

**(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION ***

OF

OROSIL SMITHS INDIA LIMITED

1. The Name of the Company is OROSIL SMITHS INDIA LIMITED.
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are

***(A)The Objects to be pursued by the Company on its Incorporation are:**

1. (i) To carry on the business of Manufacturing, Fabrication/Job work, Sale, Purchase, Stockists, Distributors, Agents, Traders/Dealers of all kinds of Silver, Silver Ornaments/Utensils and all other kinds/items of Silver and allied business.

(ii) To carry on the Business of manufacturers, designers, developers, assemblers, distributors, traders, dealers, importers, exporters, wholesalers, retailers, buyers, sellers, online traders of all kinds of fashionable cloth accessories, readymade garments, apparels and other similar material, as licensees or franchise of Garments, in or outside India and also as importers and exporters of all kinds of yarns and textiles
2. To carry on the business of Import, Export for the businesses referred to in sub-clause (1) above.
3. To carry on the business of Liasioning, Marketing, Designing, Consultancy and other activity in connection with the businesses referred to in sub-clauses (1) and (2) above.
4. (1) To develop, buy, sell, trade, import, export, put-up, install, let on hire, repair, assemble, distribute or otherwise deal in computer hardware, software, system designing, data processing, internet equipments and services, electronic communication equipments, electronic data processing equipments, their peripherals and allied products, such as modems, printers, plotters, digitizers, scanners, mouse, keyboard, power supply systems, card sets, connectors, cables, screens, components and consumables.

(2) To provide management of and consultancy in the field of information technology, computer hardware and software, system designing, data processing and data transfer and to act as dealers, distributors, agents, representatives of Indian concerns, persons operating in the line of information technology and allied activities.

(3) To provide computer education and training, computer support services, electronic mail and internet services, to act as selection and recruitment agency for computer and other personnel and to provide any services relating to computers.

5. (1) To establish, maintain, carry on, run an institution or institutions with or without branches, whether in India or abroad, whether in affiliation with any govt., statutory and other bodies corporate, companies or body corporate, institutions, whether situated in India or abroad or otherwise, to give instruction viva voce or by post or by lantern lectures or through cinematograph films or otherwise, for the purpose of training of personnel and to give expertise in manufacturing jewellery, creative and artificial jewellery, ornaments, handicrafts and other art work related to jewellery business, whether made of gold, silver, platinum, studded with precious or semi-precious stones or made of other metals.
- (2) To establish, manage, assist in or collaborate, render consultancy to established and/or manage jewellery manufacturing units, mint or refineries whether made for gold, Silver, Platinum or other metals in affiliation with any govt. or statutory authorities or otherwise whether situated in India or abroad.
- (3) To act as representatives of any government, statutory and other bodies, companies, firm or bodies Corporate or otherwise persons or of any other jewellery manufacturing units/institutions including research and technical institutions for the promotion of jewellery export.

(Note: - Clause No. 4 & 5 adopted at the E.G.M held on 18-12-98)

***(B) Matters which are necessary for furtherance of the objects specified in clause 3(A) are:**

1. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an interest in, amalgamate with or enter into any arrangements for sharing profits or for cooperation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture-stock or securities, that may be agreed upon and to hold, and to retain or mortgage and shares, debenture-stock or securities so received.
2. To acquire, build, construct, alter, maintain, enlarge, remove or replace and to work manage and control any buildings, offices, shops, machinery and conveniences which may seem necessary to advance the interests of the company and to join with any other such person or company in doing any of these things.
3. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
4. To enter into arrangements with any Government or Authorities, Municipal, local or otherwise, that may appear to the Company conducive to the Company's main objects or any of them and to obtain from any such Government or Authorities, any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5. To purchase, take on lease, in exchange, hire or otherwise acquire any movable or immovable property such as land. buildings, basements, Stock-in-trade, plant and Machinery of every kind and any right or privileges which the Company may think necessary or convenient for the purposes of its main business.

6. Subject to section S8A/73, 292/179 and 293/180 of the Companies Act, 1936/2013, and Regulations made thereunder and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes 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 person, firm, bank, company or financial institutions and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual or otherwise and as security for any such money so borrowed, raise, receive and if any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the company both present and future, including its uncalled capital by special assignment otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.
7. To acquire and dispose of copyrights, rights or representation, licences and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song composition (musical or otherwise), picture, drawing, work of art or photograph, and to print, publish or cause to be printed or published any thing of which the company has a copyright or right to print or publish and to distribute and deal with any matter so printed or published in such manner as the Company may think fit and to grant licences or rights in respect of any property of the company to any other such person, firm or company related thereto.
8. To establish for any of the purpose of the Company any branches or to establish any firm or firms promote any company or companies or divisions thereof at places in or outside India as the Company may think fit.
9. To promote or assist in the promotion of any company or companies or division or divisions for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
10. To invest in other than investment in company's own shares and deal with the money of the Company not immediately required in any manner as may, from time to time, be determined by the Board.
11. To advance money or give credit to such persons or companies and on such terms as may be expedient and in particular to customers of and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money by any such persons or companies provided that the company shall not do any banking business, as defined in Banking Regulation Act, 1949.
12. To remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
13. To open account with any banks or financial institutions and to draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, hundies, bills of lading, railway receipts, warrants,

debentures and such other negotiable or transferable instruments of all descriptions and to buy the same.

14. To procure the Company to be registered or recognised in any part of the world or in India.
15. To lease, mortgage or otherwise dispose of the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.
16. To distribute, among the members in specie or in kinds any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company, subject to the provisions of the Companies Act, 2013.
17. To give publicity to the business and production of the Company by means of advertisement in the press, pamphlets, handbills, circulars, cinema slides or by publication of books, pamphlets, catalogues, instruction book, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in trade fairs, technical conference, symposia or in any such other suitable manner of all kinds.
18. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
19. To pay all costs, charges, expenses incurred in connection with incorporation of the Company, including preliminary expenses of any kind and incidental to the formation and incorporation of the company, costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the company.
20. To do all or any of the main business and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and either as principals, agents, consultants contractors trustees or otherwise and by or through trustees, agents, consultants or otherwise and either alone or in conjunction with others.
21. To form, incorporate, promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company could or might assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered, in obtaining subscription for or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other such Company held or owned by the company or in which the Company has any interest in or about the formation or promotion of the Company or the

conduct of its business or in or about the promotion of any other such company in which the Company may have an interest.

22. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging 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 in favour of the Company.
23. Subject to the provisions of Section 293A/182 of the Companies Act, 1956/2013, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and given or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any, such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
25. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the business of the Company.
26. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.
27. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patent, patents rights, brevets d'inventions, trade marks, designs, licences, protections concessions and the like conferring any exclusive or non-exclusive or limited right to their use or of any information as to any invention, process or privilege which may seem necessary use for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop of grant licences or privileges in respect of the property, rights, and information so acquired.
- 28.* Subject to the provisions of Gold Control Act, 1968, to carry on the businesses of goldsmiths, silversmiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery and cutlery and their components and accessories and producing, acquiring, importing, exporting and trading in metals, bullion, gold ornaments, silver, silver utensils, diamonds, precious stones, paintings, coins, manuscripts, curious, antiques and objects of art.
- 29.* To carry on net marketing, advertising through websites, promotional

activities, channel establishments for its various products and services, providing secured payment processing, net commerce solutions for business to business, business to consumer.

- 30*. To own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers for an item — clothing, jewellery, footwear, luggage's, hand bags, beauty products & all kinds of accessories related to fashion & lifestyle products.
- 31.* To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye and prepare for use all articles of wearing apparels and other linen and cotton and woollen goods and clothing and fabrics of all kinds.
- 32.* To design, process, buy, sell and deal in all types of wearing apparels or readymade garments made of all kinds of cotton, linen, silk, wool, natural/artificial leather, artificial silk, rayon, nylon hemp, flax, rubber fibres, cellulosic fibres, metallic fibres, glass fibres, protein fibres, polyesters, synthetic polymers and other fibres, or fibrous substances and preparations, natural or otherwise and all things and material connected therewith.

IV. The Liability of the members is Limited.

**V. The Authorised Share Capital of the Company is Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakh Only) divided into 7,01,16,000 (Seven Crore One Lakh Sixteen Thousand Only) Equity Shares of Re. 01/- (Rupee One Only) each and 10,88,400 (Ten Lakh Eighty-Eight Thousand Four Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

*Clause IIIA(1) and III B(28) to (32) adopted at the AGM held on 30.9.2019.

**** Clause V of MOA was altered pursuant to passing of Ordinary Resolution by the Members of the Company via Postal Ballot on March 13, 2025**

We, the several persons, whose names and addresses, are subscribed, hereto 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 :-

S. No.	Name, Addresses Description and Occupation of each subscriber	Number and type of Shares Equity	Signature of Subscribers	Name, Addresses description and Signatures of witnesses
1.	Bhushan Kumar Narula S/o Sh. Chuni Lal Narula N-7, Green Park, New Delhi-110016 Business	100 (One Hundred)	Sd/-	witness to the signatures of the subscribers who have signed in my presence. Sd/- (Arun Dhir) S/o Sh. B. K. Dhir 171, Building No.9 Bhikaji Cama Place, New Delhi-110066 Chartered Accountant M. No. 88536
2.	Rita Narula W/o Sh. Bhushan Kumar Narula N-7, Green Park Main, New Delhi-110016 Business	100 (One Hundred)	Sd/-	
3.	Chuni Lal Narula S/o Late Sh. Kul Jas Rai Narula N-7, Green Park, New Delhi-110016 Business	100 (One Hundred)	Sd/-	
4.	Krishna Narula W/o Sh. Chuni Lal Narula N-7, Green Park, New Delhi-110016 House Wife	100 (One Hundred)	Sd/-	
5.	Janinder Kumar Narula S/o Sh. Chuni Lal Narula J-3/6, Krishna Nagar, Delhi-110051 Business	100 (One Hundred)	Sd/-	
6.	Veena Narula W/o Janinder Kumar Narula J-3/6, Krishna Nagar, Delhi-110051 House Wife	100 (One Hundred)	Sd/-	
7.	Kanwal Gulati W/o Mr. Bhawnesh Gulati J-3/6, Krishna Nagar, Delhi-110051 House Wife	100 (One Hundred)	Sd/-	
	Total	700 (Seven Hundred Equity Shares)		

Place : New Delhi

Dated : 14.05.1994