



प्राहण० झाई० आर०
Form I. R.

निगम का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० की सं०
No. 11-58729 of 19 90

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का सं० 1) के अधीन निगमित की गई है और वह
कम्पनी परिसीमित है।

I hereby certify that **GOLKUNDA DIAMONDS &
JEWELLERIES LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the
Company is limited.

मेरे हस्ताक्षर से आज ता० को दिया गया।

Given under my hand at... BOMBAY... this... THIRTIETH
day of... OCTOBER... One thousand nine hundred and... NINETY



(R. KOTARAMURTHY)
कम्पनियों का रजिस्ट्रार
Registrar of Companies

ज० एस्० सी०
J. S. C. A.

भासमटेक-52 मिनिस् 55-86-भासमटेक-(सी-201)-10-8-89-10,000.
MGATC-52 CIVILS-86-GIPTC-(C-201)-10-8-89-10,000.

No. 11-58729



सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसार
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि.....

जो कम्पनी अधिनियम, 1956 के अधीन तारीख.....को नियमित की गई थी और जिसने आज विहित प्रारूप में सम्यक् रूप से स्थापित बोझपा काइरा कर दी है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the.....**GOLKUNDA DIAMONDS & JEWELLERIES**.....
LIMITED.....

which was incorporated under the Companies Act, 1956, on the.....**THIRTIETH**..... day of.....**OCTOBER**.....19 **90**, and which has this day filed a duly verified declaration in this 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.

मेरे हस्ताक्षर से यह तारीख.....को
में दिया गया।

Given under my hand at.....**BOMBAY**
this.....**TWENTY FIRST**.....day of.....**NOVEMBER**.....One thousand nine hundred
and.....**NINETY**.....



(H.S. SHARMA)
कम्पनियों का रजिस्ट्रार

ADDL. Registrar of Companies

जे० एन० सी०-10
J.S. C-10.

11- 58729

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME.

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,
BOMBAY

In the matter of **GOLKUNDA DIAMONDS & JEWELLERIES LIMITED.**

I hereby approve and signify in writing under
section 21 of the Companies Act, 1956 (Act I of 1956) read
with the Govt. of India, Dept. of Company Affairs,
Notification No. GSR 50/E dated the 24th June, 1985
the change of name of the company,

FROM **GOLKUNDA DIAMONDS & JEWELLERIES LIMITED.**

TO **GOLKUNDA DIAMONDS & JEWELLERY LIMITED.**

and I hereby certify that **GOLKUNDA DIAMONDS & JEWELLERIES LIMITED.**

which was originally incorporated on THIRTIETH
day of OCTOBER 1950 under the **COMPANIES Act, 1956**
and under the name **GOLKUNDA DIAMONDS & JEWELLERIES LIMITED.**

having duly passed the necessary resolution in terms of
section 21/~~21(1)(a)~~ of the Companies Act, 1956
the name of the said company is this day changed TO

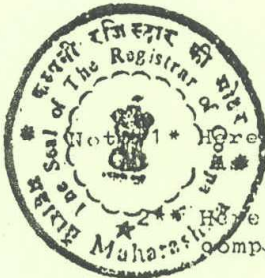
" **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**".

and this certificate is issued pursuant to section 23(1)
of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS **FOURTHENTH**
DAY of **JANUARY 1992** (One thousand nine hundred ninety - two).

G. Srinivasan
(G. SRINIVASAN)

REGISTRAR OF COMPANIES
MAHARASHTRA, B' BAY.



Here give the name of the company
existing prior to change.

Here give the name of the Act(s) under which
company was originally registered and incorporated.

**** (THE COMPANIES ACT, 2013)**
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
GOLKUNDA DIAMONDS AND JEWELLERY LIMITED

- I. The Name of the Company is **GOLKUNDA DIAMONDS AND JEWELLERY 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 THE FOLLOWING:—**

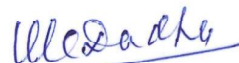
(A) The Main objects to be pursued by the Company on its incorporation are:

1. To carry on business as importers, exporters, manufacturers, processors, refiners, converters, finishers, polishers, cutters, cleaners, sellers, buyers, agents and merchants of diamonds, pearls and other precious stones and metals of all kinds and descriptions and to buy, take on lease or license, grant or otherwise acquire mines, mining rights in any land or other places and to explore, work, develop and turn to account the same and to deal in import licenses.
2. To carry on all or any business of goldsmith and jewelers and of manufacturing and/or dealing in jewellery, utensils, bullion, paintings, manuscripts, curios, antiques and objects of art.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS:

3. To pay out of the fund of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its Capital including brokerage and commission for obtaining applications, for or taking, placing or underwriting or procuring the underwriting of Shares, Debentures or other Securities of the Company.
4. To amalgamate, enter into partnership or into arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any person, firm or company having similar objects.
5. To undertake or participate in the formation, management, supervision or control of the business operations of any other Company, firm or person having similar objects.

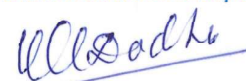
For Golkunda Diamonds & Jewellery Ltd.



Director

6. To receive or raise or borrow money on deposit or loan or in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, pledge, charge or lien or otherwise upon all or any of the Company's property (both present and future) including its uncalled capital and else by a similar mortgage, pledge, charge or lien or otherwise to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be but shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949 and shall be subject to the provisions of Section 73 of the Companies Act, 2013 and directives of the Reserve Bank of India.
7. To purchase, acquire or undertake the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or Company having similar objects, and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, money's worth or otherwise as may be deemed fit.
8. To enter into any arrangements with any Governments or authorities that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, permits, licenses and concessions, which the Company may consider necessary or comply with any such arrangements, rights, privileges, licenses, permits or concessions.
9. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of business concerns and undertakings and generally of any assets, concessions, properties or rights
10. To sell, mortgage, exchange, grant, lease, license, let out, option, easement and other rights in respect of and to improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other Company, whether partly paid up or fully paid up.
11. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose.
12. To draw, make, accept endorse, discount negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
13. To procure the registration, incorporation or recognition of the Company under the laws and regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.

For Golkunda Diamonds & Jewellery Ltd.



Director

14. To donate, contribute or gift in cash or kind, for any national, charitable, benevolent, public, or useful purposes, or to any institutions, club, society, research association fund, university, college or any other person or body.
15. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or any Corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.
16. To apply for, promote, and obtain any statute, order, regulations or other authorization or enactment and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
17. To apply for purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulate, licenses, concessions and the like or any secret or other information.
18. To establish and maintain or procure the establishment and maintenance of or contribute to any contributory or non-contributory pension or superannuation or provident or other funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or who are or were at any time Directors, or Officers of the Company and the wives, widows, families and dependents of any such persons, and also establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid.
19. To open bank account of all kinds including overdraft accounts, and to operate the same.
20. To distribute amongst the Members of the Company in specie or kind any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of the winding up of the Company, subject to the provisions of the Companies Act, 2013.
21. To invest and deal with the moneys of the Company not immediately required in any manner.
22. To adopt such means of making known and advertising the business of the Company as may seem expedient.

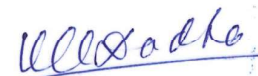
For Golkunda Diamonds & Jewellery Ltd.

Alexandra

Director

23. To accept gifts, bequests, devises and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.
24. To undertake, aid or promote research in economic, fiscal, commercial, financial, agricultural, medical, industrial, mining, technical and scientific problems and matter
25. To become member of other bodies of persons and associations, including societies, clubs and companies limited by guarantee, whether formed for profit or for non-profit activities.
26. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what is considered to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which is likely to promote national welfare or social or economic or moral uplift of the public or any section of the public and in such manner and by such means as the Company may think fit.
27. To acquire, take on lease or hire or otherwise, build, construct, erect, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and/or manage any buildings, land offices, roads, docks, godowns, showroom, shops, - factories mills and other works and conveniences which the Company may think directly or indirectly conducive to its object or Advance the interest of the Company and to contribute or otherwise assist to 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.
28. To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any Company or of any authority, Central, State, Municipal, Local or otherwise, of any persons, whatsoever, incorporated or not incorporated and generally to transact all kinds of guarantee business, and to further transact all kinds of trust and agency.
29. To acquire from time to time and to manufacture and deal in all such stock-in-charge, plant and machinery, goods, chattels and effects as may be necessary or convenient for business for the time being carried on by the Company.
30. To advance, deposit, or lend money, securities and property (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms, or bodies, corporate as the Company thinks fit and in particular to customers and other having dealings with the Company and on such terms as may deem expedient.
31. To carry out the objects of the Company and do all or any of the above things in any part of the world, and either as principal, agent, contractors or trustees or otherwise,

For Golkunda Diamonds & Jewellery Ltd.



Director

and by or through trustees or agents or otherwise and either alone or in conjunction with others.

IV. IV. The liability of the members is limited to the amount unpaid, if any, on the shares held by them.

V. The Authorized Share Capital of the company is Rs. 7,00,00,000/- (Rupees Seven Crore) divided into 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

**** *Altered vide passing Special Resolution by taking members approval at the Annual General Meeting held on 29th June, 2022***

For Golkunda Diamonds & Jewellery Ltd.



Director

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 agree to take the number of shares in the Capital of the Company set opposite our respective names:

Names, address, description and occupation of Subscribers	No. of Equity Shares taken by each	Signature of Subscribers	Signature, name, address description and occupation of Witness
MR. KANTI KUMAR DADHA S/o. Late Shri Hemsingh Dadha 101, Patel apartment, Bldg. No.7 B. G. Kher Road, Worli, Bombay-400 018 (BUSINESS)	10 (Ten)	Sd/-	
SHYAM SINGH BAID S/o. Late Narayan Singh Baid 603 Divyalok, Nepean Road Bombay-400 006. (BUSINESS)	10 (Ten)	Sd/-	WITNESS TO ALL Sd/- ASHOK BALIYA S/o. Jaswantraaj CHARTERED ACCOUNTANT 802, Stock Exchange Tower Dalal, Street, Fort, Bombay-400 023
MR. DALIP MEHTA S/o. L. Sukhchandji Mehta 30/102, A, Manish Lotus H.S.Ltd. Manish Nagar, Andheri (W) Bombay-400 058 (BUSINESS)	10 (Ten)	Sd/-	
SMT. KUSUM DADHA W/o. Shri Kanti Kumar Dadha 101 Patel Apt. Bldg. No.7 B. G. Kher Road, Worli Bombay-400 018 (BUSINESS)	10(Ten)	Sd/-	
MR. KARAN SINGH BAID S/o. Late Narayan Singh Baid Shivam Apartment, Sumul Dairy Road, Surat-8 (BUSINESS)	10 (Ten)	Sd/-	
SMT. MANGALA MEHTA W/o. Shri Shyam Singh Baid, 603,Divyalok, Nepean Road, Bombay-400 006 (BUSINESS)	10 (Ten)	Sd/-	
श्रीमती उमराल कंवर मेहता W/o. स्व. श्री नारायण सिंह बैद 603, दिव्यलोक, नेपियन रोड, बम्बई-400 006 (व्यापार)	10 (Ten)	Sd/-	The contents of these Memorandum of Association has been explained to her and after understanding the same she has signed.
TOTAL :	70 (Seventy)		Sd/- ASHOK BALYA

Dated : 17th October, 1990
Bombay

****THE COMPANIES ACT, 2013**

ARTICLE OF ASSOCIATION

OF

GOLKUNDA DIAMONDS & JEWELLERY LIMITED

(COMPANY LIMITED BY SHARES)

TABLE-F

Constitution of the Company

- a) The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply in so far as the same are not provided for or are not inconsistent with these Articles.
- b) The regulations for the management of the company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

Interpretation

I. (1) In these regulations—

"The Act" means the Companies Act, 2013,

"Board" shall mean the board of directors of the company, as constituted from time to time, in accordance with law and the provisions of these Articles.

"The Company" shall mean GOLKUNDA DIAMONDS AND JEWELLERY LIMITED

"Director" shall mean any director of the company, including alternate directors, independent directors and nominee directors appointed in accordance with law and the provisions of these Articles.

"Dividend" shall include interim dividends.

"Equity Share Capital" shall mean the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.

For Golkunda Diamonds & Jewellery Ltd.



Director

"Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 10/- (Rupees Ten) per equity share or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares

"The seal" means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

(3) THE COMPANY IS A PUBLIC COMPANY WITHIN THE MEANING OF SECTION 2 clause 71 OF THE COMPANIES ACT, 2013 AND ACCORDINGLY:

"Public Company" means a company which—

(a) is not a private company; and

(b) has a minimum paid-up share capital as may be prescribed.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

For Golkunda Diamonds & Jewellery Ltd.



Director

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking pari-passu therewith.

For Golkunda Diamonds & Jewellery Ltd.



Director

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

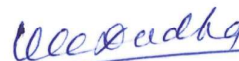
11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. The receipt of the Company for consideration given for the share on the sale thereof shall constitute a good title to the share and the purchaser shall be registered as the holder of the share.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

For Golkunda Diamonds & Jewellery Ltd.



Director

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(iv) All calls shall be made on a uniform basis on all shares falling under the same class.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

For Golkunda Diamonds & Jewellery Ltd.



Director

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The instrument of transfer shall be in writing and all the provisions of the Act, the Rules and applicable laws shall be duly complied with in respect of transfer of shares and registration thereof.

21. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

22. In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

23. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

For Golkunda Diamonds & Jewellery Ltd.



Director

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

24. The provisions relating to instrument of transfer shall not apply to the shares of the Company which have been dematerialized.

Transmission of shares

25. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall be taken to release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with any other persons.

26. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may be required by the Board from time to time and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased, liquidated or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(iii) The Company shall be fully indemnified by such person from all liability, if any, for actions taken by the Board to give effect to such registration or transfer.

27. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer was a transfer signed by that member.

For Golkunda Diamonds & Jewellery Ltd.



Director

28. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with

Forfeiture of shares

29. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and all reasonable expenses that may have been incurred by the Company by reason of non-payment.

30. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

31. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

32. (i) The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share and shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

(ii) Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the

For Golkunda Diamonds & Jewellery Ltd.



Director

Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided.

33. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) The Board may, at any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

34. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive the payment in whole or in part.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

35. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

36. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

37. The Board may subject to the provisions of the Act, accept from any member on such terms and conditions as they think fit, a surrender of his shares or stock or any part thereof.

For Golkunda Diamonds & Jewellery Ltd.

Ullas Adla

Director

Alteration of capital

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

39. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

40. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

(a) its share capital;

For Golkunda Diamonds & Jewellery Ltd.



Director

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalization of profits

42. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

For Golkunda Diamonds & Jewellery Ltd.



Director

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

44. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

45. All general meetings other than annual general meeting shall be called extraordinary general meeting.

46. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

47. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

48. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

For Golkunda Diamonds & Jewellery Ltd.



Director

49. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

50. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

51. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

52. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.


53. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

54. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

55. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by

For Golkunda Diamonds & Jewellery Ltd.


Director

his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

56. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

57. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

58. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

59. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

60. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

61. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

62. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The first directors of the Company are:

1. KANTIKUMAR HEMSINGH DADHA
2. SHYAMSINGH NARAYANSINGH DADHA

For Golkunda Diamonds & Jewellery Ltd.

W. Dadha

Director

3. KARANSINGH NARAYANSINGH DADHA

63. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

64. The Board may pay all expenses incurred in getting up and registering the company.

65. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may think fit respecting the keeping of any such register.

66. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

67. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

68. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

For Golkunda Diamonds & Jewellery Ltd.



Director

70. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

71. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

72. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of themselves to be Chairperson of the meeting.

(iii) The same individual may, at the same time, be appointed or reappointed as the Chairperson of the Company as well as the Managing Director and/ or Chief Executive Officer of the Company.

73. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

74. (i) A committee may elect a Chairperson of its meetings.


(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

75. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

(iii) Subject to the provisions of the applicable laws, the quorum for the meetings of Committees of the Board would be such as may be decided by the Board, while constituting a Committee.

For Golkunda Diamonds & Jewellery Ltd.



Director

76. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

77. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Powers of the Board

78. The management of the business of the Company shall be vested in the Board and the Board may, subject to the requirements of applicable laws, exercise all such powers, and do all such acts and things, as the Company is by its Memorandum of Association or Articles of Association or otherwise authorized to exercise or do.

80. All cheques, promissory notes, drafts, hundies, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine

81. Subject to the provisions of these Articles, the Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property (both present and future) and uncalled capital; or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party

81. The Company shall subject to the provisions of the Act and the Rules, keep and maintain at its Office or such other places as the Board may, decide, the statutory registers including register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of Beneficial Owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, by the persons entitled thereto on payment, where applicable, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

82. No member or other person (not being a director) shall be entitled to visit or inspect any works or premises of the Company without the prior written consent of the Directors, key managerial personnel or such other senior executives, as may be prescribed

For Golkunda Diamonds & Jewellery Ltd.

UCC Sada

Director

Provided further that the powers specified in Section 179 of the Act shall be exercised only at meetings of the Board but the same be delegated only to the extent therein stated.

Retirement by Rotation

83. At every Annual General Meeting of the Company, one- third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. The retiring Director shall retain his office until dissolution of the meeting at which his successor is elected

84. At every Annual General Meeting of the Company, one- third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. The retiring Director shall retain his office until dissolution of the meeting at which his successor is elected

85. A retiring Director shall be eligible for re-election

86. Subject to the provisions the Act, the Company, at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

87. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.


88. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

89. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that

For Golkunda Diamonds & Jewellery Ltd.



Director

behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

90. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

91. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

92. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

93. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.


(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

94. The Board may deduct from any dividend or other money payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

95. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint

For Golkunda Diamonds & Jewellery Ltd.



Director

holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

96. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

97. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

98. No dividend shall bear interest against the company.

Accounts

99. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Winding up

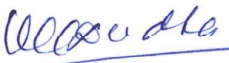
100. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

For Golkunda Diamonds & Jewellery Ltd.


Director

Indemnity

101. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

General Powers

102. Wherever in the Act, the rules or other applicable laws, it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case, this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

***** Altered vide passing Special Resolution by taking members approval at the Annual General Meeting held on 29th June, 2022***

For Golkunda Diamonds & Jewellery Ltd.

1000 su dha

Director

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:

Names, address, description and occupation of Subscribers	No. of Equity Shares taken by each	Signature of Subscribers	Signature, name, address description and occupation of Witness
MR. KANTI KUMAR DADHA S/o. Late Shri Hemsingh Dadha 101, Patel apartment, Bldg. No.7 B. G. Kher Road, Worli, Bombay-400 018 (BUSINESS)	10 (Ten)	Sd/-	WITNESS TO ALL Sd/- ASHOK BALIYA S/o. Jaswantraj CHARTERED ACCOUNTANT 802, Stock Exchange Tower Dalal, Street, Fort, Bombay-400 023
SHYAM SINGH BAID S/o. Late Narayan Singh Baid 603 Divyalok, Nepean Road Bombay-400 006. (BUSINESS)	10 (Ten)	Sd/-	
MR. DALIP MEHTA S/o. L. Sukhchandji Mehta 30/102, A, Manish Lotus H.S.Ltd. Manish Nagar, Andheri (W) Bombay-400 058 (BUSINESS)	10 (Ten)	Sd/-	
SMT. KUSUM DADHA W/o. Shri Kanti Kumar Dadha 101 Patel Apt. Bldg. No.7 B. G. Kher Road, Worli Bombay-400 018 (BUSINESS)	10(Ten)	Sd/-	
MR. KARAN SINGH BAID S/o. Late Narayan Singh Baid Shivam Apartment, Sumul Dairy Road, Surat-8 (BUSINESS)	10 (Ten)	Sd/-	
SMT. MANGALA MEHTA W/o. Shri Shyam Singh Baid, 603,Divyalok, Nepean Road, Bombay-400 006 (BUSINESS)	10 (Ten)	Sd/-	The contents of these Articles of Association has been explained to her and after understanding the same she has signed. Sd/- ASHOK BALYA
श्रीमती उमराल कंवर मेहता W/o. स्व. श्री नारायण सिंह बैद 603, दिव्यलोक, नैपियन रोड, बम्बई-400 006 (व्यापार)	10 (Ten)	Sd/-	
TOTAL :	70 (Seventy)		

Dated : 17th October, 1990
Bombay