**The Companies Act, 1956)**

**(Company Limited By Shares)**

**Memorandum Of Association**

**Of**

**Xyz Private Limited**

**I. The name of the Company is XYZ 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) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**

 1. To carry on the business of clearing and forwarding agents and consolidation and monitoring thereon, transportation of goods, merchandise, live stock, MTO agents, insurance agents, commission agents, cartage warehousemen, packers, hauliers, transport cartage and haulage contractors and agents, carriers custom house agents, cargo superintendents, foremasters, wharfingers, contractors for freight and insurance, managers, proprietors and agents of shipping, air, rail, road, lines, consultants, advisors for all business connected with worldwide movement within the country and abroad for shipments, aircargo, freight rail, road lines on behalf of any person(s) firms, company/ies, corporation/s, Bank/s, government/s, local body/authorities, public, statutory or other body or authory/ies.

 2. To carry on the business worldwide with joint ventures and/or with foreign collaborators as carriers of goods, merchandise, livestock, passengers and other products through own/hired/leased/anociats/agents on other means by sea, air, road other mode of transport.

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

 1. To enter into agreements with any company or persons for obtaining by grant of license and other rights and benefits, expert guidance, equipment and machinery for the purpose of main businesses of Company and to arrange facilities for training of personnel by them.

 2. To acquire by concession, grant, purchase, barter, lease, license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, works, conveniences and other movable and immovable properties of any description and any privileges, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, secrets or other information which may seem necessary for any of the purposes of the Company and to construct, maintain and alter any building or work, necessary or convenient for the purposes of the Company and to pay for such land, building, works property or rights or any other property and rights purchased or acquired by or for the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.

 3. To enter into any arrangement with any governmental authorities, municipal, local or any other authority or any person or company, in India or abroad, that may seem conducive to the object 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 in particular rights in respect of waterways, roads and highways, which the Company may think desirable and carry out, exercise and company therewith.

 4. To apply for and obtain any order or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company’s constitution or for any other 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.

 5. To enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this Company is authorized to carry on and to amalgamate with any other Company having objects altogether or in part similar to those of this Company in India or abroad.

6. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for any of the purpose of this Company.

7. To take or otherwise acquire and hold shares or other interests in or securities of any other companies having objects altogether or in part similar to those of this Company.

8. Subject to Section 391 to 394 & 394A of the Act, to amalgamate with any other Company having objects similar to those of the Company, in any manner whether with or without liquidation.

9. To promote, form, 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, to dispose of shares, stock, debentures, and other securities in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum and to assist any such company and to undertake the management and secretarial or other work, duties and business on such terms as may be arranged.

10. To open account with any bank or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments and to buy the same.

11. Subject to Section 58-A, 292 and 293 of the Companies Act, 1956 and the regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan at interest for any of the purposes of the company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable instruments or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures of debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or entrust and to give the lenders power or sale and other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.

12. To enter into collaboration with any firm, body corporate or individual, Indian or foreign for the purpose of carrying on any business which this Company is authorised to carry on.

13. To employ any person, firm or Company as sub-contractors for purpose of carrying out all or any of the contracts from time to time entered by the Company upon such terms and conditions as may be considered appropriate.

14. To invest in and deal with money of this Company not immediately required upon, in such shares or upon such securities or investments and in such manner as may, from time to time, be determined, other than investment in Company’s own shares.

15. 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 security as may seem expedient and in particular to customers of and others having dealings with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the directors, provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulations Act, 1949.

16. To improve, alter, develop, exchange, lease mortgage, enfranchise, dispose of, all or any part of the land, properties, assets and rights and the resources and undertakings of the company, in such manner and on such terms as the Directors may think fit, subject to the provisions of the Act.

17. To remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company for the conduct of its business.

18. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other 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 purpose conducive to the interest of the 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 to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other 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 other attendance and other assistance as the Company shall think fit.

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 insure the whole or part of the property of the Company or any goods, commodities, articles, products, property and assets for the time being in possession or in charge of the Company for which the Company may be liable, whether wholly or in part and to protect and indemnify the Company from liability or loss in respect thereof either fully or partly.

22. To adopt such means of making known the products/services 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. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.

24. To compensate for the loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 1956 or such other status or rule having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.

25. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

26. To do all or any of the company’s main business 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 the company may think conducive to the attainment of the main objects or any of them.

27. To arrange, in India and abroad, for the marketing, advertising and sale of the products/services 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.

28. 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 any ghats, markets, reservoirs, water works, tanks, bridges, villages, roads, ways, tramways, railways, canals, aqueducts, water-courses, dikes, 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 objects of the Company and to contribute to, subsidise or otherwise by taking part in any operations.

29. To acquire and undertake the whole or any part of the business, goodwill, intellectual property, property and liabilities of any person(s), firm(s), corporation(s) or undertaking(s), 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.

30. To act as agents of or enter into any arrangement with any Government or authority supreme, municipal, local railways, transport or shipping companies or otherwise that may seem conducive to the company’s objects or any of them and to obtain from any such Government, authority, railway or company any rights, privileges and concessions which the company may consider desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

31. To procure the Company to be registered, incorporated or recognised in or under the laws of any place outside India and to establish branches and agencies of the Company in any place of the world and to discontinue the same whenever necessary; and to appoint agents of the Company in any part of the world and to send to foreign countries employees of the Company or others with a view to promote the interest of the Company.

32. To acquire and undertake the whole or any part of the business, property or any liabilities of any person or company carrying on or proposing to carry on any business, which the Company is authorised to carry on or property suitable for purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company.

33. 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 that company or for any other purpose which may directly or indirectly benefit the Company.

34. 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.

35. 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.

36. 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 Companies Act, 1956.

37. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.

38. 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.

39. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects, 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.

40. 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; and to establish training facilities for providing training to company's employees and other people.

41. 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.

42. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension for super-annuation, provident fund, family pension, welfare fund or gratuity fund for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time the employment or service of the Company.

43. To distribute among the members in specific any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.

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

45. 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.

46. To become member of any other bodies of person, association, institutions, clubs, societies, credit card societies, dinner club and bodies corporate including companies limited by guarantee for the benefit of the business of the Company.

47. To apply for, promote, and obtain any order, regulation, or other authorisation or enactment which may directly or indirectly benefit the Company.

48. Subject to the provisions of Section 77 of the Companies Act, 1956, 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.

**(C) OTHER OBJECTS: -**

 1. To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centers, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery whether artificial or otherwise and articles where in precious stones may be used, in textiles fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.

2. To act as business consultant, give advice, to engage in dissemination of information in all aspects of business, organisation and industry in India and to advice upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.

3. To carry on the business of manufacturing chemicals, wholesale and retail druggists, importers, exporters and manufacturers, makers, refiners, processors or formulators of and traders and dealers in pharmaceutical, medicinal, chemical, biological, immunological, therapeutic contraceptive and preparations, substances, materials and articles of all kinds and classes whether simple, compound or otherwise and whether proprietary or otherwise and materials dressings, apparatus and contrivances of every description and for any purpose, including in particular but without limiting the generally of the foregoing, scientific, medicinal, dental, veterinary, agricultural, horticultural, fishery and forestry purposes, surgical and scientific instruments and appliances.

4. To carry on the business of manufacturers, dealers, importers and exporters of machinery and plant of every description and kind and in particular machine tools and implements, and to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, let out on hire, trade and deal in machine tools and implements, other machinery, plant equipments, articles, apparatus, appliances, component parts, accessories, fittings and things in any stage or degree of manufacture, process or refinement.

5. To carry on the business of purchasing and letting on lease or hire in any part of India or abroad all kinds of machinery, plants, tools, jigs and fixtures, agricultural machinery, ships, trawlers, vessels, barges, automobiles and vehicles of every kind and description, computers, office equipment of every kind, construction machinery of all types and descriptions, air conditioning plants, aircraft's and electronic equipment of all kinds and descriptions and to render leasing, consultancy and advisory services to clients in the field of equipment leasing.

6. To carry on the business of manufacturing, fabricating, assembling, and dealing in automobiles, its components, parts, spare parts, accessories and fittings of all kinds.

7. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, Iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other linen and cotton and woolen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, material and articles of all kinds which are capable of being used for any such purposes.

8. To invest in, acquire, holds sell shares, stocks, debentures, debenture stocks, bonds negotiable instruments, securities of any Company, Government Public Body or Authority, Municipal and Local Bodies, whether in India or abroad.

9. To arrange collaboration between any foreign party or concern and the company or any other Indian parties or to act as trustees for foreign or Indian Investors and collaborators and to carry out the terms of the agreement concessions and privileges or to obtain technical know-how.

10. Subject to the provisions of any law for the time being in force, to deal in foreign exchange, either in cash or through traveller’s cheques/credit cards.

11. To print, publish and sell or otherwise bring out periodicals, magazines, journals, bulletins, market and other reports, books, leaflets, catalogues and pamphlets.

12. To carry on the business of warehousing, stores, custodians, surveyors, assessors, provisions of safe deposit vaults and auctioneers of goods and articles of every description and to issue receipt certificates and warrants to persons, for ware-housing goods and articles.

13. To carry on the business as manufacturers and dealers in and sellers of electronics, and software components and equipments, audio products, video products, electronic calculators, digital products, micro processor based systems, minicomputers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic and computer equipments and computer software development and computer aided systems.

14. To carry on the business of hotel, restaurant, café, tavern, beer-house refreshment room and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, breweries, amlters, distillers, importers and manufacturers of aerated, mineral and artificial water and such other drinks, purveyors, cinemas and show business caterers for public amusements generally proprietors of motor and such other vehicles, of all types garage proprietors, livery stable keepers, jobmasters, dairymen merchants, importers and brokers of food, live and dead stock and local and foreign produce of all descriptions, hair-dressers, perfumers, chemists, proprietors of clubs, bath, dressing rooms, laundries reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment and institutions of all kinds, tobacco and cigar merchants, agents for railway, shipping and airplane companies and carriers, cinema, theatrical and opera box proprietors.

15. To carry on the business as manufacturers and dealers in polyester staple fibre, polyester filaments, polypropylene staple fibre, polyacrylonitrile staple fibre, PVC staple fibre and or filaments, PVC sheets, plastics, man-made leather and coated fabrics and non-wovens.

16. To carry on the business of general merchants.

17. To carry on the business of importers and exporters of goods or merchandise of any description or to act as contractors, shippers, underwriters, commission agents, brokers, estate agents, hardware merchants, traders and dealers in articles of any type and the business of hire purchase.

18. To act as an export house and to carry on any business in any way connected therewith.

19. To take up distributorship from Indian and foreign manufactures of agricultural products and equipment.

20. To carry on the business of garage proprietors, service stations and workshops for motors and other vehicles of all kinds and descriptions.

21. To act as contractors, agents and suppliers to the Central Government, State Governments, Foreign Governments, Joint Stock Companies, corporations, co-operative societies, municipal or other local bodies and other state agencies, authorities and other bodies of all descriptions, whether incorporated or not and to individuals and firms.

22. To deal in., purchase or otherwise acquire and sell, dispose of, import, export, exchange and deal in diamonds, gems, stones, jewellery, pearls, articles of virtue, art and antiques.

23. To carry on business as manufacturers, buyers, sellers, importers, exporters and agents of all types of lamps, tubes, lighting fittings, luminaries, chokes, starters, ignitions, lamp holders and other accessories used in conjunction with electric lamps or lighting including parts, components and materials required for the manufacture of any of the above.

24. To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of household appliances including refrigerators, dryers, heaters, presses, pressure cookers, hot plates, other cooking utensils of all types, containers, buckets, toasters, mixers, washing machines and other electric appliances including radios, televisions, transformers and electric motors of every kind and description.

25. To manufacture, import, export and deal in all kinds of watches, clocks and all their accessories and parts including mechanical and quartz movement.

26. Subject to the approval of Reserve Bank of India under Reserve Bank of India Act, 1934 as amended by Reserve Bank of India (Amendment) Act, 1997, to carry on the business as financiers (not amounting to Banking business within the meaning of Banking Regulation Act, 1949) by way of loaning, lending and advancing money to industrial, individuals, commercials and other enterprises and to undertake the business of hire-purchase, leasing and investment company

27. To purchase, develop and turn to account, take on lease of in exchange or otherwise acquire land and buildings, tenements of any tenure or any part thereof and/or interest therein and to hold or to sell, let alienate, mortgage, charge or otherwise deal with such land, tenements and buildings.

28. To construct, erect, maintain, either for the company or for other parties roads, street water tanks, houses, flats and shops either upon the land acquired by the company or upon other land and to alter and improve the land and the properties.

29. To carry on in any of its respective branches the business of housing finance.

30. To manufacture, buy, sell alter, improve and deal in alcohol, both synthetic and natural products derived therefrom.

 31. To carry on the business as tourists, agents and contractors and to facilitate travelling and to provide for tourists and travelers and to promote the provision of conveniences of all kinds in the ways of through tickets, circular tickets, sleeping cars or berths, reserved, places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaus, libraries, lavatories, reading room, baggage, transport and otherwise.

 32. 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 organising 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 concessional 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 Institutions or Trusts or Funds whose object is rural development or upliftment as the Directors may approve.

33 To carry on the business of operating, hiring, leasing, maintenance, running of warehouses/godowns for storage of goods, merchandise, livestock and other product on worldwide basis.

**IV. The Liability of the members is Limited.**

**V. The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity shares of Rs. 10/- (Rupees Ten) each.**

We, the several persons, whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance to 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, description occupation and addresses of each subscribers** | **Number of and type of subscribed shares** | **Signatures of subscribers** | **Name, address description, occupation and signature of witness or witnesses.** |
|      |     |     |          |
|   |   |   |   |

PLACE: New Delhi

 DATED: ………….

**THE COMPANIES ACT, 1956)**

**(COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**XYZ PRIVATE LIMITED**

**I. The name of the Company is XYZ 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:**

Same as given in draft Memorandum given above.

**IV. The Liability of the members is Limited.**

**V. Every member of the Company who undertakes to contribute to the asset of the company in the event of its being wound up while he is a member, or within one year after he ceases to be member, for payment, of the debts and liabilities of the company contracted before he ceases to be member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred rupees.**

We, the several persons, whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance to 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, description occupation and addresses of each subscribers** | **Signatures of subscribers** | **Name, address description, occupation and signature of witness or witnesses.** |
|    |    |               |
|   |   |   |

PLACE: New Delhi

 DATED:…………

**THE COMPANIES ACT, 1956)**

**(COMPANY LIMITED BY GUARANTEE HAVING SHARE CAPITAL)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**XYZ PRIVATE LIMITED**

**I. The name of the Company is XYZ 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:**

Same as given in draft Memorandum given above.

 **IV. The Liability of the members is Limited.**

**V. Every member of the Company who undertakes to contribute to the asset of the company in the event of its being wound up while he is a member, or within one year after he ceases to be member, for payment of the debts and liabilities of the company, contracted before he ceases to be member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding fifty rupees.**

**VI. The share capital of the company shall consists of Rs.1,00,000/- (Rupees One lac only) divided into 10,000 shares of Rs.10/- each.**

We, the several persons, whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance to 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, description occupation and addresses of each subscribers** | **Number of and type of subscribed shares** | **Signatures of subscribers** | **Name, address description, occupation and signature of witness or witnesses.** |
|    |    |    |               |
|   |   |   |   |

PLACE: New Delhi

 DATED:…………

**THE COMPANIES ACT, 1956)**

**(UNLIMITED COMPANY)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**XYZ PRIVAE LIMITED**

**I. The name of the Company is XYZ 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:**

 Same as given in draft Memorandum given above.

 **IV. The Liability of the members is Unlimited.**

**V. The share capital of the company shall consists of Rs.1,00,000/- (Rupees One lac only) divided into 10,000 shares of Rs.10/- each.**

We, the several persons, whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance to 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, description occupation and addresses of each subscribers** | **Number of and type of subscribed shares** | **Signatures of subscribers** | **Name, address description, occupation and signature of witness or witnesses.** |
|    |             |    |    |
|    |    |    |    |

PLACE: New Delhi

DATED: ………….