THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***RAJNISH RETAIL LIMITED

I. The name of the Company is ****RAJNISH RETAIL LIMITED*

II. The Registered Office of the Company will be situated in the State of Maharashtra.

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 business as importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of all products and services, dealing in all kinds of goods, materials and items including but not limited to all kinds of pharmaceuticals and allied products, antibiotics, drugs, medicines, biological, neutraceuticals, healthcare, ayurvedic and dietary supplement products, food & provisions, household goods, consumer durables, textiles, ready-to-wear clothing, home furnishing, cosmetics, utility products, Children products and fashion accessories including clothes, jewellery, home improvement products, footwear, luggage, books & stationery, health care and beauty products, toys and music, computers & accessories, all other kinds of electronic components & devices telecom products, electronic products, agri input products, furniture, furnishing & accessories, home furnishing products and other materials or things capable of being used.

2. To carry on trade or retail business in India through retail outlets and including but not limited to hyper markets, super markets, mega stores/discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through internet, e-commerce facilities and other forms and multi level channels. Acquiring and running all Electronic accessories and products, Mobile shops or outlets, food, service and entertainment centres including but not limited to multiplexes, cinemas, gaming centres, amusement parks, saloons, restaurants and food courts etc. all kinds of retail store and shops.

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3. To establish and run portals, web sites, data processing/computer centres, retail chains, e-commerce, and to offer wholesale, retail, , health constancy and data processing and other services that are normally offered by health portal, web sites, medical transcription centres, data processing/computer centres and retail chains to individuals, business and all type of customers.

4. To invest in the business, business models and ideas of various entrepreneurs or business owners considering its valuation, potential to develop and grow their product or business and become profitable and successful venture. The Entrepreneurs shall present their business ideas and ongoing business to the Company by way of presentations offline or online through Internet or by sending videos of their presentation to the Company or present on TV Shows or in the physical meeting with the authorised person of the Company. Based on the Presentation and considering various factors including but not limited to valuation, evaluation of growth, innovation, past business activities, profitability, long term viability of the start-up, the Company shall make an investment in the Equity stake to fund and provide financial support to the ventures or businesses to grow, become profitable and successful venture.

B. THE OBJECT INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF THEMAIN OBJECT ARE:

1. To act as a buyer for buying all kinds of goods, articles and things necessary or useful for carrying on the objects of the company and also to sell them through retail or on wholesale basis in India or elsewhere with or without using print media advertising and broadcasting.

2. To deal in or engage in the manufacture to means and materials required for the packing and preservation and dispatch of finished and unfinished any goods, raw materials, articles, required for the Company.

3. To act as business as merchant, traders, commission agents, buying and selling agents, brokers, buyers and sellers, importers and exporters, dealers, collectors, or in any other capacity 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.

4. To invest and deal with the moneys of the Company not immediately required in immovable properties, shares. stocks, bonds, debentures, obligations or other Securities of any company or association or in Government Securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary on that behalf.

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5. To amalgamate or enter into partnership or acquire interest in the business of any other company, person or firm carrying on or engaged in any business, or transactions or for sharing profits, or co-operation or having technical knowhow whether indigenous or foreign union of interests, for limiting- competition or for mutual assistance, with any such parson, firm or company, joint ventures, reciprocal concession, limiting competition or otherwise, with any person, firm or Company carrying on or engaged in or about to be engaged in, any business or transaction which this Company is authorized to and to lend money to guarantee the contracts or otherwise assist or subsidise any such person, firm or company and to take or otherwise acquire, share and securities of any such Company, and to sell, hold, reissue with or without guarantee or otherwise deal with the same and to give to any persons firm or company special rights and privileges in connection with control over this Company, and in particular the right to nominate one or more Directors of the Company.

6. To acquire, purchase, start, run, erect, maintain, buy, sell, or dispose of land, buildings, factories workshops, foundries, mills, equipments, machinery, plant components, accessories, spares, tools, raw materials, industrial undertakings, warehouses, godowns, shops, departmental stores, offices, cellars, vaults, wagons, power stations, gas works, water works, water tanks, staff and workers quarters, roads Ways, siding, bridges and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute, subsidise or otherwise aid by taking part in any such operations.

7. To act as exhibitors of various goods, services and merchandise manufactured / dealt with / provided by the company. To carry out the activity of packaging and re-packaging of all kinds of goods, articles and things.

8. To buy, sell, exchange, hire, let on imports, export, dispose of and deals in plant & machinery spare parts, which may be required for the purpose of any of the business which the Company is authorised by this memorandum.

9. To purchase, construct, take or, lease or tenancy or in exchange, hire, take options over or otherwise acquire estate, lands, buildings, easements or other interest, rights in immovable properties, and to hold, develop, work, cultivate, Goal, grant concessions, license, privileges, claims, leases, options, which may appear to be necessary or convenient for any of the business of the Company and to sell, lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the Company,

10. To purchase, charter, hire, or otherwise acquire vehicles for the business of the Company,

11. To offer and enter into contracts and agreements for services in connection with the undertaking of market surveys and for development of market, in any part of the World for raw material, precious and semi precious stones and for that purpose to act as superintendents, surveyors, valuers and analysers,

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12. To enter into any like or barter business Involving the exchange or purchase and sale of any of the products and allied items dealt in by the Company.

13. To acquire by purchase, lease, assignment or otherwise lands, tenaments, buildings, easements, rights and advantages of any kind whatsoever and the same to resell, mortgage, let on lease or otherwise deal with.

14. To extend the business of the Company, from to time, by acquiring, purchasing or taking on lease any other lands with or with or without building and machinery standing thereon, situated in India.

15. To raise or borrow money from time to lime for any of the purposes of the Company by receiving advance of any sum of money with or without security upon terms as the Directors may deem expedient and in particular by taking deposits from or credits or open accounts current with any individual or firm, including the agents of the Company or any banker or bankers (whether with or without giving security), or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery, goods or other property of the Company, or by the issue of debentures or debenture-shock, prepetual or otherwise (both present and future) including its uncalled capital or by such other means as the Directors may in their absolute discretion deem expedient, subject to the provisions of Section 58A and Directives of the Reserve Bank of India.
16. To act in conjunction with units or associate, creates or constitute or assist in creating or constituting Any other company or Association of a kind similar wholly or partially to this Company and to buy or to absorb any part or the whole of such company or Association,
17. To invest surplus funds in shares, and sell stocks, debentures. debenture stock, bonds, obligations and securities issued, or guaranteed by any company constituted or carrying on business in India or In any foreign country, and debenture, debenture stock, bonds, obligations, securities, issued or guaranteed by any Government Sovereign Rule, Commissioners, Public Body, or authority supreme municipal, local or otherwise whether at home or abroad
18. To apply for promote, and obtain any Act, charter privilege, concession, licence, authorisation of any Government, State or Municipality, provisional order or licence of any authority for enabling the Company to carry on any of its objects into effects, Of for extending any of the powers of the Company, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
19. To make donations to any person or institutions, in cash or any other assets and also to subscribe, contribute Of otherwise assist or guarantee money for charitable whether private or public, specific or discretionary, scientific, religious or benevolent, national, pubic or other institutions or objects or any exhibition or for any public object and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts whether public or private,

20. To refer or agree to refer any claims, dispute or any other question, by or against the Company, or which the Company is interested or concerned and whether between the Company and the member or members his or their representatives, or between the Company and third parties, to arbitration in India or at any place Outside India and to

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observe and perform and to do all acts, deeds, matters, and things to carry out or enforce the awards,

21. To adopt such means of making known the business of the Company as may seem expedient, and in particular any advertising whether in India or outside India In the press, by circulars, by publication of books and periodicals, and by granting prizes, regards and donations.

22. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments or securities,

23. To apply for, take out, obtain, purchase or otherwise acquire and turn to account any copyrights, licences, concessions, patent rights, or inventions, privileges, trade Marks or secret processes which may seem capable of being used 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, right or information, to acquire and to expend money in experimenting upon and testing and improving or seeing to improve any patent rights, inventions, discoveries, process or information, of the Company or which the Company may acquire or propose to acquire

24. To undertake the payment of all rents and the performance of all covenants, Conditions and agreements contained in end reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.

25. To acquire and take over as a going concern by purchase of, or on lease and to undertake, to any on the whole or any part of the business together with the goodwill and trade name, property, rights and liabilities of any person or persons, firm or any company carrying on any business, any part of the purposes which is within the objects of trade Company or which the Company is authorised to carry on and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on, liquidate and wine up any such business,

26. To register trade names, brand names, marks and also to permit their uses to such persons, firms, companies or corporations which adhere to such terms and conditions as laid down by the Company by marking such rules and regulations as are necessary from time to time in that regard.

27. To advance and/or lend money, either with or without security and generally to such persons, firms, associations, trusts, corporations, companies, upon such terms and conditions as the Company may think fit,

28. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any parsers, firms and companies or Governments of States and to give indemnities,

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29. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock contracts, Mortgage, charges, obligations, instruments, and securities of any company or of any such authorities, supreme, municipal, local or otherwise or of any persons whomsoever. Whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.

30. To seek foreign assistance or co-operation or collaboration for the purposes and to achieve the objects jointly with Indian, foreign technicians and/ or firms, companies, interested in business of nature carried on by the Company.

31. To place, to receive, or to distribute as as dividend or as bonus shares among the members or otherwise to apply, and moneys received by way of premium or Shares or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and moneys arising from sale by the Company of forfeited shares.

32. Subject to the provisions of the Companies Act, 2013 to distribute among the members in specie any property of the Company or any proceeds of sale or dispose of any property of the Company in the event of winding up,

33. To draw, make, issue, accept, transfer and endorse, discount, execute, and negotiate promissory notes, hundies, bill of exchange, cheques, drafts, bills of lading, letters of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keepers' certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company,

34. To open account with any bank or banks to deposit moneys therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdrawn or not) as may be required for any of the objects or purpose of the Company.

35. To insure any of the persons, properties, undertakings, Contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner whatsoever.

36. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental stations, work-shops, for scientific and technical researches, experiments and tests of all kinds and to promotes studies and research both scientific and technical investigations and invention by providing, subsiding, endowing or assisting laboratories, workshops, libraries, training colleges, schools and other institutions for training, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes, and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigators, experiments, tests and Inventions of any kind that may be considered likely to assist any business which the Company is authorised carry on.

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37. To provide for the welfare of the Directors, ex-directors, employees, ex-employees of the Company or its predecessors in business and the wives and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls, or quarters of by grants of monies, pensions, gratuities, allowance, bonuses. awards. profit sharing or other scheme or trust and by providing or subscribing 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 establish, maintain and grant scholarships, to any persons for technical, study and education in India and elsewhere which may be necessary or useful for any of the useful of the Company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other Institutions or objects which shall have any moral or ether claim to support or aid by the Company either by reason of locality of operation or of public and genera/ leek/ or otherwise.

38. To aid pecuniary, or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry or trade.

39. To do the above things and call such things, as are incidental or may be conducive to the attainment of the objects or any of them in any part of India or elsewhere and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with ethers.

40. To exercise all or any of its corporate powers, rights and privileges and to conduct is business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies, and dependencies thereof in any or all foreign countries and for this purpose to appoint managers, agents, either on salary/ and or commission and to have, maintain, and to discontinue such number of offices and agencies, therein as may be convenient

41. To employ or otherwise appoint technical experts, engineers, machines, foremen, and skilled and unskilled labour for any of the purpose of the business of the Company.

42. To receive any gifts at immovable or movable property and offerings or voluntary donations or requested and legacies either from the shareholders, director or from any, other person with or without any special conditions, and to invest or deal with the same.

43. To issue of capital, shares, stocks, debentures, debenture-stocks or other securities and to hold and deal in shares, stock and securities of any company, notwithstanding there may be liability thereon,

44. To remunerate or otherwise assist any person, firm or company for the services of technical nature rendered in India or elsewhere for conducting any research or experiments which may be calculated directly, to enhance the intrinsic value of the products of the Company or which may seem capable of being profitably dealt with in connection with any of the business of the Company.

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45. To provide for the welfare of the officers, employees, ex-officers and ex-employees of the Company and wives, widows and families or the dependents or the connections of such persons, buildings or contributing to the building of houses, dwelling or chawls or any grants of money, pension allowance, bonus, or other payments or by creating and from time to time subscribing or contributing to provident or other similar funds,

46. To apply for tender, purchase or otherwise acquire any contract, sub-contracts, licenses for any relation to the objects or business heroin mentioned or any of them, and to undertake, execute, carry out, dispose off or otherwise turn to account the same.

47. To prepare and submit overall and detailed plans for civil and industrial execution to any company, corporation, body to prepare and submit overall and detailed plans for civil and industrial execution to any company, corporation, body corporate, industries, firm, association or any person with regard to:

    a) New Projects and /or
    b) Improvements and/or expansion of the existing projects.

48. To furnish and provide deposits, guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege or in relation to carrying out of any contract, decree, concession or enactment

49. To create any depreciation funds, reserve funds, sinking fund, or any other special fund for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares, or gratuity or pension or for any other purpose conducive to the interest of the Company,

50. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.

AND IT IS HEREBY DECLARED THAT:

1. The objects incidental or ancillary to the attainment of main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.

2. The word "Company" (save when used with reference to this Company) in this Memorandum shall be deemed to include any individual, any partnership or other body or association of persons, whether incorporated or not and wherever domiciled,

3. The objects set forth in each of the several clauses of paragraph Ill hereof shall extend to any part of the world.

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4. Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulations Act, 1949, or the Insurance Act, 1938.

IV. The Liability of the members is limited.

V. **** (a) The Authorised Share Capital of the company is Rs. 15,50,00,000 (Rupees Fifteen Crore Fifty Lakhs Only) divided into 3,10,00,000(Three Crore Ten Lakhs Only) Equity Shares of Rs. 5/- each, capable of being increased in accordance with the company's regulations and the legislative provisions for the time being in force in this behalf.

(b) The Share in the Capital, the Company for the time being, whether original or increased may be divided into several classes with any preferential, qualified, or other rights, privileges, conditions or restrictions attached thereto, whether in regard dividend, voting, return of capital or otherwise. The Company shall have power to issue redeemable Preference shares.

(C) lf and whenever the Capital of the Company is divided into shares of different classes, the rights of any such class may be varied, modified, affected, extended, abrogated, or surrendered as provided by the Articles of Association registered herewith as from time to time altered or by the terms by issue, but no further or otherwise.

**The Company has altered the Capital clause by Passing special resolution in Extra-ordinary general meeting held on 17.06.2023 of the Company for Increase in Authorised Capital from Rs. 6,00,00,000 (Rupees Six Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Re. 5/- each to Rs. 12,00,00,000 (Rupees Twelve Crore Only) divided into 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of Rs. 5/- each.*

*** The Company has altered the Main object Clause and Incidental or Ancillary Clause by Passing Special Resolution in Annual General Meeting held on 09th November, 2023.*

****The Company has changed its name from Sheetal Diamonds Limited to Rajnish Retail Limited by passing Special Resolution by way of Postal Ballot by members of the Company as on January, 27 2024.*

***** The Company has altered the Capital clause by passing Special Resolution by way of Postal Ballot by members of the Company as on January, 27 2024 for Increase in Authorised Capital from Rs. 12,00,00,000 (Rupees Twelve Crore Only) divided into 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of Rs. 5/- each to Rs. 15,50,00,000 (Rupees Fifteen Crore Fifty Lakhs Only) divided into 3,10,00,000(Three Crore Ten Lakhs Only) Equity Shares of Rs. 5/- each.*

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We, the several persons, whose names, and addresses are subscribed below 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 to our names :

Name, Address and Descriptions of the Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and Description of Witness
1. VINOD TRIKAMLAL SHAH 64, G. K. NAGAR NO 3 SHANKAR LANE KANDIVLI (WEST) BOMBAY - 400 067 S/o TRIKAMLAL N. SHAH BUSINESS	5000 (Five Thousand) Equity	Sd/-	Witness to all Sd/- MANOJ D. MEHTA 38, Vasundhara, 17, Bhulabhai Desai Road, Bombay 400 026. S/o Dalichand M. Mehta Chartered Accountant.
2. SUREKHA VINOD SHAH 64, G. K. NAGAR NO 3 SHANKAR LANE KANDIVLI (WEST) BOMBAY - 400 067 W/o VINOD T. SHAH BUSINESS	1500 (One Thousand Five Hundred) Equity	Sd/-	
3. PRAVIN TRIKAMLAL SHAH D-403 NEELAMBUJ KAMAL APARTMENT SHANKAR LANE KANDIVLI (WEST) BOMBAY - 400 067 S/o TRIKAMLAL N. SHAH BUSINESS	500 (Five Hundred) Equity	Sd/-	
C/f	7000		

Bombay : 8th December, 1994.

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Name, Address and Descriptions of the Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and Description of Witness
B/f	7000		Witness to all Sd/- MANOJ D. MEHTA 38, Vasundhara, 17, Bhulabhai Desai Road, Bombay 400 026. S/o Dalichand M. Mehta Chartered Accountant.
4. SHAILESH PUNAMBHAI PATEL A / 302, BHIMNATH SOCIETY DEVCHAND NAGAR ROAD BHAYANDAR (WEST) BOMBAY - 401 101 S/o PUNAMBHAI B. PATEL BUSINESS	1000 (One Thousand) Equity	Sd/-	
5. SUMATIBHAI HARGOVINDAS SHAH 31, G. K. NAGAR NO 2 SHANKAR LANE KANDIVLI (WEST) BOMBAY - 400 067 S/o HARGOVINDAS S. SHAH BUSINESS	500 (Five Hundred) Equity	Sd/-	
6. HASMUKH GOURISHANKAR GOR B / 308 PATEL APARTMENT J. N. ROAD, BHAYANDER (WEST) BOMBAY - 401 101 S/o GOURISHANKAR G. GOR - BUSINESS -	1000 (One Thousand) Equity	Sd/-	
7. RAMESH JAYANTILAL SHAH 4. D. PARSHAV DARSHAN CHANDA VARKAR LANE BORIVALI (WEST) BOMBAY - 400 092 S/o JAYANTILAL K. SHAH BUSINESS	500 (Five Hundred) Equity	Sd/-	
Total	10,000		

Bombay : 8th December, 1994.

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