

(The Companies Act, 1956)
(Private Company Limited by Shares)

**MEMORANDUM OF ASSOCIATION
OF
HERBALIFE INTERNATIONAL INDIA PRIVATE LIMITED**

- I. The name of the Company is Herbalife International India Private Limited.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- 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 carry on the business to handle, package, label, distribute, commercialise, promote, advertise, advise, import and export, buy, sell, market at wholesale or retail or through catalogue sales at wholesale or retail by its own or through third parties, and to manufacture all kinds of goods including, but not limited to, food products, beverages, weight loss and weight management products, health and nutritional supplements, skin and hair products and cosmetics and promotional items, literature, and other types of products of any kind and presentation.
 - B. **The Objects Ancillary or Incidental to the Attainment of the Main Objects are:**
 1. To open retail and wholesale stores for selling the goods manufactured, imported or marketed by the Company and deal in as principals or as agents, distributors or as commission agents.
 2. To buy wholesale or retail, repair, alter and exchange, let on hire, import, export all kinds of articles and things which may be required for the purpose of any of the main business or which is commonly manufactured, imported, exported, supplied or dealt in by persons engaged in any such business or which may seem capable of being dealt with in connection with any of the main business.
 3. To acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any electric light and gas works and power plant telephones and markets, reservoirs, water works, tanks, bridges, villages, road ways, tramways, railways, canals, aqueducts, water-courses, dykes, drains, wharves, dye works, furnaces, crushing works, hydraulic works, workshops, factories, warehouse, sheds, dwellings, offices, shops, stores, buildings, pipe lines, pumping stations, wireless installations, aerodromes and other works and conveniences which may seem directly or indirectly conducive to any of the main

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objects of the Company and to contribute to, subsidise or otherwise by taking part in any operations.

4. To purchase, charter, hire, build, or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the business of owners of trucks, lorries, motor cars and of ship owners and owners of aircraft in all or any of their respective branches.
5. To establish, provide, maintain and conduct or otherwise, subsidise, 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 invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes, grants and bursaries to students or independent students or otherwise and to encourage, promote and award studies, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
6. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral upliftment of the public or any section of the public and in such manner and by such means as the Directors may think fit, and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper, etc. or for organizing lectures or seminars likely to advance these objects or for giving merit award for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing conducting or assisting any institution, fund trust etc. having any of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner, and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or confessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public or Institutions or Trusts or Funds whose object is rural development or upliftment as the Directors may approve.
7. To acquire and undertake the whole or any part of the business, goodwill, intellectual property, property and liabilities of any person(s), firms, corporations

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or undertaking, either existing or newly engaged in or carrying on and conducting any business which the Company is authorised to carry on or possession of property suitable for the purpose of the objects of the Company.

8. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade marks, formulae, license, lease, concessions, conferring any exclusive or limited right to use or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company; and to use, exercise, develop or grant licenses in respect of the property, rights, or information so acquired.
9. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
10. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or directors of the Company or the dependants of such persons; and to grant pensions and allowances, to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for the general public.
11. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company or for any other purpose which may directly or indirectly benefit the Company.
12. To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade and to render leasing, consultancy and advisory services to clients in the field of leasing.
13. To subscribe for, absolutely or conditionally or otherwise acquire and to hold and/or dispose of shares, stocks and securities or obligations of any other Company whether Indian or foreign.
14. To invest and deal with money of the Company, not immediately required in such manner as may, from time to time, be thought fit subject to provisions of the Companies Act, 1956.

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15. To advance money or give credit to any person or company; to give guarantee or indemnity for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Companies Act, 1956.
16. To borrow or secure money in such manner as the Company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
17. To establish subsidiary companies, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which is capable of being conducted so as to, directly or indirectly, benefit the Company, and to take or otherwise acquire and hold shares, stock, securities, obligations or other interests in any such person or company, and to subsidise or otherwise assist any such person or company.
18. To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by the Company.
19. To draw, make, accept, endorse, discount, negotiate, execute, and issue promissory notes, bill of exchange, bills of lading, debentures and other negotiable or transferable instruments or securities.
20. To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit.
21. To adopt such means of making known and advertising the business and products of the Company as may be expedient.
22. To apply for, promote, and obtain any order, regulation, or other authorisation or enactment which may directly or indirectly benefit the Company.
23. To procure recognition of the Company in any country or place outside India.
24. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment for any movable or immovable property purchased or otherwise acquired by the Company or for any services rendered to the Company.

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25. To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the company's property of any kind sold by the company, or any money due to the company from buyer.
26. To produce gas and generate electricity necessary for the purposes of the business of the Company and to process all products resulting from or ancillary to such production.
27. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other company by it subject to the Act.
28. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.
29. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
30. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems of the promotion of science and technology, cultural activities, sports, environment, rural development and other social, welfare and recreational activities. To sponsor sports, entertainment and other leisure and recreational activities to aid and promote the Company's activities and other interests.
31. To purchase, take on lease, or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sublet, in whole or in part, develop, manage and exploit lands, buildings, machinery, easements, rights, privileges, plants, stock-in-trade, business concerns, options, contracts, claims, chose-in-action, and any real and personal property of any kind necessary or convenient for any business of the Company.
32. To establish of support associations, institutions, schools, hospitals, guest houses, clubs, funds, and trusts which may be considered beneficial to any employees or ex-employees and to officers of the Company or the dependants of any such person.
33. To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration and Conciliation Act 1996 or the Rules of the International Chamber of Commerce relating to

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arbitration, and to institute legal proceedings or defend any proceedings and to appoint Advocates, Consultants or Advisors in this behalf.

34. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies, including subsidiaries, in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect of any business or operations of or generally with respect to any such company or companies.
35. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, license or on other terms, formulae and other right and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorised to produce or to deal in.
36. To arrange for the marketing in India and abroad and sale of the products and by-products of the Company and purchase of raw materials, goods and articles as are necessary for carrying on the business of the Company and, for that purpose, either to establish its own shops, agencies, or marketing organisations or to appoint selling or buying agents or distributors of both (whether individuals, firms or bodies corporate) in any place in or outside India and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit.
37. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debenture stock, depreciation for dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
38. To open and operate any type of bank accounts with Bank(s) and obtain credit facilities with or without securities for its business.
39. To train or pay for training in India or abroad of any of Company's employees or officers or any candidate in the interest of or furtherance of the company's objects.
40. To establish research and development centers for the business of the Company.
41. To establish training facilities for providing training to company's employees and other people.



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42. To borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness as well as to enter into agreements in connection with the main objects of the Company.
43. To advice and to render services to enterprises and companies with which the Company forms a group and to third parties.
44. To undertake and execute job orders of all kinds and descriptions.**
45. To carry on the business of technical consultants in all their branches.**
46. To purchase, sell, develop, take in exchange or lease hire or otherwise acquire, whether for investment or sale, any real or personal estate including lands, business, building, factories, mill, houses, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions; privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.**
47. To assemble, distribute, sell, export, import, trade, deal, manufacture, maintain, convert, improve, repair, service, research, develop all types of telecommunication and electronic systems, equipment, products, accessories, assemblies, apparatus, circuits, spares, components, hardware, software and services including subscribers and telecommunication equipment, satellite services, electrical apparatus for line telephony or line telegraphy, including such apparatus for carrier-current line systems.**
48. To carry on the business of finance and investment subject to the approval of R.B.I. under Reserve Bank of India Act, 1934 as amended by R.B.I. (Amendment) Act, 1997.**
49. To invest the funds of the Company in any manner as is considered appropriate including the setting up of subsidiaries, investing in the equity of joint venture companies and to act as a financial and investment and holding company.**
50. To carry on an or any or the business as buyers, sellers, traders, importers, exporters, distributors, general merchants, stockists, warehouses, commission agents, advertising agents, agents for promotion of sales, clearing and forwarding agents and the business of sourcing of all kinds of goods and materials, either manufactured, semi-manufactured or raw materials of all kinds and descriptions and to offer all services in relation to the above and to carry an agency business in all its branches and kinds.**
51. To carry on the business of hirers or lessors (with or without option of purchase) of plant, machinery and goods of every description, and real property and any estate, interest or right therein or there over, and in particular (but without prejudice to the. generality of the foregoing) (a) ships, launches, trawlers and other vessels of all kinds; (b) aircraft of all kinds; (c) all other vehicles of any kind, including wagons, carriages, locomotives and engines whether for road, railway, colliery, or any other purposes; (d) machinery, plant, computer, hardware and software communication and office systems, apparatus and



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equipment (whether fixed or mobile) of all kinds for industrial, quarrying, mining, marine, agricultural, constructional, scientific, educational, experimental, domestic or business purposes and (e) buildings, erections, structures, roads, railways, fixtures and fittings; and to sell, let on hire, lease or license (with or without Option of purchase) supply and deal with all or any of the things hereinbefore specified and to repair and maintain the same respectively whether belonging to the company or not, and to carry on the businesses of Financiers, Consultants and Concessionaires for the promotion of the hiring and letting of the things hereinbefore specified, and of the sale for cash or on credit or on the instalment plan or by hire purchase, credit-sale agreement or easy payment system or otherwise of goods, wares, chattels, and merchandise of every description and to lend money on purchase of any of the assets hereinbefore mentioned or for any related purpose.**

52. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any company or of any authority, Central, State, Municipal, local or otherwise or of any person whosoever, whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture-stock or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue and to transact all kinds of trust and agency business.**
53. To render engineering, technical, management and other types of skilled and other services to all types of industry or organisations in India or abroad including for office, advertising, accounting, computer, secretarial and taxation matters and without limiting the generality of the above to act as consultants.**
54. To form, incorporate or promote any company or companies in India having amongst its or their objects the acquisition of all or any of the assets or control, management or development of any company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or placing or assisting to place or to obtain guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations, or securities of the Company or any bonds, debentures, obligations or securities of any other Company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion or formation of any other Company in which the Company may have an interest.**
55. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies, including subsidiaries, in which the Company has a direct or indirect financial interest, to provide secretarial administrative, technical, commercial and other services and facilities of all kinds for any web company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect of any business or operations of or generally with respect to any such company or companies.**

56. Subject to the provisions of the Companies Act, 1956, to invest, apply for and acquire or otherwise employ monies belonging to, entrusted to or at the disposal of the Company upon 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.**
57. To carry on the business of management, technical, industrial, financial, commercial and investment consultancy, personnel and labour adviser, legal and taxation advisers, consulting engineers, operational research consultants, computer service, bureau and advisers, market surveyors, project engineers, quality control and efficiency experts, publication or books, periodicals or journals, export and marketing services and/or management consultancy including rendering services like staff and management recruitment, training and placements, technical analysis of data, electronic data processing, preparation of projects and their progress review, critical path“ analysis, organisation and methods studies and other economic mathematical, statistical, scientific and other modern management services, techniques and to establish and to render any and all consultancy and other services of professional and technical nature and to enter into any contract in relation thereto.**
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company is **INR. 7,17,86,250/- (Rupees Seven Crores Seventeen Lakhs Eighty-Six Thousand Two Hundred and Fifty Rupees Only)** divided into 71,78,625 (**Seventy-One Lakhs Seventy-Eight Thousand Six-Hundred Twenty-five**) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each.***



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* The Object Clause No. III (C) "THE OTHER OBJECTS" of Memorandum of Association of the Company was deleted in the Extra-Ordinary General Meeting held on 17th day of DECEMBER 2021.

** The existing Objects Clause III (B) of the Memorandum of Association was altered by adding sub-clause No. 44 to 57 after existing sub clause 43 in the Extra-Ordinary General Meeting held on 17th day of DECEMBER 2021.

*** The Authorized Share Capital of the Company was increased from INR. 6,00,00,000/- (Indian Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of INR.10/- (Indian Rupees Ten Only) each to **INR. 7,17,86,250/- (Rupees Seven Crores Seventeen Lakhs Eighty-Six Thousand Two Hundred and Fifty Rupees Only)** divided into 71,78,625 (**Seventy-One Lakhs Seventy-Eight Thousand Six-Hundred Twenty-five**) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each in the Extra-ordinary General Meeting held on 17th day of DECEMBER 2021.

We, the several persons, whose names and addresses are hereunder subscribed, are desirous of being formed into a Company, in pursuant of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Names, addresses, occupation and description of each subscriber	Number of Equity Shares taken by each Subscribers	Signature of Subscriber	Name, address, description, occupation and signature of witness
<p>Diljeet Titus S/o Mr. Donald Titus Advocate E-22, Greater Kailash – I New Delhi – 110 048</p>	<p>1 (One) Equity Share</p>	<p>Sd/-</p>	<p>I witness the signatures of all the subscribers</p> <p>Sd/- (R. S. Mittal) Advocate S/o Mr. M. M. K. Mittal R/o C-3/174, Sector 31 Noida</p>
<p>Manjeet Titus S/o Mr. Donald Titus Advocate E-22, Greater Kailash – I New Delhi – 110 048</p>	<p>1 (One) Equity Share</p>	<p>Sd/-</p>	
<p>TOTAL</p>	<p>2 (Two) Equity Shares</p>		

Place: New Delhi

Dated the 22nd day of September, 1999



CERTIFIED TRUE COPY

Diljeet Titus
DIRECTOR

Ananya Sanyal