

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF

JYOTIRGAMYA ENTERPRISES LIMITED

- I** The name of the Company is **JYOTIRGAMYA ENTERPRISES LIMITED**
- II** The Registered Office of the Company will be situated in the state of Delhi.
- III (a) The objects to be pursued by the company on its incorporation are:**
1. To carry on the business as exporter, importer, export agent, import agent, distributor, stockiest, contractor, supplier, dealer, trader, retailer of all kinds of goods, materials, commodities, articles products, merchandise, purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein; to act as representative, agent, broker commission agent, buying and selling agent or to otherwise deal in all kinds of goods, material, commodities, articles, products, merchandise, services and to deal in real estate. **(Substituted by Special Resolution passed in Extra-Ordinary General Meeting held on 16th March, 2019.)**
 2. To carry on the business of goldsmiths, silversmiths, jewellers, silver electroplaters and to buy, sell, acquire, dispose off, import, export manufacture, trade, repair, alter, exchange or otherwise deal in precious/semi-precious articles, stones, silver, gold, bullion, diamonds, ornaments, antiques, utensils, gems, valuables, precious metals, pearls, coins, cup metals, shields, cutlery, presents and gifts and jewellery of all kinds.
 3. To Manufacture, distribute, selling, purchasing, import, export Chemical and Chemical products, Ayurveda and allopathy products and medicines, information technology software and hardware products. **(Substituted by Special Resolution passed in Annual General Meeting held on 29th September, 2018.)**

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-

1. To acquire, collect, formulate and prepare the technical details, specifications, drawing plans, blue prints, parts for fabrication or manufacture of an machinery, plant, components, parts or accessories of any particular design shape or materials as required in the connection of main business of the Company.
2. To buy, sell, exchange, install, work, manipulate, prepare for market, let out on hire, plants, machineries, equipments works, carriers, vehicles, apparatus and appliances, which are necessary or convenient for carrying on any main business which the Company is authorized to carry on.
3. To expend money in experimenting upon and testing in improving or seeking to improve any patents, rights, invention of discoveries, processes of which action of the Company or which if may expense of processes attainment of its main objects.
4. To obtain any concessions or licences letters of intent from Governments, local authorities or other body for working of any plant and factory and to do all that is necessary to improve and develop the factory and to sell the Company's products; and to make use of the import licence, industrial licences and other right and privileges secured by the promoters of the company or their related concerns before its formation by obtaining a transfer of such licences, rights and privileges in favours of this Company on otherwise.

For JYOTIRGAMYA ENTERPRISES LTD.

Saini
Auth. Sign./Director



5. To apply for tender purchase or otherwise acquire contract such other licences and concessions for all or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same and to subject all or any contracts from time to time and upon such terms and conditions as may be thought expedient in course of the Company's main business.
6. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concession or otherwise with any person, or company carrying on or engaged in or about to carry on or engage in any business or transactions with this Company is authorized in carry on and to lend money, to guarantee the contracts taken by the Company.
7. To communicate with chambers of commerce and other merchants and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
8. To vest any real or personal property, rights or interests acquired by or helping to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust to favour of the Company.
9. To pay out of the funds of the Company all costs, charges and expenses, preliminary and incidental to the promotion formation, establishment and registration of the Company.
10. To enter into agreement and contracts with Indian or foreign individuals firms, companies or other organisations for technical financial or any collaboration or assistance for carrying out all or any of the main objects of the company.
11. To grant aid, scholarship, subsidy, loans, etc. for advanced studies in connection with the main objects of the Company in or outside India to deserving person, where the Company is assured of good returns for the attainment of the main objects of the Company.
12. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds whether for depreciation or for repairing, improving, extending, maintaining any property of the Company or for redemption of the debentures or redeemable preference shares or any other shares or any other purpose whatsoever conducive to the interest of the Company.
13. To undertake and execute any trusts and undertaking whereof many seem desirable, either gratuitously or otherwise.
14. To subscribe, contribute or grant money or monies worth to any charitable, benevolent, religious, social, scientific, national or other funds, institutions or objects and to any individual or body unless otherwise prohibited by law.
15. To procure the Company to be registered or recognized in any part of the world in accordance with the laws for the time being, at such place or places.
16. To send out to foreign countries Directors, employees, advisors or any other persons for investigating possibilities of any business, trade or for procuring and buying any machinery or establishing trade connections or in promoting the interest of the Company, for getting first hand knowledge of technical innovations, advancement of knowledge/techniques and all other purposes connected with the Company as deemed expedient and in the best interest and to pay/reimburse all expenses incurred in this connection.
17. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any property, concern and undertakings and generality of any assets or rights of the Company.
18. To erect and construct, purchase, take on lease or otherwise acquire mills, factories machinery, buildings, land and works or any plant which are required for the Company's business.

19. To apply for, promote and obtain any order or Act or legislature or other authority for enabling the Company to carry any of its main objects into effect or for effecting any modifications of the Company's constitution or for any other applications which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
20. To open accounts with any bank(s) or financial institution(s) and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, fixed deposits, debentures and other negotiable or transferrable instruments.
21. Subject to the provisions of Section 73, 74 and 180 of the Companies Act, 2013, and the regulations framed there under and the directions issued by the Reserve Bank of India from time to time, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for the purpose of the Company and at such time or times as may be thought fit, by promissory notes, by taking credits in or opening current accounts with any security or by such other means as the Directors may at their absolute discretion deem expedient and in particular by issue of debentures or debentures stock, perpetual or otherwise and as security for any such money so borrowed, raised, received and of such debentures or 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 in trust and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay-off any such securities provided that the Company shall not accept any such deposits for the purpose of doing banking business as defined in the Banking Regulation Act, 1949.
22. To invest and deal with money of the Company not immediately required in such manner and on shares or upon such other securities or investments as may, from time to time be determined.
23. To execute and carry out agreement of sole agency or other similar agreements and to appoint sub-agents or distributing agents in connection with the main business of the Company.
24. To secure orders for supply of any articles or things and to carry out and comply with the said orders for the purposes of the Company as required in the course of the Company's main business.
25. To sell, transfer or dispose of the business, property or undertaking of the Company or any part thereof 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 the Company.
26. Subject to the provisions of Sections 230 to 232 of the Company Act, 2013, to amalgamate with any other company whose objects or any of them are similar to the objects of this Company or whose business is similar to the business or any part of the business of this Company whether by sale or purchase (for shares or otherwise) of the undertaking and liabilities of this or any such other company.
27. To acquire and undertake on any terms all or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business, which is for the benefit of the Company.
28. To lend surplus money on mortgage of immovable property of hypothecation or pledge of movable property with or without security to such persons on such terms as may be expedient and in particular to customers of and persons, firms, concerns, companies and factories having dealing with the Company for implementing the main objects of the Company.
29. To take or otherwise acquire or hold shares in any other company having objects altogether or in part similar to those of this Company.

30. To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences, grounds, allotments and such land so laid to the public or to any persons, trust, Company conditionally or unconditionally as the company thinks fit.
31. To hold or assist in holding exhibitions, trade fairs, in India and elsewhere of the products and articles in which the Company is dealing and also the promotional and envelopment activities of the Company.
32. To adopt such means of making known the products, business and interests of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema by holding fashion-shows, trade / business conferences / seminars, by circulars, by purchase, construction and exhibitions of work of art or general interest, by publication of books and periodicals and by granting prizes, rewards and donation subject to Sections 181 and 182 of the Companies Act, 2013.
33. To remunerate any person or company for services rendered in connection with the formation of the Company or the acquisition or disposal of property by the Company or the conduct of its main business.
34. To insure all or any of the properties or assets or obligations of the Company whatsoever nature against any risk whatsoever.
35. To advance or lend surplus money or moneys to and deposit securities and properties with the Govt. / Semi Govt. bodies, autonomous bodies and/or to receive loans or grant or deposits from them.
36. To manage land, buildings, godowns, storage, places and houses or any other property belonging to the Company and to collect rents/lease and licence fee and income and supply to tenants and occupiers all kinds of conveniences and advantages as far as possible and practicable and as agreed upon.
37. To establish technical training schools for or otherwise instruct people for any of the business which the Company carries on or is entitled to deal in.
38. To engage employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies, helpers, apprentices and other servants, and labourers and to remunerate any such person at such rate as shall be thought fit to grant bonus, compensation, pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of all employees.
39. To grant annuities, pensions, allowances, gratuities, bonuses, ex-gratia to any employee(s) or ex-employee(s) including Directors, ex-directors, managers of the Company or the relations, connections of dependents of any such persons and to establish or support associations, institutions, clubs schools, funds, schemes and trusts (religious, scientific, education, provident, gratuity and otherwise) which may be considered calculated to benefit any such persons, or otherwise advances, the interest of the Company or of its members and to establish or/and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company to employee and to formulate and carry on to effect any such scheme for sharing the profits of the Company with its employees or any of them and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or useful object or earmark a portion of the profit and/or property of the Company or create a fund or funds for any such objects or purposes.
40. To place to reserve or to distribute as divided or bonus or bonus-shares, subject to Section 52 of the Companies Act, 2013, and other applicable provisions, if any among the members or otherwise to apply as the Company may from time to time think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company of a premium and money received in respect of dividends accrued of

forfeited shares and moneys arising from the re-issue by the company of forfeited shares.

41. To distribute among the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in case of winding up of the Company.
 42. To aid pecuniary or otherwise any association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or troubles of the promotions of trade or industry in any manner whatsoever.
 43. To organise seminars, trade/business get-together/conferences, to conduct researches, evaluation and other studies in connection with the main business of the Company.
 44. To institute, conduct and defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest/challenge any awards and/or all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
 45. To set up guest houses, holiday homes, hostels, schools, colleges, hospitals, nursing homes, dispensaries, canteens, recreation centres and clubs for labour and staff including agents of the Company and permit use of the same by others connected with the Company or not.
 46. To apply for purchase or otherwise acquire, protect, prolong or renew any patents, patent-rights, brevets d'invention, licences, trademarks, designs, concessions and the right conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem necessary for any of the purposes of the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
 47. To take into consideration and to approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters or the Company and further to enter into any agreements or contract with the promoters and to reimburse them for any costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
 48. To purchase, take on lease or exchange or otherwise acquire estates, land, buildings, easements or other interests in real estate and to sell, let on lease or otherwise dispose of or grant rights over any real property belonging to the Company and to construct, maintain and alter any buildings, office, workshop, godowns, mills, plants, machineries and other things necessary or convenient for the purpose of the Company and to let on lease or hire the whole or any part of the real or personal property of the Company on such terms, as the Company shall determine.
 49. To do all or all of the above things either as principals, agents, consignees, trustees, contractors, or otherwise and either alone or in conjunction with other wither by or through agents, sub-contractors, trustees or otherwise and to all such things as are incidental or conducive to the attainment of the main objects.
- 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 Authorized Share Capital of the Company is Rs. 2,80,00,000 (Rupees Two Crore Eighty Lakh only) divided into 25,50,000 (Twenty Five Lakh Fifty Thousand) Equity Shares of Rs. 10 (Ten) each and 2,50,000 (Two Lakh Fifty Thousand) Preference Shares of Rs. 10 (Ten) each with power to increase or reduce the capital and to divide the share capital for the time being into several classes and to attach there to respectively such preferential, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Companies Act, 2013 for the time being in force. (Substituted by Ordinary Resolution passed in Extra-Ordinary General Meeting held on 26th December, 2017.)

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 against our respective names.

Name, addresses, descriptions and occupations of subscribers	Number of equity shares taken by each subscriber	Signature of Subscribers	Name, addresses, descriptions and occupations of Witnesses
Santosh Kumar Goenka S/o Late Harnarain Goenka 55/57, Kahoo Kothi, Kanpur (Business)	100 (One Hundred) Equity Shares	Sd/-	<p style="text-align: center;">Sd/- KAMAL RAJ GUPTA S/o Late G.P. Gupta R/o 18-B, Navin Market, Kanpur Chartered Accountant M. No. 70176</p>
Sushil Kumar Goenka S/o Late Harnarain Goenka Goenka Bhawan, Harkeshpura, Muaunath Bhanjan, Azamgarh, (Business)	100 (One Hundred) Equity Shares	Sd/-	
Bimal Kumar Goenka S/o Late Harnarain Goenka Goenka Bhawan, Harkeshpura, Muaunath Bhanjan, Azamgarh, (Business)	100 (One Hundred) Equity Shares	Sd/-	
Vinod Kumar Tandon S/o Late Kanhaiya Lal Tandon Harkeshpura, P.O. Muaunath Bhanjan, Distt. Azamgarh (U.P.) (Business)	100 (One Hundred) Equity Shares	Sd/-	
Devendra Kumar Garg S/o Sri Kundanlal Garg Yusufpura-Muaunath Bhanjan, Distt. Azamgarh (U.P.) (Business)	100 (One Hundred) Equity Shares	Sd/-	
Nirmal Kumar Agarwal S/o Late Hazarilal Agarwal 57/105, Neelwali Gali, Kanpur (Business)	100 (One Hundred) Equity Shares	Sd/-	
Ram Chandra Agarwal S/o Late Kanhaiya Lal Agarwal Purndan Kabir, Post - Maunath Bhanjan, Distt. Azamgarh (Business)	100 (One Hundred) Equity Shares	Sd/-	
TOTAL	700 (Seven Hundred) Equity Shares		

Dated: 12th day of August 1986

Place : Kanpur

For JYOTIRGAMYA ENTERPRISES LTD.

Saini
Auth. Sign./Director

