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THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
Esprit Stones Limited

- I. *The name of the Company is "Esprit Stones 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 MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
1. To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local or other bodies, the business to manufacture, undertake, design, research, develop, improve, process, make, prepare, plan, assemble, install, retrofit, maintain, service, use, purchase, sell, resale, market, import, export, trade, all kinds of engineered stones, compound stone, quartz surfaces made by bonding together grits of inert materials with structural resin also Marble, Granite, Sandstone in any form like block, slabs, tiles, counter tops, table tops, flooring etc. and to undertake contract manufacturing, job work, installation, projects, maintenance, consulting, management, and turnkey projects related to above and to do all incidental acts and things necessary for the attainment of the above objects. To manufacture and mine raw material for manufacturing for engineering/ Artificial/natural stones to crush/ grind/ mineral etc. to install unit for engineering/ Artificial/ natural stones .
 2. To acquire by purchase, lease, assignment, transfer or otherwise mines, mining rights or any other earthen surface containing marble, granite or any other stones, mineral deposits or ores of all kinds and to search, prospect, mine, win, set, quarry, raise, beneficiate, calcine, refine, dress, process, mercantile, buy, sell, export, import or act as agent for marble, granite or any other stones, mineral deposits or ores of all kinds.

*The company has altered the name clause by converting the Company from Private Limited Company to Public Limited Company pursuant to members' resolution passed at the Extra Ordinary General Meeting held on January 12, 2024.

Viten Gattani


(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:-

1. To purchase, sell, acquire, erect, manufacture, construct, maintain, work, install, import, export and to deal in buildings, plant and machinery, all materials and substances and ancillaries used in process of preparing and manufacturing of various items and to deal in any of the by-products of the manufacturing processes which the company may undertake.
2. To manufacture, purchase or sell, import, export or otherwise handle or deal in land, products required to run the plants of the company.
3. To obtain technical services and provide all assistance in planning, construction, erection and installation of appliances, apparatuses, equipment, plant and machinery related to the business of the company and to obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.
4. To design, construct, fabricate and manufacture buildings, mills, factories, plant, equipment, accessories, apparatus, parts and machinery required for the business of the Company.
5. To establish, equip, maintain, subscribe to or become member of trailing institutions, research laboratories, research institutions and experimental workshop for scientific and technical research and experiments and to earn on analytical experimental and other works and research for implementing the objects.
6. To apply for and procure licences under the Industries (Development and Regulation) Act for establishment of new industries for attainment of the main objects.
7. To use trade-marks or trade names or brands for the products and goods of the Company and adopt such means of making known the business and products of the Company or any other Company in which this 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 exhibitions, of work 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 Section 182 of the Companies Act. 2013.

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8. To acquire and undertake the whole or any part of the business, property, assets undertakings, belongings, funds, obligations, contracts and agencies, rights or liabilities of any person, Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith others or which is capable of being, conducted so as directly to joint venture or any other arrangement which the Company or body corporate on such terms conditions and considerations as the Company may think fit.
9. To pay any premia, commission or salaries and to pay for any property rights or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion or formation of the business of the company or in case of conversion into public company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures, debentures stock or other securities of the Company as may be permissible by law on conversion into a public Company or otherwise 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 bonds, debentures and other securities and all or any part of the property of the Company.
10. Subject to the provisions of section 73 of the companies act, 2013 and the Rules framed there under and directions issued by Reserve Bank of India from time to time as may be applicable to borrow or raise money or receive money on deposit on interest or otherwise in such manner as the Company may think fit and in particular 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 and revenues of the company present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely 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 banking business as defined in the Banking Regulations Act, 1949 for the time being in force.
11. 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.

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Arjun Gattani

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12. To take 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.
13. To purchase take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, building, stock-in-trade and to construct maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, undies, bills of exchange, bills of landing 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.
15. Subject to the provisions of law to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act 1949.
16. Subject to the provisions of section 73 of the Companies Act, 2013 and the Rules framed there under and the directions issued by the Reserve Bank of India to receive, grants loans, advances or other moneys or deposits or otherwise from the State or Central Government, banks, companies, trusts or individuals with or without allowing interest thereon.
17. 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 procure from and communicate to any such association such information as, may be likely to further the objects of the company.
18. To communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and concern and promote measures for the protection of the trade, industry and persons engaged therein.
19. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell, or otherwise dispose of the whole or any part of the undertaking any land, business, property
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Vincent Gattani

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rights or assets of the company including all and every description, apparatus or appliances or any shares of interest therein respectively in such manner and for such Consideration as the Company may think fit and according to the 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.

20. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part the property and rights of the Company.
21. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any 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.
22. To merge, reconstruct, 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 benefit the Company.
23. 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 any other purpose which may seem directly or indirectly calculated to 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.
24. 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.
25. To apply the assets and income 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 of scientific research industry or commerce which is directly or indirectly deemed conducive for the attainment of main objects.
26. To establish the agencies in India and elsewhere and to regulate and to discontinue the same

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M. Gattani



27. To establish the branches of the Company and to get them recognised in any part of the world outside the Union of India.

28. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation 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 any time, Directors or Officers of the Company or any of such dependent or connection of any such 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 Institution, Association, funds, clubs, trusts, profit sharing or other schemes and by providing; subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurances, of such person as aforesaid and to do any of the matter aforesaid either alone or in conjunction with any other Company as aforesaid.

29. To issue as fully or partly paid up any shares securities, bonds, debentures or other obligations of the Company in consideration of any privileges concessions 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.

30. To enter into any collaboration or arrangements with the Government of India or Foreign Government or Companies with any States 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 front any such Government, State Authorities or persons any rights, powers, privileges, licences, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out, exercise and to comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions

31. To subscribe in or donate to or guarantee money for any National philanthropic, 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

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Walter Gattani


indirectly to further the objects of the Company or interest of its members, subject to the provisions of the Companies Act 2013.

32. 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.

33. To undertake and execute any trust either gratuitously or otherwise.

34. On winding up of the Company to distribute all or any part 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 or kind subject to the provisions contained in the Companies Act, 2013.

35. To do all or any of the 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

36. To manage and deal in land, buildings and other properties; to collect rents and income and to supply tenants and occupiers and others refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry. Conveniences, electric conveniences, stables and other advantages.

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. *The Authorised Share Capital of the Company is Rs 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- each.

* The company has altered its Memorandum of Association by increasing its authorised share capital to Rs. 10,00,00,000/- (Rupees Ten Crores only) vide passing Ordinary Resolution in its Extra Ordinary General Meeting held on November 30, 2021.

** The company has altered its Memorandum of Association by increasing its authorised share capital to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) vide passing Ordinary Resolution in its Extra Ordinary General Meeting held on December 16, 2023.

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Vincent Gattani


We the several person whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Articles of Association and we respectively agree to take the numbers of shares in the capital of the company set opposite to our respective names:

S. No.	Names, addresses, descriptions and occupations of subscribers	No. of Shares taken by each subscriber	Photograph and signature of subscribers	Signature, names, addresses, descriptions and occupations of witnesses
1.	Mangi Lal Lunawath S/o Late Mohan Lal Lunawath L3/53, Jaishree Colony, Bohora Colony, Udaipur-313001, Rajasthan	40,000 (Forty Thousand)	Sd/-	I witness to all subscribers who have subscribed and signed in my presence 13/10/2016 at Udaipur. Further, I have verified their identities detail (ID) for their verification and identification and satisfied myself of their identification particulars as filled in. Sd/- Signed Before me: (Ritesh Parakh) Chartered Accountant (M. No. 403406) 250, Bhamashah Marg, Mukherjee Chowk, Udaipur- 313001.
2.	Sunil Lunawath S/o Shri Mangi lal Lunawath B-132, Road no 1, Mewar Industrial Area, Udaipur	30,000 (Thirty Thousand Only)	Sd/-	
3.	Pradeep Lunawath S/o Mangi Lal Lunawath L3/53, Jaishree Colony, Bohora Colony, Udaipur-313001, Rajasthan	30,000 (Thirty Thousand Only)	Sd/-	
4.	Sunil Gattani S/o R L Gattani, 303, Orbit Complex four buglow scheme, Subhash nagar, Udaipur-313001	50,000 (Fifty Thousand Only)	Sd/-	
5.	Nitin Gattani, S/o K G Gattani, 380, Ashok Nagar, Shreeniketan, Udaipur	50,000 (Fifty Thousand Only)	Sd/-	

Total Shares Taken: 200000

Date: 13th Thirteenth day of October Two Thousand and Sixteen

Place: Udaipur

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Nitin Gattani

