such other laboratories training colleges, schools and such other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions classes, meetings and conferences in connection therewith.
28. To install the Electric furnaces for melting steel scrap and for producing steel castings and for re-rolling mild steel sections.
29. To manufacture steel castings of all kinds such as used for Textile Machine parts Railways, Tramways, Motor parts, Tractors, Sugar industry, Cement industry and machinery parts
30. To weld steel tubes and boring of different steel and galvanizing iron sections.
- IV. The liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 10,00,000 (Rupees Ten Lacs) divided into 100,000 (One Lac) Equity Shares of Rs. 10/- each."