

(As substituted in the Extra Ordinary General Meeting held on 11TH October, 2024)

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

***** / ***** MEMORANDUM OF ASSOCIATION**

OF

ELEGANZ INTERIORS LIMITED

- I. The name of the company is **ELEGANZ INTERIORS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

III. (a) The objects to be pursued by the Company on its incorporation are-

*****1. To carry on business as Designers, Interior Decorators, Supervisors, Surveyors, Appraisers, and Planners and Traders in all related items in all branches of Architecture, Structural and Engineering such as Civil, Mechanical, Electrical and Surveying and to undertake the work of Designing, Planning, Survey Materials Testing, Cost Estimates, Construction Installation, Supervision, Economic Appraisal, Engineering both for public and private throughout India and/or outside India.

(b) Matters which are necessary for furtherance of the Object specified in clause III (a) are:

1. To carry on in India and/or outside India, the business of Buying, Selling, Upholstering, Distributing, Marketing, Exporting, Importing and dealing in Timber products and all types of Furniture.
2. To carry on the business of buying, selling, distributing, marketing, exporting, importing, and dealing in lacquers, laminates, glues chemicals and materials of all types required for furniture, timber products and upholstery.

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Mr. Sameer Akshay Pakvasa

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3. To carry on Research and Development for the manufacture, shaping and making of timber, timber-products, materials, and substances required for timber-products and furniture and to carry on the Research and Development either for personal use or on behalf of industries, companies and units of like nature of any of the above-referred services, articles, products and things.
4. To acquire, purchase and undertake the whole or any part of the business, assets and liabilities of any person carrying on any business, which the company is authorized to carry on, or possession of property suitable for the purpose of the main objects of the Company.
5. To purchase or acquire, hold, trade and further to dispose of any right, stake or controlling interest in the shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed of any Group Companies, Associate Companies, Joint venture Companies or any other entity / body corporate in India or abroad.
6. To acquire either leasehold or freehold any land, building, commercial, industrial, residential building, spaces or flats for running and management of trading business of the Company and for the purpose incidental and ancillary to such activities and to sell them or sublet them and to undertake and execute civil, mechanical, electrical and structural works contracts and sub contracts.
7. To act as dealer or agent in foreign exchange or to provide consultancy in the field of foreign exchange management both in India and abroad subject to the approval of appropriate authorities.
8. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trademarks, formulae, license, concessions, conferring any exclusive or limited right to use, or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may 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, or information so acquired.

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9. To amalgamate with any other company or companies, enter into partnership or into any arrangements for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession, amalgamation, absorption, or otherwise, with any person, persons or company or companies carrying on or engaged in any business or transaction capable of being conducted so as to directly or indirectly benefit this Company, enter into working arrangements of all kinds with companies, corporations, firms, or persons, and also to make and carry into effect arrangements or reconstruction with respect to union of interests or amalgamation either in whole or in part or any other arrangements with any companies, corporations, firms or persons under any scheme for the whole or any part of the undertaking, property or liabilities of any company concerned in the scheme or otherwise and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, securities, policies, or other like interests under any compromise or arrangement, that may be agreed upon and to retain or sell, mortgage, and deal with any shares, debentures, securities, policies, or other like interests.
10. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out exercise and comply with any such arrangement, rights, privileges and concessions.
11. To promote any other companies, LLPs, companies or any other body corporate for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the company or for any other purpose which may directly or indirectly benefit the company.
12. To purchase, or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any land, buildings, casements, machinery, plant and stock-in-trade.
13. To advance money or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Act.

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14. Subject to Section 179 and other provisions of the Companies Act, 2013 to borrow or secure money in such manner as the company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
15. Subject to Section 188 of the Companies Act, 2013 to remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures or other securities issued by the Company.
16. To recruit, train and develop staff, organize seminars, training Programs, and conferences for employees, customers and the general public.
17. To employ, engage, appoint, retain, or otherwise procure, suspend or terminate, the services of the professionals, consultants, technicians, legal and Financial Advisors, or other experts in the functioning of business of the company.
18. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
19. To open and operate any type of bank accounts with the Banks, financial institutions and obtain credit facilities with or without securities for its business.
20. To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the company or any part thereof for such consideration as the company may think fit.

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21. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture- stocks, 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 and the payment of money on dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case and to give guarantees or securities of both moveable or immoveable properties which may be created by way of lien, pledge, hypothecation or mortgage for any such persons, firms or companies as may appear proper or reasonable to the directors in which such guarantee or securities may be considered not directly related to the Company's business, to further the objects of the Company or the interest of its shareholders in any manner.
22. To adopt such means of making known and advertising the business of the company as may be expedient.
23. To apply for, promote, and obtain any order, regulation or other authorization or enactment, which may directly or indirectly benefit the company.
24. To procure recognition of the company in any country or place outside India.
25. To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company.
26. To take mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the company's property of any kind sold by the company, or any money due to the company from buyer.
27. To generate electricity necessary for the purposes of the main business of the Company.
28. To process research and Development activities in all aspects related to the Business and Objects of the Company.

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29. Subject to Section 179, 180, 181, 182 and 183 of the Companies Act, 2013 to pay out of the funds of the company all or any expenses which the company may lawfully pay for services rendered for formation and registration of the company and for promotion of any other company by it subject to the provisions of the Act.
30. To insure any of the properties, undertaking, contracts, risk or obligations of the company in any manner whatsoever.
31. To refer all questions, disputes or differences arising between the company and any other person (other than a director of the Company) in connection with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration Act, 1940 (10 of 1940) and the Rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, Consultants or Advisors in this behalf.
32. To enter into negotiation or collaboration, technical or otherwise with any person or Government for obtaining any grant, licence or on other terms, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorized to produce or to deal in.
33. To create any depreciation fund, reserve, reserve fund, sinking fund or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture-stock, for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
34. To accumulate capital for any of the business of the Company and to appropriate the Company's assets for specific purposes.

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35. To subscribe, underwrite, acquire and sell any shares, stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company (body corporate or undertaking) carrying business altogether different or similar or analogous to the business of the Company and whosoever or carrying on business and shares, stocks, mortgage obligations and other securities issued and guaranteed by any government, other authority.
36. Subject to the provisions of the Act, or other enactment in force to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect or anything done or ordered to be done by them for and in the interest of the company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
37. To pay all costs, charges and expenses of and incidental to the promotion, incorporation and registration of the Company and charges in connection therewith and to remunerate (by cash or other assets or by allotment of fully or partly paid-up shares, by call or option on shares, debentures, debenture-stock or securities of this or any other such Company or in any other manner whether out of the Company's capital or profit or otherwise) any person/persons or a company for services rendered or to be rendered in the conduct of the main business of the Company.
38. To pay for pre-incorporation expenses of the Company and to take-over and honour all commitments and agreements made by any or all of the promoters (whether subscribers or Directors) of this Company with the express understanding that it will be taken over by the Company on incorporation and to pay for all preliminary project and pre-incorporation expenses and take over all advances paid by the promoters related to the incorporation or to any promoter's agreements mentioned herein before or to the proposed business of the Company.
39. 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 disposal of any property of the Company, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by law.

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40. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise, to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company to give and accept gifts, to create trusts for the welfare of employees, members, directors and/or their dependents, heirs and children and for any deserving object and for other persons.

41. To do all or any of the business and all such other things as are incidental or may be thought conducive to the attainment of the main 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.

IV 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.

V a. * / ** /**** / *****/ ***** The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

*Substituted by new Clause V approved at the Extra Ordinary General Meeting (EGM) held on 1st September 1999.

**Substituted by new Clause V approved at the Extra Ordinary General Meeting (EGM) held on 4th June 2010.

***New set of Memorandum of Association in line with Companies Act, 2013 adopted vide Special Resolution passed in the Extra Ordinary General Meeting (EGM) held on 19th June 2017.

****Substituted by new Clause V approved at the Extra Ordinary General Meeting (EGM) held on 22nd July 2023.


*****Substituted by new Clause V approved at the Extra Ordinary General Meeting (EGM) held on 14th August 2023.

***** In the Extra ordinary General Meeting held on Monday , 11th day of September, 2023 the Company has special passed resolutions for adoption of new format of Memorandum of Association.

***** Substituted by new Clause V approved at the Annual General Meeting (AGM) held on September 17,2024.

***** Substituted by new Clause III approved at the Extra Ordinary General Meeting (EGM) held on 11th October 2024


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Mr. Mayank Kumar Sharma

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

NAME, DESCRIPTION, ADDRESS AND OCCUPATION OF THE SUBSCRIBER	NO. OF EQUITY SHARES TAKEN BY EACH SUBSCRIBER	WITNESS
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① A. B. PAKVASA
 AKSHAY B. PAKVASA
 SON OF BHASUBHAI V. PAKVASA
 A-603, AMRIT,
 IS, CARTER ROAD,
 BOMBAY 400-052
 OCCUPATION : BUSINESS
 DIRECTOR

10
(TEN)

SRI RAJESH V. PATWA
 SON OF VINODKANT PATWA
 CHARTERED ACCOUNTANT
 104, SEETA KUTIR,
 C.D. BARFIWALA MARG,
 ANANDHERI (W),
 MUMBAI - 400 058.

Patwa, R.V.

② S.A. PAKVASA
 SONAL PAKVASA
 WIFE OF AKSHAY PAKVASA
 A-603 AMRIT,
 IS, CARTER ROAD,
 BOMBAY 400 052
 OCCUPATION : BUSINESS

10
(TEN)
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SAMEER
 DIRECTOR
 Bombay,

Dated : 18/3/96

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