

MEMORANDUM OF ASSOCIATION
OF
SMR JEWELS LIMITED

(COMPANY LIMITED BY SHARES)

[Pursuant to rule 19(2) the Companies (Incorporation and Incidental) Rules, 2014]

* Table applicable to company as notified under schedule I of the companies Act, 2013 A

Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

- I.** The Name of the Company is **SMR JEWELS LIMITED.*₂**
- II.** The Registered office of the company will be situated in the State of **Gujarat.**
- III. (A) The Objects to be pursued by the Company on its incorporation are;**
1. To carry on the business of trading, manufacturing, producing, importing, exporting, dealing in all types of gold, gold bar, gold ornament, semi gold ornaments, silver, silver utensil, diamond and other precious metal.
 2. To carry on all or any of the business of goldsmiths, silversmiths, jewellers, gem and diamond merchants and of manufacturing and dealing in gold jewellery, gold bar, silver, cutlery and their components and accessories and of producing acquiring and trading in gold, gold bar, diamond, metals, bullion, gold ornaments, silver utensils, diamond, precious stones, paintings, manuscripts, antiques and objects of art.
 3. To carry on business as goldsmiths, silversmiths jewellers, gem merchants, importers and exporters of bullion and buy, sell and deal (wholesale and retail) in bullion precious stones, jewellery gold or silver cups, shields, articles of virtue objects of art.

2. *The Name of Company has been changed by deletion of the word private from the name of the Company vide resolution passed by the members of the Company, in their Extra Ordinary General Meeting held on 14th September 2024.

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(B) Matters which are necessary for furtherance of the objects specified in Clause 3(A) are;

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.
3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
4. To amalgamate, enter into partnership or make any arrangements for sharing profits, cooperation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.
9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other

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payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.

10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.
12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.
13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
17. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
18. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or

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revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

19. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or document.
20. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
21. To grant licenses or concessions over or in respect of any property or rights of the Company.
22. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company, or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.
23. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.
24. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
25. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

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26. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

- IV.** The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V.** The Authorised Share Capital of the Company is Rupees 22,00,00,000/- (Rupees Twenty Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty lakh Only) Equity Shares of Rupees 10.00 (Rupees Ten Only) each ranking pari passu in all respect.¹
- VI.** We, the several persons, whose names, addresses, and description are hereunder subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

1. The Authorized Share Capital of the Company has been increased from Rupees 1,00,000 (Rupees One Lakh only) divided into 10,000 (Ten Thousand) Equity Shares of Rupees 10.00 (Rupees Ten Only) each to Rupees 22,00,00,000 (Rupees Twenty Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty lakh Only) Equity Shares of Rupees 10.00 (Rupees Ten Only) each vide Special Resolution passed by the Members in their Extra-ordinary General Meeting held on June 08, 2024.

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[Signature]

S.No.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated
1	BHANUMATI RAMANLAL PAREKH 34, SARDAR PATEL CO OP H SOCIETY, NEAR SARDAR PATEL STATUE, NARANPURA VISTAR, NARANPURA, AHMEDABAD, GUJARAT, INDIA-380013. HOME-MAKER	BNIPP6353B	1500	Equity	BHANU MATI RAMANLAL PAREKH Digitally signed by BHANUMATI RAMANLAL PAREKH Date: 2018.10.24 20:30:19 +05'30'
2	PARUL MANOJ SONI 3-G/F, JAYSHREE APPARTMENT, LAW GARDEN, AHMEDABAD HOME-MAKER	ASNPS4826P	1500	Equity	PARUL EN MANOJ KUMAR SONI Digitally signed by PARUL EN MANOJ KUMAR SONI Date: 2018.10.24 20:37:54 +05'30'
3	DIPIKABEN VIRENDRA SONI 3, VRUNDAVAN APPARTMENT, NEW ALKAPURI ROAD, B/H SATYAM SHOPPING CENTER, AMBAWADI, AHMEDABAD, GUJARAT, INDIA-380013. HOME-MAKER	ASNPS6528A	1500	Equity	DIPIKAB EN VIREND RA SONI Digitally signed by DIPIKABEN VIRENDRA SONI Date: 2018.10.24 20:38:22 +05'30'
4	VIRENDRA RAMANLAL SONI 3, VRUNDAVAN APPARTMENT, ALKAPURI ROAD, AMBAWADI, AHMEDABAD, GUJARAT, INDIA-380006. BUSINESS	ADKPS5442F	3000	Equity	VIREND RA RAMAN LAL SONI Digitally signed by VIRENDRA RAMANLAL SONI Date: 2018.10.24 20:38:41 +05'30'
5	VISMAY MANOJKUMAR SONI 12, JAY JAGDISH SOCIETY, OPP. SWATI SOCIETY, NAVRANGPURA, AHMEDABAD, GUJARAT, INDIA-380009. BUSINESS	DYSPS4839A	2500	Equity	SONI VISMAY MANOJ KUMAR Digitally signed by SONI VISMAY MANOJKUMAR Date: 2018.10.24 20:41:56 +05'30'
Total Shares taken			10,000.00	Equity	

Signed before Me				
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCS	KUMAR PAL MEHTA 2nd Floor, Aakashganga Complex, Parimal Under Bridge, Nr Suvidha Shopping Centre, Paldi, Ahmedabad - 380007 Practicing Company Secretary M. no 9874, COP no. 12304	9874	KUMAR PAL MEHTA Digitally signed by KUMAR PAL MEHTA Date: 2018.10.24 20:45:47 +05'30'	24/10/18

SMR JEWELS PVT. LTD.

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DIRECTOR;

SMR JEWELS PVT. LTD.

Palni

DIRECTOR;

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DIRECTOR

SMR JEWELS PVT. LTD.

Pamit

DIRECTOR