

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
TUPPERWARE INDIA PRIVATE LIMITED

- I. The name of the Company is **TUPPERWARE INDIA PRIVATE LIMITED**
- II. The registered office of the Company will be situated in the National Capital Territory of Delhi.
- 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 by direct selling or otherwise, the business of manufacturers, producers, developers, exporters, importers, and distributors of, and traders and dealers in, all kinds of toys and articles of children amusements including games, educational toys, playthings for children.
 2. To carry on by direct selling or otherwise the business of manufacturers, producers, refiners, developers, exporters, importers, processors and distributors of, and traders and dealers in, all kinds of domestic appliances, household equipment, houseware and cookware including containers and utensils made of substances and materials including in particular, but without limitation, melamine, ceramics, glass, plastics, thermo plastics, polypropylene, stainless steel and by products of them.
 3. To carry on by direct selling or otherwise the business of manufacturers, producers, refiners, developers, exporters, importers, processors and distributors of, and traders and dealers in, all kinds of products for beauty care and all kinds of cosmetic and toiletry products of every description, products for personal care and all kinds of products of nutritional, feed supplements, home care and clothing.
 4. To Carry on by direct selling/retail selling (Single-brand selling) or otherwise the business of manufacturer, contract manufacturer, producer, developers, exporters, importers and distributors of and traders, dealers in and all kind of goods described below under various categories



- a) Personal care products like hand sanitizers
- b) Homecare and Cleaning Aids - Vegetable & Fruit cleaners, Dish washing liquids, Stainless Steel Cleaner, Surface disinfectants, Liquid Hand Soap, Kitchen wipes, General use wipes
- c) Textiles - Mittens, Kitchen Towels with anti-microbial finish, Kitchen Aprons, Mats with anti-skids latex coating
- d) Appliances - Blender, Mixers, Juicers, water purifiers, Air Purifiers"

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

1. To acquire and take over any business or undertaking carrying on any business in connection with the object or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose of or remove or put an end thereto or otherwise to deal with the same as may seem expedient.
2. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying out the objects of the company and also for the purpose activating research and development of manufacturing projects on the basis of Know-how and to acquire or provide necessary formulas and patent rights for furthering the objects of the company.
3. To accept stock or shares in or debentures, mortgage debentures or such other securities of any other such company in payment for any services rendered or for any sale made to or debts owing from any such company in connection with objects of the company.
4. To apply for, purchase or otherwise acquire, protect, prolong or renew any patent, brevets d' invention, trade mark, designs, concession and the like conferring any exclusive or non exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, and to use, exercise and develop the information so acquired.
5. To acquire on lease or otherwise, deal with or dispose of any kind of property, movable or immovable and to manage, let, mortgage, sell, dispose of or otherwise turn to account all or any of the properties or rights of the company whether immovable or movable including apparatus or appliances, and to hold, use, work, manage, improve, carry on and develop the said properties



and assets of any kind of the company or any part thereof in connection with the business.

6. To lend money on mortgage of immovable property or on hypothecation or pledge of movable property with or without security to such person, authority, company or to any one else on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company and to give guarantees that may be deemed expedient, provided the Company shall not carry on the business of banking as defined by the Banking Regulations Act, 1949.
7. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or right which the Company proposes to acquire or otherwise be interested in.
8. To take up the management of any company situated in the Union of India engaged in similar business for furthering the objects of the company.
9. To establish and maintain agencies, branches and procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be deemed desirable.
10. To insure all or any of the properties or assets or obligations of the Company and to discontinue the same.
11. Subject to the provisions of section 182 of the Companies Act, 2013 to make pecuniary grants by way of donations to any charitable or benevolent public institutions, clubs, societies or persons as may be deemed necessary or appropriate.
12. To adopt such means of making known the products and services of the Company and of any other person as may seem expedient and in particular by advertising in the press, by circulars, by publication of books and periodicals and by granting prizes, rewards and donations and by holding exhibitions, shows, concerts or in any other manner considered appropriate.
13. To provide for the welfare of Directors, employees and ex-employees of the Company and wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, pensions, gratuities, bonuses, profit sharing bonus or benefit or any other payments or by creating and from time to time subscribing or contributing to provident fund or other funds and other



associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistances as the Company shall think fit.

14. To enter into any arrangement with any Governments or authorities, Supreme, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from such Government or authority any rights, privileges and concessions which the Company may think fit or desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
15. To enter into partnership or into any arrangement for sharing, or pooling profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concessions or otherwise or amalgamate with any person, firm or Company (incorporated or not) carrying on or engaged in any business or transaction which this Company is authorized to carry on or engage in.
16. To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licenses, easements, options, servitude's and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular for any securities shares or debentures of any Company having objects all together or in part similar to those of this Company.
17. To pay all or any expenses incurred in connection with the promotion, formation, incorporation and establishment of the Company or to contract, with any other person, firm or company.
18. To pay for any properties, rights or privileges acquired by the Company in shares or debentures of this Company or partly in shares or debentures and partly in cash or otherwise and to give shares or debentures of this company in-exchange for shares or debentures of any other company having objects similar to those of the Company, or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purposes.
19. To make, draw, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments or securities and to open bank accounts, current or overdraft and operate the same.
20. To remunerate any person or company for services rendered for the acquisition of the property by the Company or the conduct of its business.



21. To invest moneys of the Company not immediately required, with or without securities as may, from time to time, be determined including the acquisition of all and any kind of shares, debentures, commercial paper, bonds, units and other financial instruments.
22. To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by the creation and issue of securities.
23. To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other monies payable on or in respect of any securities or liabilities of, any person including (without prejudice to the generality of the foregoing) any Company which is for the time being a subsidiary of a holding Company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
24. To promote any company or companies for the purpose of acquiring all or any property, rights and liabilities of the Company or for any other purpose which may seem beneficial to this Company.
25. To create any depreciation fund, reserve funds, sinking funds, insurance funds or any special or other funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for special dividends or equalizing dividends or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds.
26. To take or otherwise acquire or hold, sell and dispose of shares in any other Company having objects altogether or in part similar to those of this Company or otherwise.
27. To establish, provide, maintain and conduct or otherwise subsidize research laboratories, experimental stations, workshop and libraries for scientific, industrial and technical research and investigations to process, improve and



invent new and better techniques and methods of manufacturing the Company's products.

28. Subject to the provisions of the Act, to distribute amongst the members any assets of the Company in specie or otherwise in the event of winding up of the Company.
29. To institute and defend any suit, appeal, application (for review, revision or otherwise), to take out execution, enter into agreements of reference and arbitration and to enforce and contest awards and for such purposes to retain or engage counsels, lawyers, attorneys, agents and to remove them and compensate them.
30. To accept gifts, conditional or otherwise, to apply for and accept subsidies, grants, capital or revenue, incentives, drawbacks and business claims that may become owing and due in the Company's business.
31. To accept and pay commissions in connection with the business of the Company.
32. To undertake and indulge in social welfare and development work in urban or rural areas, and to do any other such activity that would result in obtaining tax reliefs or which may be conducive to the betterment of society as a whole or a section thereof.
33. To set up and establish production facilities for products to be dealt in by the Company, to trade in (whether as dealers or otherwise) and to manufacture inputs, accessories, ingredients, plant and equipment including the trading of process and technology of the manufacture of products expedient for the business of the Company.
34. To do all or any of the above things, either as principals, agents, consignors, consignees, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with the other and to do all such things as are incidental or conducive to the attainment of the above objects.
35. To appoint agents, sub-agents, dealers, managers, canvassers or representatives for transacting all or any kind of business which the company is authorised to carry on and to constitute agencies of the company in India or any other country to establish offices and agencies in different part of the world.



36. To do all such other things that the Company may think fit to be conducive to the attainment of the objects of the Company.
37. To acquire and carry on any business carried on by a subsidiary or a holding company of the company or another subsidiary of a holding company.
38. To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof.
39. To open retail stores and wholesalers for selling the goods manufactured or imported by the Company and deal in as principals or as agents, distributors or as commission agents.
40. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade mark, formula, licence, lease or concession, 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 licences in respect of the property, rights, or information so acquired.
41. 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 Act.
42. 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 Act.
43. To open and operate any type of bank accounts with banks and obtain credit facilities with or without securities for its business.
44. 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. for dividends, for equalising dividends, or for repairing, improving, extending and maintaining any part of the property of the Company.
45. 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 directly or indirectly to 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. .

46. 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.
47. To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on any business which the Company is authorised to carry on or possession of property suitable for the purpose of the objects of the Company.
48. 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-
49. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
50. 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.
51. 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.
52. To apply for, promote, and obtain any order, regulation, or other authorisation or enactment which may directly or indirectly benefit the Company.
53. 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.

54. 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 objects or otherwise expedient.
 55. To adopt such means of making known and advertising the business and products of the Company as may be expedient.
 56. To accept and pay commissions in connection with the business of the Company.
 57. To do all such other things that the Company may think fit to be conducive to the attainment of the objects of the Company.
- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The authorized share capital of the Company is Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees ten only) each.



We, the several persons, whose names and addresses are subscribed hereunder 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 our respective names:

Name, Address, Description and Occupation of Subscribers	No. of shares taken by each Subscriber	Signature of Subscribers	Signature, Name, Address, Description & Occupation of witness
1. Chittranjan Dua S/o Late Justice I.D. Dua 5C, Sagar Apartments 6, Tilak Marg New Delhi - 110 601 Lawyer	(10) Ten Equity Shares of Rs. 10/- Each	sd/-	I witness the signatures of the Subscribers who have signed in my presence.
2. Shishir Sharma S/o M.N. Sharma D-III, 3293 Vasant Kunj New Delhi - 110, 091 Lawyer	(10) Ten Equity Shares of Rs. 10/- Each	sd/-	Sd/- (S.L.Singal) S/o Hanuman Das Singal 407, Sethi Bhawan Rajendra Place New Delhi Chartered Accountant
Total	(20) Twenty Equity Shares		

Place: New Delhi

Date: 25/4/1996

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