



**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
VAIBHAV GLOBAL LIMITED**





सत्यमेव जयते

प्रारूप आई. आर.

Form I. R.

निगमन का प्रमाण-पत्र

## CERTIFICATE OF INCORPORATION

ता. .... का सं. ....

No. 17-04945 of 1989-90

मैं एतद्द्वारा प्रमाणित करता हूँ कि आज वैभव जेम्स लिमिटेड कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that VAIBHAV GEMS LIMITED is this day incorporated under the Companies Act, 1956 ( No. 1 of 1956 ) and that the Company is Limited.

मेरे हस्ताक्षर से आज ता. .... को दिया गया।

Given under my hand at JAIPUR this EIGHTH day of MAY  
One thousand nine hundred and EIGHTY NINE.

Saka : 18 Vaisakha, 1911



Sd/-

( सुरेन्द्र कुमार शर्मा )

कम्पनियों का रजिस्ट्रार

राजस्थान, जयपुर

Registrar of Companies

Rajasthan, JAIPUR



Company No. 17-04945

## Certificate for Commencement of Business

Pursuant of Section 149 (3) of the Companies Act, 1956

I hereby certify that the VAIBHAV GEMS LIMITED which was incorporated under the Companies Act, 1956, on the 8th day of MAY 1989 and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 149 (1) (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at JAIPUR this TENTH day of JANUARY  
One thousand nine hundred and NINETY.



Sd/-  
(S. K SHARMA)  
Registrar of Companies  
Rajasthan, Jaipur

THE COMPANIES ACT, 1956  
(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION**  
OF  
**VAIBHAV GLOBAL LIMITED**

- I. The Name of the Company is VAIBHAV GLOBAL LIMITED.
- II. The Registered Office of the Company will be situated in the STATE OF RAJASTHAN.
- III. The objects for which the Company is established are: -

(A) [THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE]\*: -

1. To start and carry on the business of manufacture, cut, polish, process, mine, hirers, repairers and stores or otherwise acquire, hold, buy, sell, exchange, distribute or otherwise dispose of trade, deal in imports and export any and all classes and kinds of Jewellery, Gems, Diamonds, Emeralds, Rubies, Sapphires, Pearls, coral, Brass Wares, enamel ware and articles including paintings, curious, antiques, ivory, Garments, ivory, textiles, artificial Jewellery and Ornaments, articles made of gold, silver and other precious, semi-precious or imitation stones, pearls, heads comprised in the term of Jewellery and Ornaments.
2. To Carry on the business as goldsmiths, silversmiths, 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, jewellery, watches, clocks, gold, silver plates, cups shields, electroplate, cutlery, dressing bags, articles of virtue and objects of art.
3. To Carry on the business of manufacturers of and dealers in all kinds of leather goods, asbestos and canvas flouting and paving materials and other Compositions, water proof articles, oil cloth, linoleum, tarpaulin and also the business of tanners and dealers in hides and skins.
4. To import, export, buy, sell or otherwise deal in all types of articles, goods and merchandise including Jewellery and semi-precious stones of all varieties, articles of handicrafts and arts, antiques, and curios, garments and readymade clothes, wool and other fabrics, carpets, durries, rugs, paintings, brasswares, electroplated nickel, silver wares, ivory wares, sandal wood wares, marble wares, stone wares, costume Jewellery, leather wares, table wares, wood wares, lacquer wares, white metal wares and all types of handicrafts, chemicals, minerals, animals, metal and their products of agriculture, dairy, wood, cotton, woolen and silk.
5. To carry on the business of manufacturer, seller, purchaser, processor, designer, exporter, importer and dealers in all kinds of jute products, jute decorative items, potly bags, wall paintings (gems stones) and gems stones made home decor items.

(B) [MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)]\*: -

1. To purchase, resell and give on lease, hire purchases grant loan, take on lease or take in exchange or otherwise acquire, erect, maintain, equip, construct, reconstruct, repair, renovate or adopt movable or immovable property including building, residential bungalows, quarters, offices, chawls, warehouses, godowns, structures, erection, workshops, mills,

factories, foundries, accessories, implements, appliances, apparatus, plant and machinery and other things found necessary or convenient for the purpose of the Company and also to extend the business of the Company by purchasing, acquiring, getting transferred adding to altering, enlarging, all or any of the building mills, factories, premises, places being the property of the Company or any other Company, person individual those the Company may deem fit and to grant loan on, to give on lease, rent or to grant financial backing and by expanding from time to time such sum or sums of money as may be necessary or expedient for improving, adding to altering, repairing and maintaining the buildings, structures, machinery, plant and property for the time being of the Company and to sell or mortgage or let out on hire all or any portion of the same as may be thought desirable.

2. To mortgage any buildings, machineries, houses, factories, trade premises or any kind of asset, estate or property or rights movable or immovable belonging to the Company.
3. To invest in, acquire, sell, transfer, subscribe for, hold and dispose of and invest in any share, bonds, stocks, obligations issued or guaranteed by any Company or Companies constituted and carrying on the business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Sovereign Commissioners, Central or Provincial public body or elsewhere and to promote, form or acquire any Company and to take, purchase or acquire shares or interest in any Company and to transfer to any such Company any property of this Company either out of its own funds or out of funds it might borrow to attain the main objects.
4. To acquire or hold or to give any guarantee in relation to the payment of any shares, stocks, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on the business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, bank, public body or authority, municipal, local or otherwise and in India or elsewhere if considered directly or indirectly to be beneficial for the carrying of the main objects of the Company.
5. To invest and lend money either with or without interest or security, including in current or deposit account with any bank or banks, other person or persons upon such terms and conditions as the Company may approve. Provided the Company shall not do any banking business as defined under the Banking Regulations Act, 1949.
6. To act as brokers and underwriters and to give any guarantee for the payment of money or the performance of any obligation or underwriting as may be necessary to attain the main objects of the Company.
7. To establish, equip, maintain, subscribe to or become members of training institutions, research laboratories, research institutions and experimental workshops for scientific and technical research and experiments and to carry on analytical, experimental and other work and research for implementing the objects.
8. To apply for and procure licenses under the Industries (Development and Regulation) act, 1951 for establishment of new industries for attainment of its main objects.
9. To use trade-marks or trade- names or brands for the products and goods of the Company and to adopt such means of making known this business and products of the Company or any other Company in which the Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, radio, television and cinema, by circulars, by purchase and exhibition of works of art or interest, by opening stores and exhibitions, by publication of periodicals, calendars, diaries or any other materials of publicity, by distributing samples and granting prizes, rewards and donations subject to the provisions of the \*[Companies Act, 2013 ("Act")].

10. To acquire and undertake the whole or any part of the business, property, assets, goodwill, trademarks, patents, undertakings, belongings, funds, liabilities, obligations, contracts and agencies, rights or liabilities of any person, Government, firm or any business which the Company is authorised to carry on or having property suitable for the purpose of the Company or which is capable of being conducted so as directly to benefit the Company, either in full or in part or enter into partnership, joint venture or any other arrangement which the Company may deem fit with such person, Government, firm Company or body corporate on such terms, conditions and considerations as the Company may think fit.
11. To pay any premia, commission or salaries and to pay for any property rights or privileges acquired by the Company or for services tendered or to be tendered in connection with the promotion or formation of the business of the Company or for services rendered or to be rendered by person, firm or body corporate in placing of assisting to place or guaranteeing the placing of any of the shares of the Company or any of the debentures, debenture-stock or other securities of the Company as permissible by law on conversion into a public Company either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or with such amount credited thereon as may be agreed upon and to charge any such bonds, debentures and other securities and all or any part of the property of the Company.
12. Subject to the provisions of \*[the Act] and the rules framed thereunder and directions issued by Reserve Bank of India from time to time to borrow or raise money or receive money or deposit, receive grants, loans advances or other moneys or deposits or otherwise from the State Government or Central Government bank, Companies, trusts or individuals on interest or otherwise in such manner as the Company may think fit and also by the issue of debenture or debenture-stock, perpetual or otherwise and in security of such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenues of the Company, present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale or other powers as may seem expedient and to purchase, redeem or to pay off any such securities. However, the company shall not carry on the banking business as defined in the Banking Regulations Act, 1949 for the time being in force.
13. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
14. To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the Company.
15. To issue debentures, debenture-stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may deem expedient, with full power to make the same transferable by delivery or by any instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge and secure the same by trust deeds or otherwise on the undertaking of the Company or any specific property or rights, present or future, of the Company (including, if thought fit, uncalled share capital) or otherwise howsoever.
16. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.

17. To appoint, agents, convessers, field officers and managers, and establish agencies and branches of the Company in India and to regulate their salaries and remunerations.
18. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and / or manage any buildings, offices, factories, machineries, engines, railway sidings, electric power, heat and light supply work, telephone works, hotels, pleasure grounds, parks, gardens, reading rooms, ships, dairies and other works and conveniences which the Company may think directly or indirectly conducive to its objects or advance the interests of the Company, to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or Company in doing any of these things.
19. To subscribe, to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of the Company and to procure from such association such information as may be likely to further the objects of the Company.
20. To communicate with Chamber of Commerce and other mercantile and public bodies through out the world and concern and promote measures for the protection of the trade, industry and persons engaged therein and pecuniary or otherwise, any association, body or movement having for an object to the solution, settlement or surmounting of industrial or labour problems or troubles for the promotion of industry or trade.
21. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking, any land, business, property, rights or assets of the Company including all and every description, apparatus or appliances or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and according to procedure of Company Law and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
22. To improve, manage, develop grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
23. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any other 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.
24. Subject to the provisions of the law to merge, reconstruct and amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to the benefit of the Company.
25. To establish, promote or concern in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the rights, liabilities and properties of the Company or for any other purpose which may seem directly or indirectly calculated to the benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of such other Company or Companies.
26. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds, whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned.



27. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any associations, institutions or funds in any way connected with any particular trade or business or scientific research, industry or commerce which is directly or indirectly deemed conducive to the attainment of main objects.
28. To establish the agencies in India and elsewhere and to regulate and to discontinue the same.
29. Subject to the provisions of \*[the Act], and FERA, to procure the registration or other recognition of the Company or its branches in any foreign State or place and to make all deposits of money or securities and do all things necessary for compliance with the laws or regulations of India or of any foreign, colonial municipal or other Government places where the Company may be desirous of transacting its business.
30. To establish and maintain or procure the establishment and maintenance of any Provident Fund or any contributory or non-contributory pension or super-annuation fund, gratuities, pensions, allowances, emoluments, bonus, Profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any Company which is a subsidiary of the Company or is, an allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or Officers of the Company or any of such dependant or connection of any such persons and to provide for the welfare of all or any of the aforesaid persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising or contributing to any Institutions, Associations, funds, clubs, trusts, profit sharing or other schemes and by providing , subscribing or contributing to any Institutions and recreation, hospitals and dispensaries, medical and other attendance and to make payments to or towards the insurances of such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any other Company as aforesaid.
31. To issue as fully or partly paid up shares, securities, bonds, debentures or other obligations of the Company in consideration of any privileges, concession or rights or any property transferred, services rendered to the Company and accept any consideration for any property sold or otherwise disposed of by the Company, fully or partly paid up shares or securities or bonds, debentures or other obligations of any other Company.
32. To enter into any collaboration or arrangements with the Government of India or any Foreign Government or Companies, with any state or with any authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers, privileges, licenses, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the company may think it desirable to obtain and to acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
33. To subscribe in or donate to or guarantee money for any National, charitable, benevolent, public, general or useful fund or organisation, association, institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the object of the Company or interest of its members, subject to the provisions of \*[the Act].
34. To make arrangements with persons engaged in any trade, business or profession for the concession to the Company's members, ticket holders and their friends of any special rights, privileges and advantages and in particular in regard to the supply of the goods.

35. To aid and assist any industrial undertakings, projects, enterprises having similar objects whether owned or run by Government of Rajasthan, firm or individual for extension of its work and business.
36. To undertake and execute any trusts either gratuitously or otherwise.
37. On winding up of the Company to distribute all or any of the property of the Company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in specie subject to the provisions contained in \*[the Act].
38. To do all or any of the above things in any part of the world as principals, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
39. To apply for the purchase or otherwise acquire, any patent, trademark, brevets d'invention, licenses, drawings, designs, concessions, protections, rights, privileges to enter into any collaboration and the like, conferring any exclusive or non-exclusive rights to any secret or other information as to any invention which may seem capable of being acquired or which may seem directly or indirectly for use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licenses, trade marks and privileges in this respect to any one for such consideration and on such terms and conditions and for such period or periods as the Company may deem fit or otherwise turn to account the property, right or information so acquired and to assist, encourage and spend money in making, experimenting, tests, improvements of any invention, patent and right, which the Company may acquire or propose to acquire.

(C) [Deleted vide shareholders 'Resolution dated 30.07.2019]

- IV. [The Liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them]\*
- V. \*\*The Authorised Share Capital of the Company is Rs.86,00,00,000/- (Rupees Eighty-Six Crores only) divided into
  - 20,50,00,000 (Twenty Crores Fifty Lakhs only) Equity Shares of Rs. 2/- (Rupees Two only) each
  - 45,00,000 (Forty Five Lakhs only) Unclassified Shares of Rs. 100/- (Rupees One Hundred only) each.

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\*Amended with shareholders' Resolution dated 30<sup>th</sup> July, 2019

\*\*Amended with shareholders' Resolution dated 24<sup>th</sup> April, 2021

We the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agreed to take the number of shares in the capital of the Company set opposite our respective names: -

Sl. No.	Signatures, Name, Description, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Addresses, Description and Occupation of Witness
1.	Sd/- (SUNIL AGRAWAL) S/o Shri G. S. Agrawal B –69, Bajaj Nagar, JAIPUR Business	10 (Ten)	I witness all the seven subscribers Sd/- (RAMESH MEDATWAL) S/o Shri Chiranjii Lal Medatwal 1056, Jhalaniyon Ka Rasta, JAIPUR- 302 001 Practicing Chartered Accountant
2.	Sd/- (SANJEEV AGRAWAL) S/o Shri G. S. Agrawal B –69, Bajaj Nagar, JAIPUR Business	10 (Ten)	
3.	Sd/- (DEEPTI AGRAWAL) W/o Shri Sunil Agrawal B –69, Bajaj Nagar, JAIPUR Business	10 (Ten)	
4.	Sd/- (SHEELA AGRAWAL) W/o Shri G. S. Agrawal B –69, Bajaj Nagar, JAIPUR Business	10 (Ten)	
5.	Sd/- (GHANSHYAM AGRAWAL) S/o Shri Rameshwar Agrawal B –69, Bajaj Nagar, JAIPUR Business	10 (Ten)	
6.	Sd/- (GIRDHARI LAL SHARMA) S/o Shri Madan Lal Sharma C-44, Bajaj Nagar, JAIPUR Service	10 (Ten)	
7.	Sd/- (MUKESH AGARWAL) S/o Shri Radhey Shyam Agarwal B –189/A, University Marg, Bapu Nagar, JAIPUR Service	10 (Ten)	

Total No. of Equity Shares : 70 (Seventy)

Dated the 11<sup>th</sup> day of April, 1989.

Place: Jaipur