

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)**

MEMORANDUM OF ASSOCIATION*
OF
SHANTI GOLD INTERNATIONAL LIMITED**
(Incorporated under the Companies Act, 1956)

- I.** The name of the Company is **SHANTI GOLD INTERNATIONAL LIMITED.**
- II.** The Registered Office of the Company will be situated within the Jurisdiction of the Registrar of Companies, Mumbai in the State of Maharashtra.
- III. (a) The objects to be pursued by the Company on its incorporation are:**
1. To carry on the business of importers, exporters, manufacturers, producers, designers, buyers, sellers, dealers, distributors, wholesalers, retailers, commission agents, traders, assemblers, sawers, cutters, polishers, goldsmith, silversmith and job workers of all shapes, sizes, varieties, designs, applications, combinations and uses of jewellerys, apparels, gold ornaments, silver, cut and uncut diamonds, including industrial grades, precious stones, semi-precious stones, gem stones, imitation, costume, synthetic stones, gold, silver, platinum, pearls, emeralds, rubies, bullion jewellerys, silver utensils, studded jewellery ornaments and articles and things including decorative and precious objects, their parts, accessories, fittings, components, materials thereof made partly, wholly, or plated with gold, silver, platinum or other precious metals and alloys thereof together with precious, semi-precious, imitation, synthetic, natural or other varieties of stones and materials.
- (b) Matters which are necessary for furtherance of the objects specified in Clause III (a) are:**
2. To act as diamond smith, platinum smith, goldsmith, silversmith, yellow smiths, whitesmiths, jewelers, gem merchants, importers and exporters of bullion and to buy, sell, import, export, make, repair and deal in diamonds, rubies, precious or semi-precious stones, metals and other articles made of gold, silver and other precious metals, diamonds, rubies and other precious and semi-precious stones.
 3. To establish the manufacturing facilities for production of the aforesaid goods, to market and install/ erect machinery and related equipment's as well as to establish an institute for imparting training to artisans, craftsmen and its own supervisors in the handling, training of sophisticated machinery and equipment as well as to organize workshops, seminars, fairs and exhibitions to promote and popularize the product range THE Company is authorized to market and/or deal in sophisticated and state of art machinery for optimum utilization and production of goods to meet global standards.
 4. To repair, modify all kinds of precious and semi- precious stones (gems and jewels) diamonds, pearls, jewellery, bullion and ornaments thereof and to own, or otherwise acquire by purchase, import, export and deal in diamond dressing tools, diamonds, glass cutting tools, diamond lathe cutting tools, diamond lapping tools, diamond engraving points, laser diamond processing equipment's and all other kinds of diamond tools, implements and equipment's and accessories as also diamond power, diamond paste and other tools.

**The new set of Memorandum of Association adopted by Special Resolution passed by the Members of the Company at their 11th Annual General Meeting held on September 27, 2024. This Memorandum has been adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of all the existing Memorandum thereof.*

***Incorporated as Shanti Gold International Limited under Part IX of the Companies Act, 1956 (No. 1 of 1956) on November 01, 2013.*



5. To apply for and acquire permits, licenses and quota rights from the government of India and from state government or from foreign government to import and export goods of all descriptions, including raw materials, intermediates, finished products and processing materials required in connection with the business of the company.
6. To act as importers and exporters of utensils, presentation articles, gold- and silver-plated articles, articles of virtue, coin, medals, shields, curios, art antiques to all parts of the world.
7. To purchase, sell, acquire, construct, erect, maintain, work, install, import, export and otherwise acquire and deal in all materials and substances and ancillaries used in process of dealing in various items and doing various things mentioned under the main objects.
8. To fabricate, assemble, buy, sell, import, export and deal in all types of equipments, implements, tools, accessories, machineries including material handling machineries, used in manufacture of jewellery.
9. To construct, purchase, take on lease, hire or in any way acquire and maintain all types of warehouses and storehouses for the business of the Company.
10. To buy and deal in packing materials, boxes, tubes, bags, cans and containers required for storing, transporting, dispatching, packing and distribution of the products of the Company.
11. To act as manufacturers' representatives, agents, indenting agents, brokers, factors, commission agents, and sub-agents.
12. To provide marketing consultancy and for that purpose act as advisors, consultants on all matters and problems relating to administration, business management, organization, commencement and expansion of industry, purchase/procurement technique, cost control, sales, marketing, advertisement, publicity, personnel, export and import.
13. To borrow, advance, deposit or lend moneys, securities and property from, to or with such persons and on such terms as may seem expedient, to discount, buy, sell, and deal in bills, notes, warrants, coupons, import entitlements and other negotiable or transferable securities or documents to guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee and/or Trust business, provided the Company, shall not carry on Banking business as defined by Banking Regulation Act, 1949.
14. To acquire, import, from or to any person, firm or body corporate or un-incorporate, whether in India or elsewhere, technical know-how, technical information, process and for that purpose to enter into agreement or contract with Indian or Foreign individual, firm, companies including entering into joint-venture agreement/arrangement with or without equity participation for carrying out the objects of the Company.
15. To enter into collaboration, both financial or technical, for supply or acquiring of technology, know-how for the purpose of the business of the Company.
16. To establish, maintain regulate and discontinue any branches, agencies in India or any part of the world for the conduct of the business of the Company.
17. To advertise and adopt means of making known the business activities of the Company or any articles of goods traded in or dealt with by the Company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books pamphlets and price-list and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
18. To apply for, purchase or otherwise acquire and protect, prolong and renew trademarks, trade names, designs, secret processes, patent rights, "Brevets D'Invention" licenses, protections and concessions which may appear likely to be advantageous or useful for the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.
19. To establish, maintain, run, sponsor, Research Centres and also to provide training to the Company's employees and other concerned personnel.



20. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, reciprocal concession or otherwise with any person, firm, or company carrying on or engaged in or about to carry on or engage in or about to carry on or engage in any business or transaction which the Company is authorized to carry on and to lend money, to guarantee the contracts of or otherwise assist any person firm or company and to 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 such shares and securities.
21. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal in all or any part of the property and right of the Company.
22. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the undertaking property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other company.
23. To enter into any arrangement with any Government or State Authority or otherwise that may seem conducive to the Company's objects or any State Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
24. To purchase, take on lease, rent or otherwise acquire and undertake the whole or any part of the property, rights and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on and to purchase, acquire, apply for, hold, sell, shares, stocks, debentures or debenture-stock of any firm or company.
25. To apply for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, management, administration of works and conveniences and to undertake, execute, carry-out, dispose of or otherwise turn to account the same.
26. To buy, lease or otherwise acquire lands, buildings and other immovable properties and to sell, mortgage or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Directors may think fit.
27. To amalgamate with any company or companies having objects altogether or in part similar to those of the Company and to takeover existing business of any firm, partnership and body corporate.
28. To pay all costs, charges and expenses of and incidental to the formation, promotion, registration and establishment of the Company.
29. To remunerate (by cash or other asset or by the allotment of fully or partly paid shares or by call on shares, debentures, debenture-stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of other securities of the Company or for any other reason which the Directors may think proper.
30. To undertake and execute any trust, the undertaking whereof may seem desirable whether gratuitously or otherwise.
31. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse-keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
32. To open accounts with any bank or banks and to pay into and to withdraw moneys from such account or accounts.
33. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the-purpose of the Company.
34. To borrow or raise money with or without security or to receive money on deposit other than public deposits at interest or otherwise subject to the rules, if any, prescribed by the Reserve



Bank of India in such manner as the Directors may think fit and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future.

35. To provide guarantee and/or security to banks, financial institutions or any other person or persons for or behalf of any other company, person or body corporate and to give advance either by way of loan or otherwise in the interest of the Company.
36. To sell or in any other manner deal with or dispose of the undertaking or properties of the Company whether movable or immovable or buildings, offices and such other assets/ properties, of the Company or any part thereof for such consideration as the Directors may think fit and in particular for shares, debentures and other securities of any other company.
37. To improve, manage, work, develop, alter, lease, mortgage, tum to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
38. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families or dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grant of money, pensions, gratuity, bonus, payments towards insurance or other payment or by creating from time to time, subscribing or contributing to, adding or supporting, provident funds or trusts or conveniences and by providing or subscribing or contributing towards places of instruction or recreation, hospitals, and dispensaries, medical and other attendance and other assistance as the Directors shall think fit.
39. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or any public, general or useful objects.
40. To train or pay for the training in India or abroad of any employee of the Company or any other person in the interest of the Company and for the furtherance of the Company's business or objects or interest of the Company and for the furtherance of the Company's business or objects or to conduct by itself or with or through any other person, firm, company, association of persons, institution or any other body corporate or bodies corporate, seminars, conferences, training programmes or such other activities for the above purposes.
41. To receive moneys or deposits with or without interest subject to applicable law.
42. To undertake, carry out, promote and sponsor, rural development including any programmes for promoting the social and economic welfare of or the uplift of the people in any rural area and to incur any expenditure or any programme of rural development and to assist in execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the forgoing programme of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural areas which the Directors consider it likely to promote and assist rural development and that the words, rural area shall include such areas as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural area 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 of Central or State Government or any public institutions or trusts or funds as the Directors may approve.
43. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to the social and moral responsibilities of the public or any section of the public and also any activity which the Directors consider likely to promote national welfare or social economic or moral uplift of the people or any section of the people by such manner and such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote, sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars merit awards, scholarships, loans or any other assistances to deserving students or other persons to enable them to pursue their studies or academic conducting academic pursuits or assisting any institutions, funds, trust having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors, may deem fit.



44. To give donation, subscription or contribution to or otherwise assist in any manner the national funds, regional funds, relief funds or such other purposes.
- 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 Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 8,00,00,000 (Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.***

***** The Authorized Capital of the Company was increased from Rs. 10,00,00,000 /- (Rupees Ten Crores) to Rs. 80,00,00,000/-(Rupees Eighty Crores) by the Members of the Company at their 11th Annual General Meeting held on September 27, 2024**



We, the several persons, whose names, addresses, and descriptions are subscribed here under, 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:

Name, Address, Occupation, and Description, of each subscribers	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature of witness his name, description address, and Occupation
1) PANKAJ KUMAR MASTIMAN JAGAWAT 401, 402 MAURATNABA CHSLTD TPS Rd No 3 BANARAS (W) MUM-50 Occupation - Business S/o HASTIMAL JAGAWAT	4997500 FOUR NINE LACS NINETY SEVEN THOUSAND FIVE HUNDRED		
2) MANOJ KUMAR JAIN 201 Pinky Panorma Building New gurgurwheer Temple 16th road khas (W) Mumbai S/o Namichad Jain Occupation - Business	4997500 FOUR NINE LACS NINETY SEVEN THOUSAND FIVE HUNDRED		
3) MUKESH SHANTILAL JAIN S/o Shantilal Jain 801, Whistling woods, opp. Bhargav nursing home, Khas (W) Mumbai - 400012 Occupation - Business S/o Shantilal Jain	1000 One Thousand		 [Mansur C. Gulla] 302, 2A BRINDAVAN TOWER, POCHAM NAGAR, MUMBAI - 40 Occupation - Profession
4) Rakesh Gautam Jagawat S/o Gautam Shamrock Bld 501/502 Main Avenue Rd above Old Medical Santacruz (W) N-54 Occupation - Profession	1000 One thousand		
5) Shishank Bhawant Jagawat Residence 301 3rd Floor Gurudwara Near Santacruz Jain Temple Santacruz (W) Mum-400054 Occupation - Profession S/o Bhawant Jagawat	1000 One thousand		
6) Lalit Gulab Jagasia Flat No. 201, Joanna, Manuel Gonçalves Rd, Turner Rd, Bandra (W), Mumbai - 50. Occupation - Profession. S/o Gulab Jagasia	1000 One thousand		
7) VIKRAM SINGH PRAKASH VARMA. RAHAT MANZIL, 3RD FLOOR DR. AMBEOKAR ROAD KHAR (W) S/O PRAKASH VARMA MUMBAI - 52 OCCUPATION - PROFESSION	1000 One thousand		
TOTAL	10,00,0900		

Date : 10/10/2013
Place : Mumbai

