

THE COMPANIES ACT 2013*
(COMPANY LIMITED BY SHARES)

MEMORENDUM OF ASSOCIATION
OF
EPUJA SPIRITECH LIMITED*

I. The Name of the company is EPUJA SPIRITECH LIMITED*

*modified in accordance with companies act 2013 vide special resolution passed in Annual General Meeting dated 28th September, 2023.

II. The Registered office of the company will be situated in the state of Maharashtra.

III. The object for which the company is established are :

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE AS UNDER:

1. To carry on in all parts of the world the business of making producing, exhibiting, distributing, renting, letting on hire and otherwise exploiting cinematograph and television films and motion pictures of all kinds, and to act as agents for the purchase, sale, hiring, and exploitation of such films and generally to manufacture, buy, sell, hire, produce or otherwise deal in cinematograph, television and other films and video recording, and photographic or other article, plants and machinery.

2. To provide online and conventional facilities for prayers, rituals, ceremonies religious celebrations and all other kind of worship and expressions of faith, independently and in association with all kinds of religious organizations and institutions, including but not limited to, temple, church, mosques, gurudwaras, synagogues, fire temple, derasars, monasteries, place of pilgrimage, religious trust, and religious congregations of all kinds and aid and assist, with online and conventional services, all kinds of expressions of religious and spiritual faith by any person or persons in India and anywhere in the world and to design, build, program, operate and maintain online and/or technology enabled products and process including, but not limited to, web sites, web portals, web-based discussion forums, web based content in various forms and formats, automated business systems, mobile consumer interactive process, wirelessly enabled technology process, digital monitoring and tracking system, digital database and analytical system, digitally programmed and/or programmable device, digital security and surveillance system, digital communication network, digital 2D and 3D design, and printing system, digital interactive voice response system, digital content development system and digital content produced and delivered through all kind of digital media and all kinds of digital analytics and auditing systems and t design, program, set up, operate and maintain one or more e-commerce platforms for online retailing of the above products and services and including but not limited to an online store featuring a digital/virtual/online catalog of products and services offered for sale both online and through conventional sales channels, online micro sites featuring products and services offered by alies and associates, and online and mobile applications and downloadable software facilitating information about and access to all above products and services which help in fulfilling the desired objects of the company.

Cheta K. Mehta

3. To carry on in India or elsewhere the business of all kinds of sports, gaming, fitness, gyms, sports cafe or any other genre for maximizing commercial and social benefit, import, export, producing, packaging, marketing all kinds of sport/fitness related merchandise, products, equipment, accessories, supplements, nutrition, wellness, medication, producing, executing, marketing, conceptualizing all formats of sports related materials in existing and, available in future, formats, including but not restricted to gaming, TV, cable, internet, mobile, radio, print etc. managing, promoting, marketing celebrities in entertainment and sports internationally as well as manufacturing and marketing, importing, exporting entertainment/sports/fitness related toys, memorabilia, products, themes and IPR concepts.

4. To carry on business in India and abroad of providing online and offline all types of astrological, horoscope services, solutions, consultation, guidance, knowledge and support to the customers according to their faith, religion and desires, and to provide buy, sell, design, import, export, manufacture all types of spiritual products, gems, stones, idols, malas, jewellery as may be necessary to complete astrological solutions given with different method of astrology customers and to develop astrology software.

*modified in accordance with companies Act 2013 vide special resolution through postal Ballot dated 16th January 2020

* The above clause III(B) has been substituted by new heading titled as "The Object to be pursued by the company on its incorporation" vide special resolution through postal ballot dated 16th January 2020

*The new sub clause-2 has been also been inserted vide special resolution through postal ballot dated 16th January 2020

*The new sub clause 3 & 4 has also been inserted vide special resolution passed in the Annual General Meeting held on 28th, September 2023.

Chetan K. Murchh

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

1. Production, design, sourcing, trading and representation of products and services related to all the above objectives including but not limited to religious artifacts, instruments and materials required for religious rites and rituals, consumable products for religious rites and rituals, religious spirituals and related content on digital media and in non-digital formats like books, leaflets, posters calendars etc. (printed, embossed painted handwritten etc.) jewelry made from all kinds of metals, alloys and non-metallic materials with and without embellishment by precious and semiprecious gemstones, fabrics and garments related to religious rituals and practices, containers for storage and transport of consumption materials for religious rites, rituals and practices and all other kinds of products and services used in the expression of religious faith and spiritual practices.

2. Products and services related to religious travel and tourism, domestic and international, including hospitality, lodging and boarding services, packaged/conducted tour services guide services translation and interpretation services immigration and customs process support services and travel related health care and insurance services, save and except where such services may be restricted by statute or regulation

3. Conceptualization, development organization, facilitation and management of seminars events exhibitions conferences congregations, fair and all kinds of similar events related to religious faith belief and practice.

4. Training and other human resources development activities in support of all above activities including but not limited to training for conducting religious rites and rituals training for assisting, counselling, guiding and supporting consumers of religious and spiritual services training for consulting and advisory services for all kind of religion spirituality and faith based product and service organization training for creating and/ or using digital/technology- enabled process and recruitment and placement services related to all above objectives.

5. Consumer financing services for all the above save and except services restricted to private enterprises like ours by regulatory system such as those applicable for banking and other financial services.

6. Marketing, promotion, communication and brand-building activities and processes to market all the above.

7. To purchase take on lease or in exchange or otherwise acquire any lands and buildings movable or immovable property or interest in and any rights connected therewith

8. To develop and turn to account any land acquired by the company or in which the company is interested and in particular by laying out and preparing the same for building purpose constructing altering pulling down decorating maintain furnishing fitting up and improving building and by planting, paving draining, jamming cultivating letting building on lease or building on agreement and by advancing money to entering into contacts and arrangement of all kinds with builder tenants and others.

9. To carry on the business of Manufacturer importer and exporters, dealers hirers of jewelries ornaments utensils or precious metals.

10. To undertake and execute any trusts the undertaking of which may seem to the company desirable.

11. To carry on all or any of the following business of building and contractors decorators merchants and dealer in stone sand lime bricks timber hard ware and other building requisites bricks and tiles and terracotta makers job masters carriers licensed and house agents.

12. To construct maintain improve develop work control and manage any water works gasworks reservoirs roads electric power heat and light supply works, telephone work, hotels clubs restaurants baths, place of worship. Places of amusement playing ground parks, gardens reading rooms, stores, shops, dairies and to contribute maintenance development working control and management thereof.

13. To acquire any such shares stock debentures stock bonds obligations or securities by original subscription tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and power conferred by or incident to the ownership thereof.

14. To issue debenture, debentures stock, bonds, obligation and securities of all kind and to frames constitute and secure the same as may seem expedient with full power to make the same transferable by delivery or by instrument of transfer or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights present and future of the company (including if thought fit uncalled capital) or their howsoever.

15. To sell import export and deal in all the article and thing capable or being used in any such business as aforesaid or required by customer or persons having dealing with the company either wholesale or trail.

16. To establish branches, depots, showrooms, services centre, research Bureaus with a view to facilitating the work of the company and to expand its Business.

17. To establish and maintain any agencies or branches in any part of the world for the sale of any material articles or things for the time being at the disposal of the company or for sale or purchase of goods and material required by the company or its constituents or for other purpose whatsoever and to appoint Managers, Brokers canvassers contractors and other persons for the purpose of the company and to discontinued and discharged them.

18. To enter into any arrangement with any government authority central provincial local or otherwise public or quasi-public bodies that may seem conducive to the company object or any rights, privileges and to carryout exercise and comply with any such arrangement rights and concessions.

19. To enter into agreements with the employees Engineers Technical Workmen office staff, salesman and other persons having special knowledge of matters relating to the business of the company full or part time as may be necessary or expedient for conducting the business of the company.

20. To invest and deal with funds of the company in shares investment properties movables & Immovable and securities in such lawful manners as shall from time to time thought necessary to or for benefits of the company subject to provisions of the company act 2013

21. Subject to the provisions of section 73 to 76 of the companies act 2013 read with rules made under chapter V of the companies act 2013, to borrow or raise accept deposits or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures-stock perpetual or otherwise mortgage or any other securities charged or based upon the undertaking of the company or any parts of its property both present and future including the uncalled capital and rights of the company or without any such securities and upon such term as to priority or otherwise and generally to borrowed money in such matter as the company shall think fit.

22. To give guarantee, counter, guarantees, indemnities and/or counter indemnities for any person for any loans or financial assistance or performance of any contract or other obligation.

23. To draw cheques, make accept endorse, discount, execute and issue promissory notes, bill of exchange, bill of lading, charter parties, warrants, debentures, and other negotiable and transferable instruments, but shall not carry on the banking business as defined by banking regulation act 1949.

24. To pay all costs charges and expenses incidental to the promotion formation registration and establishment of the company.

25. To procure the company to be registered or established or to be authorized to do business as accompany with Limited liability in any foreign country or place.

26. To use trademark, Trade Names or brands for the products and goods of the company and adopt such mean of making known the business and or products of the company as may seem expedient and in particular by advertising in newspaper, magazine, periodicals by circulars, by purchase and exhibition of works of arts and interested by opening stalls and exhibitions by publication of books and periodicals by distributing samples and by granting prizes rewards and donation for any political purpose.

27. Subject to monopolies and restrictive trade practices act 1969 to amalgamate with any other company or companies, having object altogether or in part similar to those of this company.

28. To sell the undertaking of the company or any part thereof for such construction as the company may think fit and in particular for shares, debentures bonds or securities of any other company having object altogether or in part similar to those of this company to promote any other company or companies for the purpose which may seem directly calculated to benefit this company.

29. To sell Improve manage, develop, lease mortgagee exchange, dispose of turn to account or otherwise deal with all or any part of property and rights of the company.

30. To distribute any of the property of the company in specific or kind among the members in the event of its winding up.

31. To undertake and execute any trust the undertaking of which seems to the company desirable and either gratuitously or otherwise.

32. To give any officer servants and employees of the company any share or interest in the profit of the company business or any other branch thereof, whether carried on by means of or through the agency of any subsidiary company or not and for that purpose to enter into any arrangement which the company may think fit.

33. To remunerate any person, or body corporate rendering services to the company either by cash payments or by allotment to him or them of shares in the profits of the company.

34. To subscribe or guarantee money for any charitable benevolent public general or useful object and to make donations subject to the provisions of section 182 of the companies act 2013.

35. To form constitute and promote or join in promoting and forming companies societies syndicates, association and undertaking of all kind for the moral and intellectual physical and mental and social advancement of workers generally and to establish and support or and in the establishment of association, institution trusts and conveniences calculated to benefit the employee or ex-employees of the company or the dependent or connection of the such person and to grant pensions and allowance and to make payment towards insurance and subscribe or guarantee money for charitable or benevolent objects or pay for any exhibitions or for any public or general or useful objects.

36. To grant pensions allowances compensations annuities gratuities and bonus and to employees or ex-employees of the company or its predecessors in business or dependents of such persons and to support or subscribe to any charitable, educational institutions.

37. To establish and maintain schools and workshops for the training of the employees, students and apprentices and to send elsewhere for training on behalf of and at the expense of the company or otherwise.

38. To carry on any scientific research or other research, which may be of benefit to the company.

39. To promote carry on and conduct research at any educational or other institution for attainment of above objects.

40. To establish and support or aid the establishment of library or libraries to the benefits of the company to its workers and people in general.

41. To erect purchase or take on lease or otherwise acquire any, mills factories foundries, machinery or any other movable or immovable property for the purpose of the company.

42. To indemnify members, officers, directors promoters and servants of the company against proceedings cost, damages, claims and demands in respect of anything done or ordered to be done for and in the interest of the company or for any loss or damages or misfortune whatsoever which shall happen in execution of the duties of their office or in relations thereof.

43. To create any reserve surplus fund sinking funds insurance fund or any other special fund whether for depreciation for repairing improving extending or maintain any of the property of the company or for repaying liabilities or for any other purpose conducive to the interest of the company or for any purpose whatsoever.

44. To employ persons to write, compose, adapt, or arrange plays, scenario sketches songs music dance and any theoretical musical or variety compositions and to enter into agreement with author composer and lyrics writers or other persons for the dramatic or other rights over operas stages plays revues, ballets musical composition film scenario and other musical and dramatic performances and entertainment or for their productions in any part of the world.

45. To engage, provide and employ or to acts as agents in the engaging, providing and employing of artists, actors, singers, dancers, variety, performers, sportsmen, lecturers, instructors, entertainer and any other persons or companies in connection with the production, transmission, and performance of scenarios, plays, operas, pantomimes, ballets, concerts, exhibitions, sports, entertainments, performance and amusements of any kind.

46. To acquire and dispose of copyright, licenses and other right or interests in any literary, dramatic or musical work, and any poem, song, composition (musical or otherwise) pictures, drawing, work of art or photograph, and to print, publish or cause to be printed or published anything of which the company has a copyright or right to print or publish and to sell, distribute and deal with any matter so printed or published and to grant licenses or rights in respect of any property of the company to any other person firm of company.

47. To carry on any business relating to the mining and working on minerals and production manufacture and preparation of any other minerals which may be usefully and conveniently combined with the engineering or manufacturing business of the company and either for the purpose of any such contracts or as an independent business.

48. To manufacture, buy, sell, refine, repair, grow, import, export and deal in provisions of all kinds.

49. To act as mechanical, civil, electrical, structural and general engineers and fabricators, tool makers, machinists, galvanizers, annealers, enamellers and electroplaters.

50. To undertake and execute contracts or adventures or works involving maintenance and construction of buildings, bridges, canals, dams, railways, roads, aerodromes, water works, gas, works, electrical mechanical and sanitary installations in all departments of central and state government, municipal and

other bodies including government companies as corporations and also to undertake and execute contracts or jobs involving procurements or manufacture and supply all kinds of materials and equipments required for such projects.

51. To carry on the business of manufacturers of dealers in and repairers of engineering products such as automobiles, tractors, motor cycles, scooter, moped vehicles, earth moving machinery and agricultural implements of all types and their part and accessories.

52. To carry on business of manufacturers of and dealers in and agents of all types of containers made of tin, plastic and other material.

53. To carry on the business of manufacturers of and dealers in all types of industrial and domestic gases.

54. To erect install and carry on the business of cold storage and refrigeration plants or plants and air conditioned rooms for the preservation of seedpotatoes, vegetables, fruits, flowers, herbs, egg, meat, milk and its products medicines, drinks fluids and other perishable products of whatever description either fresh or processed.

55. To carry on the business of garage keepers and suppliers of and dealers in petrol, petroleum products, diesels and lubricating oils of all types.

56. To carry on the business of carrier by land sea and air and running of hotels for tourists

57. To mine process, sell, import, export, and otherwise deal in all major or minor minerals as specified in mineral concession rules in particular all materials related to manufacture of refractories ceramics enamelware porcelain wares and stone wares.

58. To design fabricate manufacture process, draw, cast, procure, assemble, purchase, sell, import, export, undertake construction and otherwise deal in machine equipment mill stores and hardware parts of machines, equipment plants testing equipment, related to the manufacture produce and export or import of refractories ceramics, enamelware, Porcelain ware, chemical porcelain, building bricks, heavy clayware's and other similar products.

59. To carry on or acquire or take over business or where in the world of Exporters, importers agents distributors Brokers and dealers in any or all kinds of merchandise produce or things and to carry on business as finance concessioners and general merchants.

60. To carry on business of growers of all sorts of crops including paddy, sugarcane potatoes, fruits vegetables, flowers and for the same to purchase or otherwise acquire land, tenancy rights in land, and groves and to do all things and acts necessary and incidental to the business of cultivation and growing of the above and other products.

61. To carry on business of financing in general of all sorts by lending with or without security and generally to such persons or bodies and upon such terms and conditions as the company may think fit and to purchase sell, hire or let on hire purchase all sorts of motor vehicles, radios, talkies, electrical and accessories provided the company will not do banking business as defined under the banking regulation act 1949.

62. To extend the business of the company by adding to altering of enlarging from time to time all or any of the buildings, premises and machinery for the time being the property of the company also by erecting new or additional building on all or any of the lands and premises for the time being the property of the company and expanding from time to time such some of money as may be in opinion of the directors necessary or expedient for the purpose of improving addition to altering repairing and maintaining the buildings machinery and property of the company.

63. To lend money either with or without security and generally to such persons and upon such terms and conditions as the company may think fit but shall not carry on the banking business as defined under the banking regulation act 1949 and to open account or accounts with any bank or banks and to pay into and to withdraw money from such account or accounts.

64. To carry on the business of purchasing, selling, investing in all types of securities shares, stocks, bonds debentures and securities issued by government by local authorities or by any other company or firms

65. To carry on business as financing of hire purchase transactions.

*The Clause III(B) of the Memorandum of Association of the company be renamed as matters which are necessary for furtherance of the object specified in clause III (A).

* The old sub-clause IA to IC of clause III(C) –other object of the Memorandum of Association of the company be and is hereby deleted in its entirety

*The words ‘Companies Act 1956’ in the existing MOA shall be substituted with the words ‘Companies Act 2013’; wherever required and references to various Section of the company Act 1956 in the existing MOA, be replaced with the references to the corresponding section of the companies Act, 2013.

*modified in accordance with the companies act 2013 vide special resolution through postal ballot dated 16th January 2020.

*Modified in accordance with companies act 2013 vide special resolution through Annual General Meetings dated 28th September 2023

IV The Liability of Members is Limited.

V The Authorized share capital of the company shall consist of Rs. 20,00,00,000 /- (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore only) Equity shares of Rs.1/- each with power to increase or decrease its capital and to divide the share capital into several classes and attach there to respectively any preferential, qualified or special rights privileges or condition as may be from time to time determined by or in accordance with regulations of the company Act 2013.

* Modified in accordance with companies act 2013 vide ordinary resolution through postal ballot dated 29th October 2023.

Chetan K. Mehta