

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
HAVING SHARE CAPITAL AND NON-GOVERNMENT COMPANY
MEMORANDUM OF ASSOCIATION
OF
DIVINE HIRA JEWELLERS LIMITED

- I.** The name of the Company is **DIVINE HIRA JEWELLERS LIMITED.**
- II.** The Registered Office of the Company will be situated in Mumbai in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies Maharashtra at Mumbai.
- III.** The Objects for which the company is established are :
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the trades or business of manufacturing, making, buying, selling, importing, exporting and dealing in bar, coins and jewellerys of all kinds whether of Gold, Silver, Platinum, rolled gold, precious stones like diamonds, rubies, emeralds, pearls any other substances and to establish and maintain factories and workshops for manufacturing and making such jewellerys and other articles.
 2. To take over the running business of a M/s. Hirachand P Gulecha HUF engaged in the business of jewellerys and ornaments activities together with all its rights, including intellectual property rights, privileges, goodwill, licenses, assets & liabilities.
 3. To do business and carry on the activities of manufacturing, cleaning, sawing, cutting, polishing processing, assorting and of buying, selling importing, exporting, supplying distributing, disposing and dealing as agents and retailers in cut and uncut diamonds, industrial diamonds, Board, cut and uncut precious and semi-precious stones and pearls and to act as recognized Export house and Trading house and to represent foreign companies and to provide them consultation for Indian Market.

Divine Hira Jewellers Ltd.
 *Gulecha Hirach. H*
Director/Authorised Sign.

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

4. In connection with any such business or business to purchase, lease, hire, construct, provide, operate, equip and maintain land, buildings, which may be necessary or convenient in the opinion of the Company for carrying on of such business or businesses.
5. To enter into negotiation, collaboration, technical or otherwise with any person, firm, company, body corporate, institution or Government for obtaining by grant, license or on other terms formulate and to obtain expert advice for the business of the Company.
6. To invest and deal with the money of the Company not immediately required upon such securities and in such manner as may from time to time be determined and particularly by way of advance or deposit with or without interest to or with any bank, corporation, person or persons.
7. To draw, make, accept, issue, endorse, negotiate, execute or discount, bills of exchange, cheques, promissory notes, drafts, clean bills, hundies, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments or documents of title and to buy or sell or deal in the same.
8. To apply for and take out purchase or otherwise acquire any patents, patent rights or inventions, copy-rights or secret processors which may be useful for the Company's objects and to grant licenses to use the same.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or companies carrying on any similar business which this Company is authorized to carry on, or possess the property or rights suitable for any of purposes of the Company, to purchase, acquire and sell property, shares, debentures of any such person, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
10. To promote and form and to be interested in and take hold of and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum and to subsidies or otherwise assist any such company.
11. To pay out of the funds of the Company all expenses of and incidental to the promotion, formation, organization, registration, advertisements and establishments of the Company and the issue and subscription of shares or loan capital including brokerage and/or commission in respect thereof and also all expenses pertaining to the issue of any circular or notice and the printing, stamping circulation of proxies and forms to be filled up by the members of the Company.
12. 11. Subject to the provisions of the Companies Act, 2013, to place, to reserve, or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at premium by the Company and moneys received in respect of forfeited shares.
13. To insure against loss of moneys, principal and interest lent, invested or secured as mortgage, debenture and loans of every kind to banking, property, investment or financial companies.

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14. To make gifts or grant bonus to the Directors or any other person who are or have been in the employment of the Company and to provide for the welfare of persons in the employment of the Company or formerly in its employment and the widows and children of such persons and dependent upon them by granting money or pensions, making payments towards insurances or by instituting a pension scheme, providing schools, residing rooms, places of recreation, subscribing to sick or benefit clubs, hospitals and other institutions or societies or otherwise as the Company shall think fit and generally to make donations, contributions grants or subscriptions to such persons or objects for such purposes and in such cases as may seem expedient subject to the provisions of Companies Act, 2013.
15. To establish and suggest or aid in the establishment and support of associations, institutions, funds, trusts and conveniences incorporated to benefit the employees or ex- employees of the Company or its predecessors in business or the dependents or connections of such persons to grant pensions and allowances and make payments towards insurance and to support, subscribe, contribute to or otherwise assist any charitable, benevolent, religious, scientific, national or any other institutions, associations, organizations, objects or purposes or for any exhibition and without prejudice to the generality of the foregoing provision and in furtherance thereof the Directors may give such support or assistance to such individuals and bodies including in particular. Grant of loans with or without interest and with or without such security and repayable in installments, and grants or contribution towards maintenance of and support to any individual body.
16. To provide for the welfare of any employee or employees (past or present) of the Company, their wives, widows, and families or the dependents or connections of such persons by grants of money, pension, allowances, bonus or other payment or by creating and from time to time subscribing to provident institutions or associations, funds or trusts and by providing or subscribing to or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and otherwise to assist or aid by the company either by reason of locality or operation of utility to the Company or its employees.
17. Subject to the provisions of the Companies Act, 2013, to distribute any of the property of the Company amongst the members in specie or kind in case of winding up of the Company.
18. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising to the press, by circular, posters, by purchase and exhibition of works of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations (including donations to any fund for charitable or public purposes) subject to the provisions of Companies Act, 2013.
19. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the World for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.
20. To purchase, take on lease or in exchange or otherwise acquire, sell, rent out or lease or give on leave and license any lands for any tenure or description and buildings or parts of buildings, interest in and any rights over or

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connected with any such lands, buildings, structures, which the company may think necessary for the purpose of its business.

21. To pay for any properties, rights or privileges acquired by this company either in shares of this Company or partly in shares and partly in cash or otherwise and to give shares of the Company in exchange for shares of any other company.
22. To sell, issue, mortgage, surrender, abandon and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof for such consideration or as the company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.
23. To subscribe to or otherwise aid benevolent, charitable or other institutions or objects of a public character or which have any moral or other claim or support or aid by the Company by reason of the locality of its operations or otherwise.
24. To create Depreciation Fund, Sinking Fund, insurance Fund or any other Special Funds whether for depreciation or for repairing, improving, extending or maintaining the business or any other purposes conducive to the interest of the Company.
25. To borrow or raise money other than public deposits, at interest or otherwise in such manners as the Company may think fit and in particular by the issue of debentures or debenture-stock perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other company or companies or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, hypothecate, pledge, or charge the whole or any part of the property, assets or revenue of the Company, present or future including its uncalled capital by special assignment or otherwise and to transfer or convey the same absolutely or in trust and to give the lenders the powers of sale and other powers as may seem expedient and to purchase, redeem, exchange, vary, extend or pay off and from time to time re-issue any such securities. But the company shall not do any banking business as defined in the Banking Regulation Act, 1949, subject to the provisions of the Companies Act, 2013 and the Directives of R.B.I.
26. To secure the payment of any moneys borrowed or raised or owing or the performance of obligations incurred by the Company by the creation and issue of redeemable or irredeemable or perpetual debentures, bonds, debenture stock payable to bearer or otherwise or by mortgage, charges or other securities and to further secure or collaterally secure any securities of the company by a Trust Deed.
27. To open current, overdraft, loan, cash credit, deposit or saving bank account with any bank and to draw and endorse cheques, pay-slips, telegraphic transfers and to withdraw moneys from such account and otherwise to operate thereon.
28. To apply or join in applying to any Central or State Governments, Local Improvement Trust, Municipalities or Local Boards or other authority or body, National or foreign, for and to obtain or in any way assist in obtaining any act of parliament, laws, decrees, concessions, orders, rights or privileges or advantages that may seem conducive to the objects of this or any other company or for enabling this or any other Company's constitution to oppose any proceedings, or applications which may seem calculated directly or

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indirectly to prejudice the interest of this or any other company, to prove this or any other company to be legalized, registered or incorporated if necessary in accordance with the laws of any country, state or place in which it may propose to carry on operations to establish and maintain any agencies of the Company and to open and keep a foreign register or registers of this or any other company in any foreign country and to allocate any member of these or any other shares in this or any other company to such register or registers.

29. To sell, improve, manage, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
30. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
31. To purchase, take on lease or hire or otherwise acquire any movable and immovable property, any rights or privileges which the Company may think necessary or convenient for the purpose of its business and particularly any lands, buildings, works, collieries, coal mines, minerals, mining rights, and metalliferous lands and any interest therein, easements, machinery, plant, stock in trade, rolling stocks, warehouses and offices.
32. To apply for tender purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
33. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
34. To undertake and execute any contracts for works involving the supply or use of any machinery and installation of appliances to carry out ancillary or other works comprised in such contracts.
35. To undertake and execute any trusts, the undertaking whereof may seem desirable to the Company.
36. To appoint contractors, managers, brokers, canvassers, agents and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same.
37. To apply for purchases or otherwise acquire any interest in any receipts, inventions, patents, trademarks, licenses, concessions or the like conferring exclusive or non-exclusive or limited right to use the same or any secret or information as to any invention in relation to the processing, manufacture, treatment, storage, application and use of products of the Company or of any apparatus and or machinery and equipment used in such processing, treatment, storage, application and use or generally any invention which may seem capable of being used for the business of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant, licenses in respect thereof or otherwise turn to account the properties, rights and information so acquired.
38. To do the above things either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

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Julecha Rajesh H.
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39. To sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration for or in lieu thereof other land or cash or government securities or securities guaranteed by the Government of India or State Governments or Municipal, Port Trust, Railway or other authority or shares, debentures, stock, bonds or securities of any other joint-stock company or companies or partly the one and partly the other or such other property to take back or reacquire any property so disposed of by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.
40. To mortgage or take on mortgage, take on lease, exchange or otherwise deal in lands, buildings, hereditaments of any tenure of freehold for residential or business purposes and to acquire, buy, purchase, lease, or otherwise acquire hold, sell, grant, and dispose of lands, buildings, offices, shops, warehouses, laboratories, garages and premises of every description, mortgages, charges, grants, concessions, leases, contracts, policies, book-debts and claims and any interest in any moveable or immoveable property and any claims against such property.
41. To invest money at interest on the security of land of any tenure, buildings, farming stock, stock, shares, securities merchandise and any other property and generally to lend and advance money to any persons, firms or companies with or without security and upon terms and subject to such conditions as may be deemed expedient.
42. To lend money either with or without security and generally to such person on such terms as may seem expedient and in particular to customers and or others having dealings with the Company and to guarantee the performance of any contracts by any such person with or without consideration provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
43. To carry on business as goldsmiths, jewelers, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers and exporters of bullion, and buy, sell and deal (wholesale and retail) in bullion, precious stones jewelry, watches, clocks, gold or silver plates, cups, shields, electroplate, cutlery, dressing bags, brasses, articles of virtue, objects of art and such other articles and goods.
44. To carry on business as merchants, traders, commission agents, buying and selling agents, brokers, adatis, buyers, sellers, importers, exporters, dealers, collectors in India or elsewhere and to import, export, buy, sell, barter, exchange, pledge, mortgage, advance upon or otherwise trade and deal in goods, produce articles and merchandise of any kind whatsoever.
45. To cultivate, grow, produce or deal in any agricultural, vegetable or fruit products, and to carry on all or any of the business of farmers, dairymen, milk, contractors dairy farmers, millers, surveyors and vendors of milk and milk products, condensed milk and powder milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealers in corn, hay and straw, seedsmen, and nurserymen and to buy, self-manufacture and trade in any goods usually traded in any of the above business or any other business inclusive of staple foods and medical preparations from milk, vegetables and animal products or any substitute for any of them associated with the farming interests.

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Gulshan Hira
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46. To act as executors, administrators, attorneys, nominees and agents and to undertake and execute of all kinds and (subject to compliance with any statutory condition).

47. To deal in stocks, shares, debentures, securities.

48. To offer and enter into contracts for service in connection with the undertaking of market surveys and for development of markets in India or abroad for all or any type of goods, material, substances and things; to arrange exhibition/events seminars for the purpose of sales in India or abroad.

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.15,00,00,000 /- (Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by the creation of additional Rs.50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

*Clause V is Substituted pursuant to Extra Ordinary General Meeting held on 10th June 2024.

Divine Hira Jewellers Ltd.

Sulecha Niraj. H
Director ~~Authorised Sign.~~

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

Sr.No.	Signatures Name, Addresses, Description Occupation	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Name, Address, Description and Occupation of the Witness
1	Mr. Hirachand Pukhraj Gulecha S/o Pukhraj Gulecha Add: 904/A wing, Vardhman Heights, T.B. Kadam Road, Byculla (E), Near Vicky Bar, Mumbai-400027. Occupation: Business	10,000 Equity Shares	SD/-	Mr. Jaymin Modi A 302, Om Mahavir Chsl, Navghar Cross SV Road, Bhayander East 401105. Thane Company Secretaries ACS No.: 44248 COP No. 16948
2	Mr. Niraj Hirachand Gulecha S/o Hirachand Gulecha Add: 904/A wing, Vardhman Heights, T.B. Kadam Road, Byculla (E), Near Vicky Bar, Mumbai-400027. Occupation: Business	10,000 Equity Shares	SD/-	
3	Mr. Chirag Hemant Jain S/o Hemant Jain Add: 114/F Jagannath Chawl, 1 st Floor, Room No.5, Sitaram Poddar Marg, Thakurdwar, Kalbadevi, Mumbai-400002 Occupation: Business	5,000 Equity Shares	SD/-	
4	Ms. Khusbhu Niraj Gulecha D/O Rajesh Bastimal Mehta Add: 904/A wing, Vardhman Heights, T.B. Kadam Road, Byculla (E), Near Vicky Bar, Mumbai-400027. Occupation: Homemaker	10,000 Equity Shares	SD/-	
5	Ms. Meena Hirachand Gulecha D/O Kesharimalji Rathod Add: 904/A wing, Vardhman Heights, T.B. Kadam Road, Byculla (E), Near Vicky Bar, Mumbai-400027. Occupation: Homemaker	5,000 Equity Shares	SD/-	
6	Ms. Ankita Hirachand Gulecha D/O Hirachand Gulecha Add: 904/A wing, Vardhman Heights, T.B. Kadam Road, Byculla (E), Near Vicky Bar, Mumbai-400027. Occupation: Educationist	5,000 Equity Shares	SD/-	

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7	Ms. Harsha Rahul Kothari D/O Hirachand Gulecha Add: 30, Jai Niwas, 1 st Floor Thakurdwar Road, Karelwadi, Mumbai – 400002. Occupation: Head Admin	5,000 Equity Shares	SD/-	
	Total	50,000 Equity Shares		

SD/-

Date: 22.06.2022

Place: MUMBAI

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Hirachand Gulecha
 Director/Authorised Sign.