

**#THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SKY GOLD AND DIAMONDS LIMITED**

I \*\*\*\*\*The name of the Company is "SKY GOLD AND DIAMONDS LIMITED".

II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai.

III. The Objects for which the Company is established are as follows:

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON INCORPORATION:**

- 1 To carry on the business of Importers, exporters, manufacturers, buyers, sellers, dealers, distributors, wholesalers, retailers, commission agents, traders, assemblers, designers, cutters, polishers and labour Job in all kinds of gold & silver including gold and silver jewellery, ornaments, utensils, cut and uncut diamonds, including industrial grades, precious stones, semi- precious stones, pearls and diamonds studded jewellery ornaments, pearl and diamonds jewellery and other valuable articles.

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

2. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company, issue of capital or the conduct of its business.



3. To employ expert to investigate and examine into the condition, prospects, value, character and circumstances of business, concerns and undertakings and generally of any assets, concessions, properties or rights.
4. To enter into partnership or into any arrangement for sharing profits, union of interests, co- operation, joint venture or reciprocal concession or otherwise with any person, firm or company carrying on or engaged in business or transaction, which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith.
5. To purchase or otherwise acquire or undertake or take over the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company carrying on or proposing to carry on business, profession or activity which the company is authorised to carry on or possessed of property or rights, suitable for the business of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, share, debenture, money worth or otherwise as may be deemed fit.
6. To sell, improve, alter, develop, manage, lease, mortgage, license, enfranchise, dispose off, turn to account or otherwise deal with all or any part of the assets, investments, undertakings, rights and effects of the company, in such manner and on such terms as the Directors may think fit.
7. To undertake or participate in the formation, management, supervision or control of the business operations of any other company, firm or person having similar business. '
8. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the company.
9. To enter into any arrangements with any Government or authorities whether municipal. Local or otherwise or any person, firm or company, in India or abroad, that may seem conducive to the attainment of the Company's objects or any of the, and obtain from any such Government, authority, person, firm or company any rights, privileges, licenses and concessions which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights privileges or concessions.
10. To apply for, secure or acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any



charter, license, power, authority, franchise, concession, right or privilege, which any Government authority or any Corporation or other public body may be empowered to grant and to pay for it and contribute towards carrying on the same into effect.

11. To apply for, promote and obtain any statute order, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
12. To apply for, purchase or otherwise acquire any patents, patent right, copyrights, trademarks, formulate licenses, concessions and the like or any secret or other information and pay for it.
13. To become member of other bodies of persons and associations, including societies, clubs and companies limited by guarantee, whether formed for profit or non-profit activities.
14. To procure recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on business or activity of the company in any part of the world.
15. To establish, purchase, take on lease or otherwise acquire and run shops, show rooms, distributing centers, stores or depots at any place in India and abroad in connection with main objects of the company.
16. To receive money on loan and borrow or raise, other than public deposits at interest free for the purpose of the company and at such time or times as may be thought fit by way of promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable instrument or by taking credit in or opening current a/cs or overdraft accounts with any person, firm, bank or co. and with or without any security or by such other means as the director may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and to secure the repayment of any such money so borrowed, raised or received, to mortgage or charge the whole or any part of the property and assets of the Company, both present or future, 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 on trust and to give the lenders power of sale and other powers as may seem expedient and to purchases, redeem Or pay off such securities provided that the company shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949 subject to Sec. 58A of the Companies Act, 1956 and R. B. I. Directives.
17. To lend or advance the money not immediately required by the company or to give credit to such person, firms or companies, with or without securities





and with or without interest and on such terms as may seem expedient and in particular to customers and other such persons having dealings with the company and to give guarantee or securities for any such persons, firms or companies as may appear proper or reasonable to the directors, provided that the company shall not carry on the business of banking within the meaning of Banking Regulating Act, 1949.

18. To invest and deal with the moneys of the Company not immediately required in any manner and to hold by way of investment in shares, stock, debentures, debenture stock, bonds, obligation, units, securities and other investments.
19. To open Bank accounts of all kinds including overdraft accounts with bank of financial institutions and to operate the same.
20. To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments.
21. To adopt such means of making known and advertising the business of the Company as may seem expedient.
22. To create any depreciation fund, reserve fund, sinking fund, provident fund, super- summation fund or any other fund whether for depreciation or for repairing, improving, extending or maintaining any or the properties of the company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the company and it's employees.
23. To provide or give for the welfare of the employees or ex- employee. (including directors and other officers) of the company and their wives, families, dependents or connections of such persons donations, gratuity, pensions, allowances or emoluments and also establish, subsidies and subscribe to any institutions, associations, clubs or funds calculated to be the benefit of them.
24. To undertake and execute any trust, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the company.
25. To donate or gift, in cash or kind, for any national charitable, benevolent. public purposes kind or to any institution, club, society, research association, university, college or any other person or body,. subject to the provisions of Companies Act, 1956.
26. To accept gifts, bequests, devises and donations from members and other and to make gifts to members and others of money, assets and properties of any kind subject to the provisions of Companies Act, 1956.



27. To act as principal, agent, contractor, trustee or otherwise wither alone or in conjunction with others.
28. To pay for preliminary and pre- incorporation expenses of the Company.
29. To guarantee the payment, unsecured or secure or payable under promissory notes, bonds, debentures, debenture- stock, contracts, mortgages, charge., obligations, instruments and securities of any Company or of any persons whomsoever whether incorporated or not incorporated, and generally to guarantee and become securities for the performance of any contracts or obligations.
30. To place, to reserve, or to distribute as bonus shares among the members of the Company or otherwise to apply the money received by way of premium on shares, or debentures issued by the company and any money received in respect of forfeited shares and money arising from the sale by the Company of forfeited shares or money out of the profits and reserves of the company and reserves created by way of valuation of fixed assets of the company.
31. To establish branches, offices or agencies anywhere in India or outside India for the purpose of enabling the Company to carry business and to discontinue, if necessary at any time and reconstitute any such branches, offices or agencies.
32. To establish, provide, maintain and conduct or otherwise subsidise research, laboratories, experimental stations, workshops and libraries for scientific, industrial, technical, financial and investment research and experiments and to undertake and carry on scientific, industrial, economic and technical research and investigations and inventions, both scientific and technical and to join, encourage, promote and reward studies, research, investigations, experiments, tests and inventions of any kind that may be considered likely to assistant of the business of the company.
33. To acquire by purchase, lease or otherwise any premises for the construction and/ or establishment of a safe deposit vault or vaults and to maintain therein fire proof and burglar proof strong rooms, safes and other receptacles for purposes of safe custody or deposit of securities and valuables and to carry on the business of letting on hire the safe deposit lockers to such persons and on such terms and conditions as the company may deem fit.
34. To carry on the business of manufacturers, buyers, sellers, distributors, importers, exporters, makers, refiners, processors, formulators, traders and dealers in drugs, medicines, pharmaceuticals, antibiotics, products and chemicals, biological, immunological, contraceptive and therapeutic preparations, substances, materials and articles of all kinds and classes whether simple, compound or otherwise





and whether proprietary or otherwise and materials, dressing, apparatus and contrivances of every description for any purpose, including in particular, but without limiting the generality of the foregoing scientific, medical, dental veterinary, agricultural, horticultural, fishery and forestry purposes, surgical and scientific instruments and appliances.

35. To carry on the business of manufacturers, buyers, sellers, refiners, importers and exporters of and dealers, in soaps, soap powder and other saponaceous substances, all types of Synthetic Detergents An-ionic, Non-ionic, Cat-ionic, etc both for household and industrial applications, including emulsifiers and other surface active agents and all kinds of raw and finished cosmetic and toilet preparations or requisites of all kinds, fragrances and perfumery products of all kinds including lotions, powders, lipsticks, astringents, aromatics, creams, deodorants, greases, salves, ointments, cleaning agents, perfumers unguents, hairs dressings including hair oils, washers, shampoos, water softeners, and salts pomades, dyes skin preparations, Aerosol prep enzymes, oils, oleaginous and vaporaceour substances, beauty specialties, preparations and aids, and accessories of every description, whether medicated antiseptic or not, ingredients or accessories thereof and other materials or things capable of being used in connection with aforesaid manufacture or business.
36. To carry on the business founders, mechanical engineers, arid manufacturers of all sorts of machinery,. plant, equipment, tools and implements required for industrial, commercial and agricultural use, tool-makers, brass-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, saddlers, galvanizers, Japanners, annealers, Enamellers, electroplates and packing case-makers and to buy and deal in machinery, equipments let on hire and deal in machinery, equipments rolling stock and hardware of all kinds.
37. To carry on the business of manufacturers of cotton, silk, artificial silk, rayon, wool, flax, hemp, jute, and similar fibres and of merchants, importers, exporters and /or growers of and /or dealers in cotton, wool, flax, hemp and jute and all products thereof and the business of cotton spinners and doublers, silk, wool, flax, hemp, and jute spinners, cambers and weavers and/or dyers, bleachers, cleaners and finishers and manufacturers of and dealers in dying and bleaching materials and to gin, press, comp, spin, wind, weave, scour, clean, prepare, render marketable and deal in cotton , silk , artificial silk, rayon, flax hemp, jute, wool and other like substances and to manufacture, work up, buy sell, and deal in linen, cloth, silk artificial silk, rayon, satin, satinette, plush, velvet, velveteen yarn thread, garments and other goods and fabrics and to carry on the business of ginning and pressing.
38. To carry on the business of consultants and advisers to individuals, bodies corporate, societies, undertakings, institutions,



A handwritten signature in blue ink, appearing to be "J. K. J.", written over the bottom right of the stamp.

associations, government local authorities end others relating to the administration, organisation and management of industry and business and generally to carry on the business of industrial and business consultants.

39. To invest in and acquire and hold share, stocks, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Company Constituted or carrying on business in India or in any foreign country and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any state or Central Government Public Body or authority, Municipal local or otherwise whether in India or elsewhere.
40. To acquire any such share, stocks, debenture, debenture-stock bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
41. To procure capital for any Company in India formed for the purpose of manufacturing raw materials produced in the country or elsewhere into Finished goods and to invest in the capital of the Company and to deal with the share, stocks, bonds, debentures, obligations or other securities of any Company or association formed for such purpose.
42. To finance and assist and the development of existing and new industries, commercial institutions and as incidental thereto make advances to and underwrite the debentures, scrips, shares, issued by such concerns for their working capital and grant accommodation against block accounts.
43. To provide necessary financial assistance for comprehensive preliminary investigations innovations and research of industrial and commercial proposals and requisite working capital when these investigations, innovations and research eventuate in the establishment of industrial and commercial organisations on a commercial basis.
44. To carry on the business of warehousemen removers, packers, haulers, transport, cartage and haulage contractors and agents store- keepers and general providers, carriers, custom agents, forwarding transport and commission agents, harbingers, cargo superintendents, job masters, mucadams and to receive money, securities, valuable and goods and materials on deposit or for safe custody and to lend or give guarantee on the security thereof.
45. To acquire, purchase, lease, exchange or otherwise, land, buildings and hereditaments of any tenure or description or any estate or interest or rights over or connected with land so situate and to turn the same the





account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, - warehouse, shops, wharves, buildings, works and conveniences of all kinds and by consolidating or connecting or sub-dividing properties.

46. To manage land, buildings and other property and to collect rents and income and to supply to tenants and occupiers and others all kinds of services, conveniences, privileges, benefits, advantages and amenities, refreshments, attendance, messenger, light, waiting rooms, reading rooms, toilet rooms, toilet laundry conveniences, electric conveniences, stable, garages and other advantages.
47. To purchase, take on lease or otherwise acquire, any mines, mining rights and metalliferous land and any interest therein and to explore, work, exercise develop and turn to account the same to crush, win, get quarry smelt clacine, refine, dress, amalgamate, manipulate and prepare for market ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects, to buy, sell, manufacture and deal in minerals, plant, machinery, implements, conveniences and think capable of or being used in connection with metallurgical operations or required by workmen and other employed by the Company.
48. To carry on business as cattle farmers, millers, and market gardener.
49. To carry on business as manufacturers of and dealers in paper of all kinds and packing materials and articles made from paper or pulp or otherwise.
50. To carry on business as manufacturers, importers, exporters, assemblers, factors, builders, hirers and repairers of and/or dealers in Radio-receiver set, Television sets and component parts, spare parts and accessories, thereof and plastic, electric, cinematograph, photographic, scientific, industrial, sound, refrigeration, air-conditioning, broadcasting and goods, apparatus equipment and instruments analytical, testing laboratory and business equipments both for domestic as well as industrial and other use, communications, electrical mechanical and hardware goods apparatus equipment and machinery of every description.
51. To grow and cultivate tea, coffee, cinchona, rubber, timber, tobacco, cotton, jute, rice, wheat grain, cereals seeds, nuts sugarcane, spices and other produce, to carry on and work the business of planters, cultivators, winners, exporters, importers, buyers and sellers of and dealers in every kind of vegetables medicinal plants and herbs, mineral or other produce . of the soil, to prepare manufacture, refine and render marketable any such other business which can conveniently be carried on in connection therewith.





IV. The liability of the members is limited.

\*\*\*\*\*V. (a) The authorized share capital of the company is Rs. 1,75,00,00,000/- (Rupees One Seventy-Five Crore Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs) Equity Share of Rs. 10/- (Rupees Ten Only).

(b) The Paid- Up Capital of the Company shall be a minimum of Rs. 1,00,000/- (Rupees One Lakh Only),

- **\*\*\*\*\* Altered vide Special Resolution passed by the Members of the Company by means of Postal Ballot on Tuesday, 18<sup>th</sup> February, 2025**
- **\*\*\*\*\* Altered vide Ordinary Resolution passed by the Members of the Company by means of Postal Ballot on November 26, 2024**
- **\*\*\*\*\* Altered vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on July 12, 2024**
- **#Altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on November 11, 2023**
- **\*\*\*\* Altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on August 25, 2022**

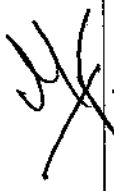
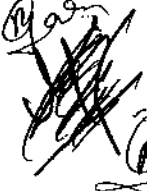




- **\*\*\* Altered vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 23<sup>rd</sup> March 2018**
- **\*\* Altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 23<sup>rd</sup> March 2015**
- **\*Inserted vide Special Resolution passed at EGM held on 22.10.2013.**





We the several persons, whose names and addresses are hereunder subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Name, address, description and occupation of each Subscriber	Number of equity shares taken by each subscriber	Signature of Subscriber	Name, address, description and occupation of witness & his signature.
① Mangesh Chauhan S/o Ramesh Chauhan Block No. 4, Hem Chaya Apts, 1st Flr, Kasturba Road, Mulund (W) Mumbai - 400080 Business	5000 (Five thousand) Equity shares only		 Witness to ①, ② & ③ Rekha Navendra Ambawat w/o. Mr. Navendra Kumar Ambawat N. Ambawat & Associates Office No. 201 2nd flr 452-A JSS Road Shanti Sadan Opp. Dr. Vighas St Chitr Bazar Mumbai - 400002 Company Secretary
② MAHENDRA CHAMPALAL CHAUHAN S/o. MR. CHAMPALAL GANESH MAL CHAUHAN FLAT NO. 3, DEV ASHISH CHS LTD GROUND FLR, GANESH GARDEN ROAD, MULUND (WEST), MUMBAI - 400080, MAHARASHTRA, INDIA. BUSINESS	2500 (Two thousand five hundred) Equity Shares only		
③ DARSHAN RAMESH CHAUHAN S/O. RAMESH GANESHMAL CHAUHAN BLOCK NO. 4, HEM CHHAYA APTS, GROUND FLOOR, KASTURBA ROAD, MULUND (W) MUMBAI - 400080, BUSINESS	2500 (Two thousand five hundred) Equity shares only  10000 (Ten thousand) Equity shares only		

Place : MUMBAI

Date : 28/4/2008