

THE COMPANIES ACT, 2013 *

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NITYAS GEMS AND JEWELLERY LIMITED

Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is: "NITYAS GEMS AND JEWELLERY LIMITED". *
2. The Registered Office of the Company will be situated in the State of Gujarat-GJ.
3. (a) The objects to be pursued by the company on its incorporation are:
 1. To carry on all or any of the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in, jewellery, clocks, watches cutlery and their components and accessories and of producing acquiring and trading in metals, bullion, gold ornaments, silver utensils, diamond, Platinum, precious stones, paintings, manuscripts, antiques and objects of art.
 2. To carry on the trades of business of gold smiths, silver smiths, enamellers, bullion, jewellers, gem merchants, precious stones, testing, evaluation, appraisal and certification of gemstones, electroplates, importers and exporters of bullion and other refined and smelted metals and buy, sell and deal (wholesale and retail) in bullion precious stones, jewellery, gold or silver cups, silver plate, shields, pearls, coins, electroplate, bronzes, articles or various objects of art, imitation jewellery of all kinds and to manufacture and to establish factories for manufacturing goods for the above business.
 3. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, commercialise, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, liaisoner, adatis, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockists, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw, cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexandrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone,

***Clause 1 of MOA amended vide Special Resolution passed by the Extra Ordinary General Meeting of Members held on 24/05/2025**

P. L. Chhabra

DIN : 08715741



bismuth, jet, diopside, tiger eye, sunstone, spinal, Jews stone, load stoner, sardonex, touch stone, amber and their ornaments, jewelleryes, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewellers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects.

3. (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
3. Subject to provisions of the Companies Act, 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
4. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
5. To purchase, or take on lease or exchange, hire or otherwise acquire any real and personal property and right and privileges, which Company may think necessary or convenient for the purpose of its business and in particular purchase any land, building, construction, basements, machinery.
6. Subject to the provisions of the Companies Act, 2013 to lend money to such persons and on such terms and conditions as may seem expedient with or without security and in particular to customers and others having dealings with the Company and to give any guarantee or indemnity as may seem expedient. But the Company will not do banking business as defined under the Banking Regulations Act, 1949.
7. Subject to the provisions of Section 73 and other relevant sections of the Companies Act, 2013 and rules made thereunder and Directives of Reserve Bank of India to receive money on deposit, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the

R. L. Cheluvu
DIN: 08715741

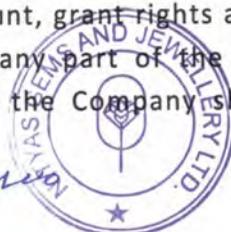


issue of bond, mortgages, hypothecation, lien or any other security or based or charged upon all or any of the property or rights of the Company or in such other manner as the Company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets movables or immovable liquid or otherwise present and future, including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or other assurance and to redeem, purchase or pay off any such security, provided that the Company shall not do banking business as defined in the Banking Regulations Act, 1949.

8. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.
9. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
10. To carry on research and development activities on all aspects related to the business and objects of the Company.
11. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immovable property including lands, buildings, and flats of any description in India or elsewhere.
12. To acquire from any person, firm or body corporate or incorporate, whether in India or elsewhere, technical information know-how, processes, engineering and operating data, plans, layout and blueprints, useful for any of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
13. To apply, for purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions and the like, conferring any exclusive, non-exclusive or limited right to use, or any secret or other information to any invention which may seem capable of being used 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, or grant licenses in respect of, or otherwise turn to account the property, rights of information so acquired;
14. To improve, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose or turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the properties and rights of the Company on such terms as the Company shall determine and to supply

P. L. Chelva

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20. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions or subject to the provision of the Companies Act, 2013 for political purposes.
 21. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever to take out executions to enter into agreements of reference to arbitration and to enforce and where need to be contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
 22. To enter into contract, agreements, joint venture, collaboration, memorandum of understanding and arrangements with any other person, firm or company for carrying out any of the objects of the company being eligible to undertake by such other person, firm or company on behalf of the Company.
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 share capital of the company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 6,00,00,000/- (Six Crores) Equity Shares of Rs. 5/- (Rupees Five only) each”

***Clause 5 of MOA amended vide Special Resolution passed by the Extra Ordinary General Meeting of Members held on 05/02/2025.**

***Clause 5 of MOA amended vide Special Resolution passed by the Extra Ordinary General Meeting of Members held on 12/01/2026.**

***Clause 5 of MOA amended vide Special Resolution passed by the Extra Ordinary General Meeting of Members held on 13/03/2026.**

P. L. Chelva

DIN : 08715741



S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated	
1	Rajnikant Lallubhai Chanchad 3 Hare Krishna Society Near Shyamdham Nana Varachha Surat City Surat 395006 Occupation: Business	08715741	780,000	Equity	RAJNIKANT LALLUBHAI CHANCHAD Digitally signed by RAJNIKANT LALLUBHAI CHANCHAD Date: 2022.04.22 20:02:08 +05'30'	22/04/22
				Preference		
2	Nilesh Ghanshyambhai Panchani 37 Anmol Raw Housh Mota Varachha Satelight Road Chorasi Surat 394101 Gujarat India Occupation: Business	08715742	220,000	Equity	PANCHANI NILESH GHANSHYAMBHAI Digitally signed by PANCHANI NILESH GHANSHYAMBHAI Date: 2022.04.22 20:02:49 +05'30'	22/04/22
				Preference		
Total Shares taken			1,000,00	Equity		
				Preference		

Signed before Me					
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated	
ACS	Bhupendra Dave	ADD:- 57-F, 3RD FLOOR, BHUPEN CHAMBERS, 9 - DALAL STREET, OPPOSITE BOMBAY STOCK EXCHANGE, FORT, MUMBAI, MAHARASHTRA, INDIA 400001 OCCUPATION: PRACTICING COMPANY SECRETARY	31921	BHUPENDRA DAVE Digitally signed by BHUPENDRA DAVE Date: 2022.04.23 12:38:24 +05'30'	23/04/22

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