

THE COMPANIES ACT, 2013
(PUBLIC COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION OF
MRUGESH TRADING LTD

- I. The name of the Company is **MRUGESH TRADING LTD.**
- II. The Registered Office of the Company is situated in the state of Maharashtra.
- 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 dealers, importers, exporters, commission agents or otherwise of cotton, jute, cotton goods, jute goods, textiles, yarn, synthetic goods, fibrous materials, mill stores, coal, chemicals, paper, engineering goods, and cast iron items and agricultural implements and other machinery.
2. The company intends to conduct business in the manufacturing, design, production, and trading of gold, silver, diamonds, platinum, and other precious metals and gemstones. This encompasses the creation, sale, import, and export of jewelry, ornaments, and related items, whether in raw, semi-finished, or fully finished forms. The company will also engage in the wholesale, retail, and online trade of jewelry and gemstones, along with providing services for the setting, polishing, and enhancement of gemstones. Furthermore, the company may participate in any activities related to the purchase, sale, and trade of precious metals and stones, including offering bespoke jewelry design and repair services.
3. The company aims to engage in all activities related to agriculture, including the cultivation, growth, production, and management of various crops, fruits, vegetables, and herbs, as well as the development of plantations, forestry, and horticultural projects. The company will also be involved in contract farming, entering into agreements with farmers for the cultivation of specific crops under mutually agreed terms. Additionally, the company will operate as a producer, processor, importer, exporter, wholesaler, and retailer of agricultural commodities, including grains, spices, oils, vegetables, and other related products, while promoting sustainable agricultural practices and enhancing the productivity of farm operations.
4. The company intends to operate in the real estate sector, including activities related to the development, construction, acquisition, sale, leasing, renting, and management of residential,

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commercial, and industrial properties. This includes the acquisition, development, and redevelopment of land and buildings. The company will also be involved in the production, trade, and distribution of construction materials and building products, such as cement, bricks, steel, tiles, and other essential materials for real estate and infrastructure projects. Additionally, the company may offer consultancy, project management, and other services related to real estate, construction, and property management. The company will also engage in financing, investment, and development of real estate projects, both within the country and internationally.

**** Altered vide resolution passed in the Extra-Ordinary General Meeting held on 18th April, 2025.**

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

1. To buy, sell, repair, alter, Improve, exchange, let out on lease, import export and deal in all factories, works, plant, machinery tools, appliances/apparatus, products, materials, substances, articles and things capable to being used in any business which this Company is competent to carry on and to manufacture.-experiment with, render marketable and deal in all products of residual and by products, incidental to or, obtained in any of the business carried or) by the Company.
2. To construct, produce, prepare manufacture, rebuild, repair, purchase, sell, import-export, rent, machines and machinery or any kind, which may appear to be necessary for convenient for or incidental to any business of the Company.
3. To buy and sell, foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf and to invest and deal with the Moneys of the Company in or upon such securities and in such manner as may from time to time be determined.
4. To produce gas and electricity necessary for the purpose of the business of the Company.
5. To purchase, take on lease, or otherwise acquire, either absolutely, or for any limited interest any immovable or movable property or any right or things in action for use in or in connection with any business of the Company, and in particular, but without limiting the generality of the words aforesaid, any lands, tenements or hereditaments in any part of the world, or any rights or privileges in connection therewith and any patents or patent rights or other similar privileges, and any licenses or authorities, whether respect of any inventions or in respect of or over any property, and any trademarks, trade names or copyrights, and the goodwill or connection of any business or undertaking and the benefit of any covenants or agreements, positive, or restrictive and the right to call for and enjoys the benefit of the services of any person or persons, and every other kinds or benefit or advantage, whether personal or' attaching to any real or personal property, or any conditional or optional contracts or any concessions, licenses, agreements, or covenants, and to construct, maintain, and alter any buildings or works, necessary or convenient for the purpose of the Company.
6. To purchase, take on lease or in exchange or under amalgamation, license or concession or otherwise, absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold; improve, alter, manage, let, sell, dispose of exchange roads, canals, water courses^ water ways and rights, ways leaves, terries, piers, wharves, airports, aerodromes, lands, buildings and warehouses electricity and other works, factories, mills workshops, railways, sidings, tramways, ropeways, drainage and sewage works, engines, machinery, equipment and buildings, plants and -works of every description and kind which may seem calculated directly or indirectly to advance the interest of Company or conducive to the attainment of the objects of the Company.
7. To apply for, purchase, or otherwise acquire, any patents, brevets, invention, licenses, concessions, and the like conferring and exclusive or non-exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect or otherwise turn to account the property, rights or information so acquired.
8. To apply for purchase or otherwise acquire and protect prolong and renew in any part of the world any patents, patent rights', brevets invention, trademarks, designs, licenses, protection,

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- concessions, and the like conferring any, exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for all of the purpose of the Company or the acquisition of which may seem calculated directly or indirect to benefit the Company and use, exercise, develop or grant license or privileges in respect of otherwise turn to account the property, rights and information so acquired.
9. To establish, provide, maintain and conduct, or otherwise subsidies schools, colleges, research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and test of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
 10. To develop and turn to account any land acquired by the Company or in which it, is interested, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining furnishing, fitting up and improving buildings and by planting, paying, draining, letting on building, lease or building agreement and by advancing money to and entering into contracts and agreements of all kinds with builders, tenants and others in connection with the business of the Company.
 11. To enter into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession, agency or otherwise with any person or with any company (whether promoted or formed by the Company or not) carrying on or engaged in any business or transaction which the Company is authorized to carry on and to lend money to guarantee the contract of, or otherwise assist any such person or company, and to take or otherwise acquire (and whether by original application or otherwise) shares and securities of any such company, and to sell, hold, re issue, with or without guarantee or otherwise deal with the same.
 12. To enter into any agreement with any Government, Central, State, Local or foreign or authority, supreme, municipal, local or otherwise, firm or person, that may seem conducive to the Company's objects or any such Government, authority, body corporate, firm or person, any concessions, grants, decrees, rights; subsidies, loans, licenses, powers and privileges, whatsoever, which the Company may think fit it desirable to obtain and to carry out exercise and comply with the same.
 13. To sublet all or any contracts from time to time upon such terms and conditions as may be thought expedient.
 14. To apply for tender, purchase, or otherwise, acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or businesses herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 15. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorized to carry on, or processed of any property suitable for the purpose of the Company.
 16. To utilize, develop, carry on, manage, control, and turn to account any business, property or rights of the Company whether by employing the same in any other business of the Company or by working, using, carrying on and turning to account the same as separate undertaking.
 17. Subject to sections 292,393 and 58A of the Act and the regulations made thereunder and the direction issued by Reserve Bank of India to borrow or raise money or to receive money on deposit for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and or money owing or obligations incurred by the Company, and to create, issue and allot redeemable or irredeemable bonds, mortgages or other instruments, mortgage debentures (such bonds or debentures being made payable to bearer or otherwise and issuable or payable either at par, at premium, discount or as fully paid), and for any such purposes to charge all or any part of the property and profits of the Company both present and future including its uncalled capital.

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18. To negotiate loans for the Company or other persons or bodies, to lend moneys, securities and other properties, to draw make, accept, issue, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, hundies, drafts, bills of lading, warrants, and other negotiable or transferable instruments, and all kinds of securities and to become sureties and guarantors for any such purposes.
19. Subject to section 391 to 394 of the Companies Act, 1956, to amalgamate with any company or company having objects altogether or in part similar to those of this Company or to sell, exchange lease, under lease, surrender, abandon, amalgamate, subdivide, mortgage or otherwise deal with, either absolutely, conditionally, or for any limited interest, all or any part of the undertaking, property, rights or privileges of the Company, as a going concern or otherwise to or with any public body, corporation, company society or association, or to any person or persons, for such consideration as the Company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture stock, securities or property of any other company.
20. To construct, maintain improve, develop, work, run control and manage any water works, gas works, reservoirs, roads tramways, electric power, heat and light supply works telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working running, control and management thereof for the welfare of the officers and employees of the Company.
21. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of an incident to the promotion, formation organization, registration, advertising, and the establishment of this or any such other company as is mentioned in Sub-clause (19) above and to the issue and subscription of the share of loan capital, including brokerage and commission for obtaining application for or placing or guaranteeing the placing of the shares or any debentures, debenture stock or other securities of this or any such other company, and also all expenses attending the issue or circular, reports, maps, plans, or notices, or the printing, stamping and circulating of proxies or forms to be filled up by the members of this Company and subject to section 176(4) of the Companies Act, 1956.
22. To distribute any of the assets or property of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction of capital be made without the sanction of the Court where necessary.
23. To insure any of the properties, undertaking, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
24. To promote, carry on, maintain and develop, trade of all kinds and industrial, commercial and financial relations of every kind and description in all matters connected with the main objects of the Company.
25. To make donations to such person and in such cases and either or cash of other assets, as may A thought directly or indirectly conducive to any of the Company's objects, or otherwise expedient, and in particular to remunerate any person or corporation introducing business to this company, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition not being one intended to serve the cause of any political purpose, or for and public, general or other object, and to aid in the establishment and support of associations for the benefit of persons employed by or having dealings With the company, and in particular provident, friendly or other benefit societies and to grant any pension, either by way of an annual payment or a lump sum to any officer or servant of the company, or to his relative or dependents.
26. To do all or any of the above things in any part of the world, either as principals, agents, contractor trustees, or otherwise and either alone or in connection with others, and either by or through agents, sub-contractors or otherwise, with powers to appoint a trustee or trustees, personal or corporate, to hold any property on behalf of the Company, and to allow any property to remain outstanding such trustee or trustees.
27. To take all necessary or proper steps in any legislature (Central of Provincial or State or of a

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- Union territory) or with the authority, Government, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any identification in the constitution of the Company or furthering the interest of its members, and to oppose any steps taken by any person or company, which may be considered likely directly, or indirectly to prejudice the interest of the Company or its members.
28. To obtain any order or Act of Legislature or Parliament for enabling the Company to obtain all powers, and authorities necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which seem calculated directly or indirectly to prejudice the Company interest.
 29. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of Company or the issue of its capital including brokerage and commission for obtaining applications for or taking placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
 30. To aid support, peculiarly or otherwise, any person, association, body or movement, having for an object the solution, settlement or surmounting of industrial or labor problems or troubles or the promotion of industry or trade concerning the objects or business of Company or related interests.
 31. Subject to section 293A of the Act, to subscribe, contribute, pay, transfer, or guarantee money for or to dedicate, donate, present or otherwise dispose of either voluntarily or for value any moneys or properties of the Company to or for the benefit of any national, charitable benevolent, religious, scientific, public/local, general or useful objects, purposes or institutions or to or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interest of its members, contribution/donation shall, however, be made to any political party or for any political purpose.
 32. To grant pensions or other emolument or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company of the relation, connection or dependents of any such persons, and to establish or support association, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interest of the Company or of its members, and to establish and contribute in accordance with the provision to section 77(2) of the Act to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and officers and to lend money to the Company's employees, and to provide for the welfare of any employees or ex-employees and officers and ex-officers (including Directors and ex-Directors of the Company, or the relations, connections, or dependents of any such persons, by including or contributing to the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to Provident Funds and other Funds Association, institutions, Schemes or Trusts and by providing or subscribing or contributing rewards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company may, from time to time, think fit.
 33. To refer all question disputes or differences arising between the Company and any other person whosoever (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 such case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the Rules of the international Chamber of Commerce relating to arbitration or otherwise.
 34. In furtherance of the objects of the company among the other things. (i) to enter into negotiation, collaboration, technical, financial or otherwise with any person, firm, company, body corporate, institution or Government for obtaining by grant, license or on other terms formulate and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture of products and goods which the Company is authorized to produce or to deal in. (ii) to pay any person, firm or body corporate such remuneration and fees and otherwise re-compensate for the time and for the time and for the services rendered by them and their directors as promoters of the Company.

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35. To adopt such marketing and sale of the products of the Company as may seem expedient and in particular by advertising through any audio visual means, 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 in any other manner considered suitable.
36. To arrange for the marketing and sale of the products, and by products of the Company and of such raw materials, goods and articles remaining in its possession as are normally necessary for carrying on the business of the Company but are not immediately required for use by it, and, for that purpose, either to establish its own shops, agencies or marketing organization or to appoint selling agents and/or distributors (Whether individuals, firm or bodies corporate) in any place in or outside India, 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 agents and/or distributors by way of such commission or in such other manner as the Company may deem fit.
37. To promote any other Company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may deem directly or indirectly calculated to benefit this Company.
38. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund or account whether for repayment of redeemable preference shares, redemption of debenture or debenture stock, for special dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company and/or for any other purpose.
39. To present or otherwise dispose of either voluntarily or for value and property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority of any trustees for or on behalf of any of the same or of the public.
40. To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any persons or Company conditionally or unconditionally as the Company thinks fit.
41. To establish and maintain agencies, branches, places and local registers and procure the Company to be registered or recognized and to carry on business in part of the world.
42. To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

IV The liability of the members is limited.

V ***The authorized share capital of the Company is Rs. 90,25,00,000/- (Rupees Ninety Crores Twenty Five Lakhs Only) divided into 90,25,00,000 (Ninety Crores Twenty-Five Lakhs only) Equity Shares of INR 1/- (Rupee One Only) each.

*** Altered vide resolution passed in the Extraordinary General Meeting held dtd 18th April, 2025.

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