

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

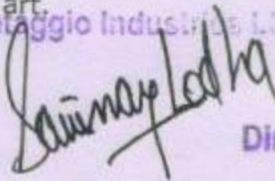
OF

RETAGGIO INDUSTRIES LIMITED

1. The Name of the Company is:- **RETAGGIO INDUSTRIES LIMITED**
2. The Registered Office of the Company will be situated in the:- **Maharashtra-MH**
3. (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:--**

To carry on the business, in India and anywhere outside India, of manufacturing, producing, extracting, importing, exporting, buying, selling, stocking, trading, processing, preparing, commercializing, cutting, polishing, setting, designing, displaying, exchanging, examining, finishing, grinding, grading, assorting and otherwise dealing into ornaments and jewelleryes of all kinds whether of Gold, Silver, Platinum, rolled gold and other metals and alloys, precious stones like diamonds, rubies, emeralds, pearls any other substances while maintaining factories and workshops for manufacturing and making such ornaments and jewelleryes and other articles and acting as goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery, cutlery and their components and accessories and of producing acquiring and trading in metals, bullion, gold ornaments, silver utensils, diamond, precious stones, paintings, manuscripts, antiques and objects of art.

For Retaggio Industries Limited



Director

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

1. To remunerate individuals/organisations providing taxis or other vehicles to the Company to carry on its main objects by way of reimbursement of fuel, servicing of the vehicle and such other non-monetary benefits.
2. To appoint consultants, accountants, analysts, professionals, contractors, managers, canvassers, agents, advertising agencies and other persons and to establish, undertake, transact, execute, and maintain agencies or branches in any part of India or elsewhere for the purpose of the Company's business and to discharge and to discontinue the same.
3. To engage any person, firm or company for rendering professional, technical, consultancy or advisory services to the Company and to remunerate any such person, firm or company as may be thought expedient.
4. To insure any property of the Company for the time being in the charge or the responsibility of the Company in any way.
5. To negotiate and enter into agreements and contracts with such other individuals, companies, corporations and also organisations in India or abroad for obtaining or providing technical, management, advisory, financial or any other such assistance for carrying out all or any of the objects of the Company and also for the purpose of activating surveys, research and development of projects on the basis of know-how, financial participation and for technical collaboration and to acquire or provide necessary intellectual property rights for furthering the objects of the Company.
6. To purchase or take on lease or license or in exchange, hire or otherwise acquire and to erect, maintain, construct, reconstruct, and adopt any equipment, offices and any other kind of property, whether movable or immovable, necessary or convenient for the purpose of the business of the Company & achievement of its object and for that purpose to enter into any Agreement, Deed of Sale or any kind of arrangement with any party
7. To enter into any arrangements with any Government Authorities (Central, State, Municipal, local or others) or company (whether incorporated in India or outside India) firm or person that may seem conducive to the attainment of Company's objects or any of them and to obtain from any such Government or other authorities any orders, charters, licenses, authorisations, rights, privileges, consents, approvals and concessions

For Retaggio Industries Limited
Sourinay Laha
Director

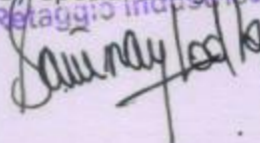
- which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, consents, approvals and concessions.
8. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
 9. To accept commissions and to employ and remunerate experts or other agents in connection therewith with a view to achieve any of the objects of the Company.
 10. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal in cheques, drafts, bills of exchange, promissory notes, hundis, debentures, bonds, bills of lading, airway bills, railway receipts, warrants and other negotiable or transferable instruments.
 11. To open an account or accounts with any individual firm or company or with any bank or banks and to pay into and to withdraw money from such account or accounts.
 12. To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 2013, in the event of winding up of the Company.
 13. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.
 14. To distribute as bonus shares amongst the members or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
 15. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary 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 or any other such company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other Company or persons as aforesaid and

For Retaggio Brothers Limited
Saurabh K
Director

make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either along or in conjunction with any such other company as aforesaid.

16. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects and to employ or retain experts to further the interest of the Company and to remunerate such experts.
17. To give any guarantee or indemnity for the payment or the performance of any obligation or undertaking.
18. To make advance upon or for the purchase of materials, goods, equipment, stores and other articles or services required for the purpose of the Company.
19. To establish, undertake, transact, execute, and maintain agencies or branches in any part of India or elsewhere or to enter into any contracts or arrangements with individuals, companies, associations or boards in and outside India for the conduct of the business of the Company.
20. To act as principals, agents, contractors, trustees or otherwise and either by or through agents, trustees, subcontractors or otherwise and either alone or in conjunction with others.
21. Subject to the provisions of section 182 of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associates, funds, universities colleges or any individual, body of individuals, or bodies corporate.
22. Subject to the provisions of section 179 and 73 of the Companies Act, 2013 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money other than public deposits on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or an other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or

For Retaggio Industries Limited



Director

convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. Provided that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

23. Subject to the provisions of the Companies Act, 2013, to sell or dispose of the undertaking of the Company or any part thereof for 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 this Company.

24. To pay all costs, charges, expenses incurred in connection with incorporation of the Company including preliminary expenses if any.

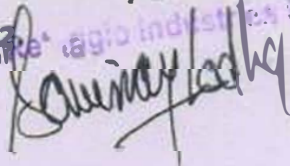
25.* To enter into partnership or joint venture or agreements or arrangements or amalgamate or merge the businesses of or takeover or acquire the running business of any other entity, having similar or ancillary business of the Company or any other business which the Company may plan to carry on in the future, either by way of acquisition of shares or stocks or management of that entity or by way of making it wholly owned subsidiary or subsidiary or associate company or joint venture company.

*** Altered vide Special resolution passed in the Extra Ordinary General Meeting held on 1st October, 2022.**

4. 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.

5. *The Authorised Share Capital of the company is Rs.15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

*** Altered vide Special resolution passed in the Extra Ordinary General Meeting held on 1ST October, 2022.**


Director

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated	
1	Name: Savinay Lodha S/o: Mitha Lal Lodha Address: 504, Shakti, Mistry Complex, JB Nagar, Andheri(E), Mumbai-400059. Occupation: Business	02634124	49250	Equity	SAVINAY LODHA Digitally signed by SAVINAY LODHA Date: 2022.01.27 14:12:38 +05'30'	07/01/22
				Preference		
2	Name: Nidhi Lodha S/o: Manohar Lal Mutha Address: 504, Shakti, Mistry Complex, JB Nagar, Andheri(E), Mumbai-400059. Occupation: Service	AGAPL0173F	500	Equity	NIDHI LODHA Digitally signed by NIDHI LODHA Date: 2022.01.27 15:05:39 +05'30'	07/01/22
				Preference		
3	Name: Noratan Singh Rao S/o: Kishan Singh Rao Address: Dharmeta, Boyna, Udaipur, Rajasthan - 313201. Occupation: Service	ALAPR3431K	50	Equity	NORATAN SINGH RAO Digitally signed by NORATAN SINGH RAO Date: 2022.01.27 15:11:11 +05'30'	07/01/22
				Preference		
4	Name: Vinaykumar K Yadav S/o: Kadedeen Yaduvansh Yadav Address: G-8 C Wing Building No. B , Cabin Cross Road, Narmada Nagar, Bhayander (E), Thane - 401105. Occupation: Service	AHFPY9261R	50	Equity	VINAYK UMAR KADEEEN YADAV Digitally signed by VINAYKUMAR KADEEEN YADAV Date: 2022/01/27 14:15:28 +05'30'	07/01/22
				Preference		
5	Name: Rajesh Gunta S/o: Saibanna Gunta Address: Room No. 29,Samata Nagar, Seva Sangh, Church Road, Shivaji Nagar No.2,Near Seven Hills Hospital, Marol, Andheri (E), Mumbai ? 400059. Occupation: Service	AVKPG5875E	50	Equity	RAJESH SAIBANNA GUNTA Digitally signed by RAJESH SAIBANNA GUNTA Date: 2022/01/27 14:21:43 +05'30'	07/01/22
				Preference		
6	Name: Arojit Koley S/o: Haradhan Koley Address: 44, Parshuram Patil Chawl, Behind Bank OF Maharashtra Cholegaon, Thakurli (E), Kalyan, Thane ? 421201. Occupation: Service	BEVPK6524D	50	Equity	AROJIT KOLEY Digitally signed by AROJIT KOLEY Date: 2022.01.27 15:25:42 +05'30'	07/01/22
				Preference		
7	Name: Karnamoni S Patra S/o: Suphal Patra Address: A-204, New Swapna Lok Navghar Road, Opp Nkgsb Bank, Bhayander(E), Mumbai - 401105 Occupation: Service	AQSP9096R	50	Equity	Karnamoni Patra Digitally signed by Karnamoni Patra Date: 2022/01/27 14:23:24 +05'30'	07/01/22
				Preference		
Total Shares taken			50,000.00	Equity		
				Preference		
Signed before Me						
			DIN/PAN/Passport			

Name		Address, Description and Occupation	Number/ Membership Number	DSC	Dated
ACS	CS Sanam Umbargikar	S/o: Kashinath Umbargikar Add: C-502, Raylon Arcade, Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400 059.	26141	SANA M UMBA RGIKA R <small>Digitally signed by CSANAM UMBARGIKAR DN: c=IN, o=CSANAM UMBARGIKAR</small>	07/01/22