

**COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**MANOJ JEWELLERS LIMITED**

- I. The name of the company is **MANOJ JEWELLERS LIMITED\***
- II. The Registered Office of the Company will be situated in the State of Tamilnadu, within jurisdiction of Registrar of Companies, Tamilnadu at Chennai.

**III(A) The Objects to be pursued by the Company on Incorporation are :-**

1. To carry on all or any of the business of goldsmiths, silversmiths, jewellers, silver platters, electro platters, gem and diamond merchants and buyer, seller, importer, exporter, manufacturer, dealer, processors, stockiest, distributors, agents of all kinds of jewellery, ornaments, gems, stones, silver, platinum, bullion, precious and semi precious metals and stones, diamonds, pearls, Rubbies, coral, coins, cups, medals, valuables, shields.
2. To carry on and undertake all or any of the business relating to jewels, gold, silver, platinum, precious and semi precious stones and metals, pearls, gems, diamonds, ornaments, jewellery and manufacturing of and dealing in clocks, watches, jewellery, cutlery made of above precious and semi precious metals, containing gems, diamonds and precious and semi precious stones and their components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver, utensils, diamonds, precious and semi precious stones.

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\* The word private was deleted from the name of the company to convert the company to public limited vide Special Resolution passed by the members of the company on Monday, 13th of June, 2022.

**CERTIFIED TO BE TRUE COPY**



**SUNIL SHANTILAL**  
**DIRECTOR**  
**DIN 01730790**

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE :-**

1. To take over or otherwise acquire any other business with objects altogether or in part similar to those of this company.
2. To enter into any contact, agreement, arrangements or other dealings in the nature of technical collaboration or consultants or otherwise, which may seem profitable to the company or render profitable to the company or render profitable to any of the objects of this company.
3. Without doing any banking business within the meaning of the Banking Regulation Act, 1949, to borrow, to raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock, 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.
4. To enter into partnership or into arrangements for sharing of profits, amalgamation, union of interest, cooperation, joint-venture reciprocal concession or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this company is authorised to carry on or engage in, or any business undertaking or transaction which may benefit the company and to lend money to guarantee the contracts of or otherwise assist any such person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage, in or any business undertaking or transaction which may seem capable of being carried on and conducted so as to directly or indirectly benefit the company and to lend money to guarantee the contracts of or otherwise assist any such person, firm or company and to place, take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
5. To amalgamate with or absorb into this company, any other company or companies having objects altogether or in part similar to those of this company.
6. To distribute the property of the company among the members in specie in the event of its being wound up but so that no distribution amounting to a reduction in capital be made without the sanction of the court, if required.
7. To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) or any corporation, company or person, that may seem conducive to the attainment of the Company's objects or any of them and obtain from any such Government authority, corporation, company or person any charters, decree, rights, privileges and concessions which the company may think desirable and to carry out, exercise and comply with any



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charters, decrees, rights, privileges and concessions.

8. To establish and to maintain agencies in any part of the world to conduct business of the company or for sale of any materials or things for the time being at the disposal of the company.
9. To apply for, promote and obtain through any Act of legislature or other authority for enabling the company, to carry any of the objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
10. To guarantee the payment of money and the performance of contracts, engagements entered into by any company or person and to secure the payment of money and the performance of any contracts or engagements entered into by this or any other company or person or firms and to discharge debt or other obligation binding upon this or any other company or person or to secure the same by creating mortgages and charges upon this or any other company or person or to secure the same by creating mortgages and charges upon all or any part of the undertaking, property and rights of the company (either present or future or both) including its uncalled capital or by the creation or issue of debentures, debenture stock or other securities or by any other means.
11. To seal, let exchange or otherwise deal with the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company and if thought necessary to distribute the same among the shareholders of this company.
12. To guarantee the payment of money secured or payable under or in respect of any loan, debenture bonds, debenture stock, contracts, mortgage, charges, obligations and security of any company or of any authority, central, state, municipal, local or otherwise or of any persons whomsoever, whether corporate or not.
13. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and magazines or periodicals by granting prizes, rewards and donations subject to the provisions of the Companies Act, 2013.
14. To open accounts with any individual, firm or company or with any bank or bankers or shroffs or merchants and to pay into and to withdraw moneys from such account or accounts, whether the accounts are overdrawn or not.
15. Subject to the provisions of section 67 of the Companies Act, 2013 to invest or deposit or deal with the moneys of the company not immediately required for the purpose of its business in such manner as may from time to time be determined.



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16. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, hundies, bills of exchange, warrants, bill of lading, lorry receipts, railway receipts debentures and other negotiable and transferable instruments.
17. To insure with any person or company against losses, damages, risks and liabilities of any kind which may effect the company either wholly or partially and if thought fit, to effect any such insurance by joining or becoming a member of any mutual, protection or indemnity association, federation or society and to accept such insurance or any part thereof or for the account of the company.
18. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and to justify public confidence and to avert or minimise, any financial disturbance which may effect the company.
19. To remunerate (by cash or otherwise or by other assets or by allotment of fully or partly paid share or shares credited as fully or partly paid up or in any other manner) any persons, firms, associations or companies for services rendered or to be rendered or for rendering technical aid and advice, granting licences or permissions for the use of patents, trade secrets, trade marks, processes and in acting as trustees for debenture holders of debenture stockholders of the company or for the services rendered in or about the formation or promotion of the company or any company promoted by this company or in introducing any part of business to the company or about the conduct of the business of this company.
20. To establish, join, support or aid in the establishment and support of associations, institutions, funds trusts and conveniences calculated to benefit employees or ex employees of the company or the dependents or connections of such persons or the public to make payment towards insurance and to subscribe, contribute or guarantee money for charitable or benevolent objects for any exhibitions or for any public general or useful object, the support of which will, in the opinion of the company lead to the increase of its reputation or goodwill among its employees, customers, agents or the public and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other institutions, objects or purposes subject to the provisions of the Companies Act, 2013.
21. To create any depreciation fund, reserve fund, sinking fund, insurance 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 the redemption of debentures or for any other purpose whatsoever.
22. To provide for the welfare of directors or employees or ex-employees of the company or its predecessors in dependants or connections of such Directors, employees or ex-employees by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances,



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bonuses, insurances, profit-sharing bonuses of benefits or any other payments or by creating from time to time subscribing or contributing to providend fund and other associations, institutions, funds, profit-sharing or other schemes or trust and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistances as the company shall think fit.

23. To institute, conduct, defend, compound any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and to pay, satisfy or compromise any claim made against the company or any its officers not with standing that the claim may not be valid at law.
24. Subject to the provisions of section 52 of the Companies Act, 2013 to place, to reserve or to distribute as bonus among the members or otherwise to apply, as the Company from time to time may think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received in respect of dividends accrued or forfeited shares and moneys arising from the sale by the Company or forfeited shares.
25. To enter into any contract, agreement, arrangement or other dealings to arrange by purchase or otherwise the supply of machinery from any part of the world on credit or for cash or on deferred payments.
26. To undertake other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company, to attain the objects.
27. To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of any other company having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
28. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities.
29. To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of



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any obligation undertaken by the company or any other person or company as the case may be.

30. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
31. 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 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 uplift of the public or any section of the public and in such manner and by such means as the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publishing any books, literature, newspaper or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting or assisting any institutions, funds, trusts etc. having any 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 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 as the Directors may approve.
32. To establish or assist to establish companies or firms for undertaking work, projects or enterprise of any description whether of private or public character in INDIA or elsewhere to acquire, underwrite and dispose off shares and invest in any such companies or firms or in any other company or firm or in the undertaking thereof.
33. To form, incorporate or promote any company or companies whether Indian or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control management or development of the 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 or 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 remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription of or the placing or assisting to place or obtain 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 and stocks, shares or bonds,



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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 the promotion of the company for the conduct of its business or in or about the promotion or formation of any other company in which the company may have an interest.

34. To carry on the business buyers, sellers, stockists, importers, exporters of cotton, cotton waste, staple fiber, cotton yarn, fiber yarn thread, sewing threads, tyre cord sewing threads, wool, silk, artificial silk, rayon, polyester, linen, flax, hemp, jute and other fibrous substances whether natural or artificial.
35. To carry on the business of printers, bleachers, dyers, finishers, calendars, makers of and dealer in bleaching, dyeing and other chemical materials
36. To act as buyers, sellers, stockists, agents and dealers for all kinds of fabrics, dress materials, sarees, hosiery goods, readymade garments and other wearing apparel.
37. To buy, sell polythene sheets, bags, covers of every kind and act as commission agents for other companies and firms but generally to obtain or take on lease or otherwise acquire any right to in machinery, building, for the polythene items and their allied articles either on its own accord or in collaboration with any other individual or legal entity.
38. To carry on the business of processing, canning and bottling of pickles, jams, jellies, marmalades, fruit products, from fruits of all description and varieties, bottling of aerated and mineral waters, other soft drinks and Indian made foreign liquors.
39. To acquire, by purchase or otherwise and to carry on the business of estate owners, cultivators, planters, growers or sellers and dealers in tea, coffee, cardamom, pepper, spices, rubber and gutta-percha and gums of every description, corn, cocoa, cereals, cotton, silk, vegetable, agricultural, sericultural and horticultural products and to dispose off, buy and deal in the said products.
40. To acquire or lease out farms, fields to reclaim lands for the purpose of raising orchards, gardens and grazing fields.
41. To deal in sugar, sugar candy, jaggery, sugar beet, sugarcane, molasses, syrups, alcohol, spirits and all sugar products such as confectionery, glucose, canned fruit, golden syrup and aerated waters and/or byproducts such as boards, paper pulp, paper, butyl alcohol, acetone carbon dioxide, hydrogen, potash, canvas and fertilizers and food products, generally and in connection therewith to acquire, construct and operate factories of the sugar or any of its products or byproducts and acquire any machinery for any of the above purposes.



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42. To carry on the business of dealers of chemicals, chemical products of every nature and description, derivatives and by products thereof and products to be made there from including specifically calcium carbide, calcium cyanamide, naphthols, dyestuffs, pigments and biologicals and products derived from phosphate mines and other natural deposits useful or suitable in the chemicals and chemical products as hereinabove mentioned.
43. To carry on trade or business of designers, sellers, importers, exporters and general dealers in all kinds of packing materials and instruments in any way affecting the generality of the foregoing of packing materials and business in all kinds of card board packing, tins, corrugated packing, plastic packing, gunny bags, bottles, containers, ball wares, vials, crates and other types of packing and packing materials and to do all other acts and things which are incidental or and to the carrying on the aforesaid business.
44. To carry on the business of development and provision of software and hardware services, products sale, import and export of all kinds of developed software products for information and other technologies and fields.
45. To provide computer systems consultancy services and to develop total solutions for computer oriental problems involving hardware, software, interfaces and techniques and to provide information technology, computing facility to computerized application to user and Information Technology Training, Placement of IT Professionals and to provide consultancy therefore.
46. To carry on the business of e-commerce, developing and providing facilities for development of websites, web hosting, web hubs, web shows, internet centers and Internet cafes and carrying on the business of providing techniques and other services related thereto.
47. To carry on the business of publishing magazines, concerts, performances, public shows, and for providing services related thereto.
48. To carry on the business of buying, selling, developing, consulting, real estate and other properties and projects and providing rentals for equipments etc. and to act as agents, contractors, decorators, engineers, architects, merchants to buy, sell and deal in properties of all kinds.
49. To carry on the business of purchasing, selling cameras, photography equipments and other incidental articles or products and marketing, distribution, purchasing, collecting and transporting thereof.
50. To carry on trade or business of designers, sellers, importers, exporters and general dealers in all kinds of Gold and Silver Ornaments and organizing the various sale campaigns and seminars related thereto.



*S. J.*

51. To carry on the business of developers, builders, consultants, real estate agents, contractors, decorators, engineers, architects, merchants and to buy,

52. sell and deal in properties of all kinds.

53. To manufacture either for its own use or for sale in India or for export outside India Computer systems, computer peripherals and accessories, computer consumables like floppy disks/diskettes, hard disks, ribbons, continuous and non-continuous stationery etc., and such other products or things which may be considered either as an integral part of a computer system or as optional attachment or supplement thereto.

54. To Undertake the designing and development of systems and application software either for its own or for sale in India or for export outside India and to design and develop such systems and application software on behalf of manufactures, owners and users of computer systems and digital/electronic equipment in India or elsewhere in the world.

55. To provide consultancy services related to Telecom and High Speed internet connections, and to develop and provide total solutions, training, equipments and other facilities related thereto.

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 ₹ 19,00,00,000 (₹ Nineteen Crores Only) divided into 1,90,00,000 (One Crore Ninety Lacs) Equity shares of ₹ 10/- (₹ Ten only) each.

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- Clause V altered vide Ordinary resolution of members dated 02.04.2018 for increase of authorized share capital from ₹ 1.70 Crores to ₹ 5.70 Crores.
  - Clause V is altered vide Special resolution of members dated 18.05.2022 for reclassification of Preference share capital to Equity Share Capital.
  - Clause V altered vide Ordinary resolution of members dated 30.11.2022 for increase of authorized share capital from ₹ 5.70 Crores to ₹ 10.00 Crores.
  - Clause V altered vide Ordinary resolution of members dated 18.02.2026 for increase of authorized share capital from ₹ 10.00 Crores to ₹ 19.00 Crores.

**CERTIFIED TO BE TRUE COPY**



*Sunil*

**SUNIL SHANTILAL  
DIRECTOR  
DIN 01730790**

We the several persons, whose names and addresses are 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.

| SL. NO. | Signature Address, and Occupation of the subscribers                                                                                                                         | Name, Description of the subscribers | No. of Equity Shares taken by each subscriber | Witness to Subscriber with address and Description                                                                                                                                                                                      |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | Sd/-<br>S. MANOJ KUMAR<br>S/o, S. SHANTHILAL<br>No. 19, VELLALAR STREET<br>MINJUR 601 203<br>PONNERI TALUK<br>TAMILNADU<br>OCCUPATION – BUSINESS<br>PAN – AAA PM 4316 L      |                                      | 4,000<br>FOUR<br>THOUSAND<br>ONLY             | ALL THE SUBSCRIBERS<br>SIGNED BEFORE ME.<br><br>Sd/-<br><br>DEEPAK RATHI<br>COMPANY SECRETARY<br>S/o RATANLAL RATHI<br>FLAT NO. 1C, BLOCK NO. 4<br>ARIHANT VAIKUNTH<br>APARTMENT,<br>PURASAWALKAM<br>CHENNAI 600 007<br>C.P. NO. : 3830 |
| 2       | Sd/-<br>S. SUNIL KUMAR<br>S/o, S. SHANTHILAL JAIN<br>No. 19, VELLALAR STREET<br>MINJUR 601 203<br>PONNERI TALUK<br>TAMILNADU<br>OCCUPATION – BUSINESS<br>PAN – AUR PS 4653 A |                                      | 4,000<br>FOUR<br>THOUSAND<br>ONLY             |                                                                                                                                                                                                                                         |
| 3       | Sd/-<br>S. SHANTHILAL JAIN<br>S/o, SAMIRMAL<br>No. 19, VELLALAR STREET<br>MINJUR 601 203<br>PONNERI TALUK<br>TAMILNADU<br>OCCUPATION – BUSINESS<br>PAN – AUR PS 4652 B       |                                      | 2,000<br>TWO<br>THOUSAND<br>ONLY              |                                                                                                                                                                                                                                         |

Place : CHENNAI

Date : 04/09/2007



*Sd/-*