

(THE COMPANIES ACT 1956)
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
Of
REGAL ENTERPRISES LIMITED

I. The name of the Company is **REGAL ENTERPRISES LIMITED**.

II. The Registered Office of the Company will be situated in National Capital Territory of Delhi.*

III. The Objects for which the Company is established are as follows:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY OF ITS INCORPORATION ARE:-

1. To carry on the business of manufacturing, financing and processing of all kinds of Knit-wear, Garments, Fabrics, and Yarn, Automobiles and to manufacture of automobile tools and other light engineers products.

2. To Carding and spinning of all types of woollen, cotton and synthetics yarn, silk, nylon, polyester, fibre, natural silk fabrics and garments.

3. To Import and export of all above mention products.

4. To carry on the business of manufacturers, processors, fabricators, drawers, rollers, re-rollers and traders of ferrous and non-ferrous metals, steels, stainless steels, scraps, bimetal product, copper and copper alloys, alloy steel, sponge iron, prestressed pillars, billets including manufacturing, processing and fabricating of pipes, utensils, wires, nails, wire ropes, wine products, screws, expanded metal hinges, plates, hoops, angles and to manufacture any other engineering products including hospital appliances and surgical instruments and to act as exporters and importers and dealers in all such and allied merchandise.*

5. To carry on or deal in the business of advertising either as contractors or agents or as both and to act as media planner for trade and industry. Further to undertake the business of advertising including booking of advertisements for clients in newspapers, magazines, television and other audio-visual (space on any Radio Station, television centre, internet), print medium and media and publicity, mass communication, consumer research, industrial and sociological research, market, research. To act as printers of the advertising material of every kind and to engage in the business of outdoor advertising media and signage and in particular large format spectacular displays, to manufacture and maintain media and signage products, to market media and signage products and advertising techniques including Souvenirs, hoardings, neon signs and other display devices of all kinds and descriptions to promote the sale or any other interest of trade and in industry, and to deal

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in all kinds of equipment, and material required for the for the purpose of carrying on the business of advertising agents and contractors.

6. To carry on the business of manufacturers or dealers of apparatus, appliances, or material employed by advertising contractors or agents in their business and to purchase or otherwise acquire and undertake the whole or any part of the business, property and liability of any person or firm or an company, carrying on such or similar business or advertising contractors or agents or any other business which may be usefully carried on in connection therewith; to act as dealers in pictures and other artworks, artist colors, oils, paints and other instruments and ingredients and ingredients relating to advertising business;**

****Registered Office shifted from State of Punjab to National Capital Territory of Delhi and new sub-clause 4 inserted in the Objects Clause vide Special Resolution passed through postal ballot on October 20, 2012.***

*****New sub-clause 5 and 6 inserted in the Objects Clause vide Special Resolution passed at Annual General Meeting held on 30th September, 2024.***

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:-

1. To enter into any arrangement or agreements or contract with any person, Association, Firm, or Corporation whether in India or outside, for technical collahoration knowhow training of technicians, or for such other purpose that may seem beneficial and conducive to the objects of Company.
2. To acquire and undertake all or any part of business, property, labilities and rights of any person, firm, or Company carrying on any business which this Company is Authorised to carry on or be possessed of the property suitable for the propose of the Company.
3. To enter into any arrangement with any Government or Authority, (Supreme, Local municipal or otherwise) that may seem conducive to Company's objects or any of them and to obtain from any such Government of Authority all right, concessions and privileges, which the Company may think desirable to obtain in connection with its business and to carry out, exercise and comply with any such arrangements, rights, privileges and concession.
4. Generally to purchase, or take on lease, or in exchange, hire or otherwise acquire any movable or Immovable property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with the Company's property or right, for the time being.
5. To design, develop, alter, exchange, process, manufacture, deal either as principals or agents, let on hire, Import and export the technical know-how, machinery, assembling components and other parts used in the manufacture of products specified above and ancillaries thereof.
6. To Institute, conduct, defend, compound, compromise any legal proceedings against or by the Company.

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7. To remunerate any person, firm or Company for services rendered or to be rendered in the acquisition of property by the Company or the conduct of its business.
8. To employ experts to investigate and examine into the condition prospect value character and circumstances of any business concern and undertaking and generally of any assets property or rights proposed to be acquired by the Company.
9. To do the business or businesses which are ancillary or incidental to the attainment of the main objects which are not specified hereinafter.
10. To Sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal in all or any part of the property and right of the Company.
11. To open account or accounts with any Individuals, firm or company or with any Bank or Bankers or shroffs and to pay into and to withdraw money from such account.
12. To distribute as dividend or bonus, among the members or to place to reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and money arising from the sale by the Company of forfeited shares.
13. To undertake the study of consumer tastes in Indian or foreign markets, and to co-operate with Trade Association and Government Agencies.
14. To establish, purchase and take on lease or otherwise acquire and run shops, showrooms, distributing centers, stores and depot at any place in India and abroad.
15. To acquire, purchase and take on lease all or any of the fixed assets, machinery, furniture stores, stocks of raw and finished materials, privileges, quota rights pertaining to any business to achieve the aforesaid objects.
16. To acquire for the purpose, of the Company by purchase, lease, exchange or otherwise any estates, lands, buildings and hereditaments of any nature or description and any estate or interest therein, and any rights over or connected with land and to turn the same to account as may seem expedient in connection with the business of the Company.
17. 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 in connection with its business and also Invest the money of the company not immediately required in such manner as from time to time may determined provided that the company shall not carry on the business of banking in any such case as defined under the Banking Regulations Act, 1949.
18. To promote any Company or Companies for the purpose of acquiring all of any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

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19. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, the by circular, by purchase and exhibition of works of art or Interest, by publication of books and periodicals and by granting prizes rewards and donations.

20. To take Interest and promote and undertake the formation and establishment of such Institutions, and companies as may be considered to be conducive to the Interest of the Company and also to promote subsidiaries and ancillaries.

21. To sell, lease, mortgage, or otherwise dispose of property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures or securities of any other Company having objects altogether or in part similar to those of this company.

22. To employ/ acquire technical experts, technocrats, consultants, engineers, mechanics, foremen skilled and unskilled labour for any of the purpose business of the Company.

23. To amalgamate with or take over other company or companies having objects altogether or in part similar to those of this Company.

24. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or in part directly or indirectly.

25. To enter into partnership, agreement or into arrangement for sharing profits or into any union of Interest, joint venture, reciprocal concession or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engage In or being authorized to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

26. To apply for, purchase or acquire and protect and renew in any part of the world, any patents, Design, Trade Marks/ Copyrights, patent rights, Invention licences, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any Information as to any Invention which may seem calculated directly or indirectly to benefit the Company in connection with its business and to use, exercise, develop or grant licences in respect of the Information so acquired and to use, exercise, develop or grant licences In respect of the Information so acquired and to spend money in experimenting upon, testing or Improving any such patents, Inventions or rights and to get the existings converted/transferred In the name of the Company

27. To build, construct, alter maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water course wharves, electric works and other works and conveniences which are calculated directly or indirectly to advance the interest of the Company and to join with any person in doing any of these things.

28. To pursue the registration or other recognition of company in any country, state or place and to establish and to regulate agency for the purpose of the Company's business and to apply or Join in

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applying to any Parliament Local, Government, Municipal or other authority or body, Indian or foreign, for any Acts or Parliament laws decrees, concessions, orders, rights or privileges that are conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly indirectly or, to prejudice Company's interest/ rights.

29. To do all or any of Company's business or of principals, agents or representatives of any person firm Company or corporation, having business or objects altogether or in part similar to those of this Company and to carry on the business of the company with foreign collaboration on terms and conditions subject to laws governing the same.

30. Subject to the provisions of the Companies Act, 1956 to invest in any, real or personal property rights or Interest acquired by or belonging to the Company in any personal Company on behalf of or for the benefit of the Company but with the declared trust in favour of the Company.

31. To carry on any business or branch of a business which this company is authorized to carry on by means of or through the agency of any subsidiary or ancillary Company or companies and to enter into any arrangement with any such subsidiary Company/ Companies for taking the Profits, bearing losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any other business or branch so carried on, and to appoint Director or managers of any such Company.

32. To take such steps as may be necessary to give the Company the same rights or privileges in one part of the world as are possessed by local companies or concerns of a similar nature.

33. Subject to the directives of Reserve Bank of India and Provisions of Section 58A & 292 of the Companies Act, 1956 and the rules made thereunder, to borrow or raise money or to receive money on deposit or loan on interest or otherwise In such manner as the Company may think and in particular by the Issue of debentures or debentures stock (Perpetual or otherwise) whether convertible or not, the shares of the Company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or the property, assets or revenue of the Company(both present and future) including its uncalled Capital and to give to the creditors the power of sale and other powers as may seem mortgage, charge or lien to secure and guarantee the performance by the Company In connection with Its business provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.

34. To create depreciation fund, reserve fund, sinking fund, Insurance fund, provident fund or any special or other fund, whether for depreciation or for repairing, Improving, extending or maintaining any of the properties of the Company or for any other purpose whatsoever conducive to the Interest of the Company.

35. To pay all costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company.

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36. To draw, accept and make, endorse, discount and negotiate promissory notes, Cheques, hundies, bills of exchange, bill of lading and other negotiable Instruments In connections with the business of the Company.

37. To train or pay for the training in India or abroad of any of the Company's officers employees or any candidate in the interest of or for the furtherance of the company's objects.

38. To make donations to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to provide for the welfare of the Directors, Officers, employees and ex directors, ex officers, and ex-employees families of the dependents or connection of such persons, by building or contributing to the building of houses, dwelling, chawls or by grants of moneys, pension allowances, bonus or other payments, or by creating and from time to time subscribing or contributing towards places of excursions and recreation, hospitals and dispensaries, medical and other attendance and other assistances as the Company shall think for and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent religious scientific, national or other Institutions and objects which shall have any moral, public or other claim to support or aid by the Company either-by the reason of locality of operations or of public and general utility or otherwise subject to provisions of Section 293 A of the Companies Act, 1956.

39. To give to officers, servants or employees of the Company any share or Interest in the profits of the Company's business or any branch thereof and whether carried on by means of or though the agency of any subsidiary/ancillary Company or not and for that purpose to enter into any arrangements, the Company may think fit.

40. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or employments or any other pecuniary aid to any persons who are or were at any time In the employment or service of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or two who are or were at any time the Director's and Officers of the company or any such other Company as aforesaid, and the wives, widows, families and dependents of any such person, and also establish and subsidies and subscribe to any Institution, association, club or funds calculated to the benefit of or to advance the interests and well being of the company or of any such other Company as aforesaid and make payments to or towards the Insurance of any such persons as aforesaid and to any of the matter aforesaid either alone or in conjunction with any such Company aforesaid.

41. To provide residential and/or sleeping accommodation for workmen and other and in connection with to afford to such persons facilities and convenience for washing, bathing, cooling, reading and writing and for the purchase, sale and consumption of provisions both liquid and solid and for the safe custody of goods.

42. To refer or agree to refer any claim, demand, dispute or any other question, by or against Company or in which the company Is Interested or concerned, and whether between the Company

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and the member or members or their representatives, or between the Company and third parties to arbitration In India and/ or place outside India, and to observe and perform all acts, deeds, matters and things necessary to carry out or enforce the awards/decisions

43. To remunerate any persons or Company for services rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any shares In the Company's Capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisitions of property by the Company or the acquisition of property by the Company or the conduct of its business.

C. OTHER OBJECTS:-

1. To carry on the business of producers and manufacturers of oxygen, dissolve acetylene, nitrogen, argon, hydrogen, carbon-dioxide, nitrous oxide, freon, carbonic acid and other gases kindred.
2. To carry on the business of manufacturers of refractories, bricks, tiles, pipes, pottery earthen ware and ceramic product of all kinds.
3. To act as consulting engineers and management consultants and to prepare project reports and plant layouts and provide technical advice, guidance and supervision in the erection, installation, commissioning, of electric arc furnace and rolling mills and refractory units.
4. To carry on the business of suppliers of electricity for the purpose of the lights, heat, motive power or otherwise and manufacturers of & dealers In apparatus and things required for and capable of being used in connection with the generation, distribution, supply, accumulation, employment of electricity, atomic power and gas generation and manufacturers of various small scale items, electrical appliances any machinery.
5. To manufacture, deal, import, export in all sorts of electronic goods, instruments and wireless sets instruments and articles.
6. To carry on the business of stationers, printers lithographers, electrotypers, photographic printers, photo lithographers, engravers, diesinkers, envelop manufacturers, machine runnals numbricals printers, paper maker, paper bag and account book maker cardboard manufacturers, type, founders, photographers, manufacturers of and dealers in playing, visiting, railways, festive, complimentary and fancy cards, and valentines, dealers In parchments, dealers in stamps agents for the payment, dealers In stamp agents for the payment of stamp and other duties, advertising agent, designers, draftman, ink manufacturers, pen ball pen and pencil manufactures, hook sellers, publishers, paper manufacturers, and dealers in the material used in the manufacture of paper cabinet makers.
7. To carry on the business and to act as cloth merchants, yarn merchants, traders, commission agent, guarantee brokers, money lenders, financiers, contractors, engineers, mechanics, ship owners, carries or in any capacity and to export, Import, buy, sell, barter, exchange pledge, make advance upon and otherwise deal in gold, nonferrous metals, silvers bullion, stock, shares securities, goods, articles, producers, seeds and merchandise of all kinds and descriptions whatsoever.

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8. To purchase, take on lease, hire and otherwise acquire, maintain and work Jute mills, jute process, cotton mills, cotton presses, hemp presses, oil dal and rice mills, Ice factories, and other factories mills, works and plants.
9. To carry on business of carries by land as well as by water of passengers, mails, live stock, Jute, and other merchandise of every description whatsoever.
10. To open and carry on business of companies, Iron foundry work shop or factories, to build, construct and repair, cargo boats, steam launches, steamers, flats, barges and other vessels of any class or description as also motor cars, motor lorries and minibuses of all kinds.
11. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever and to manufacture, sell supply and deal in accumulators, lamps, matters, switch gears, water meters, engines, dynamos, batteries, telephone or telegraphic apparatus of any kind and manufacture of and dealers in scientific Instruments of any kind.
12. To carry on the business of mechanical engineers and manufacturers of machinery, tool makers, brass founders, metal worker, millwrights, machinists, iron and steel makers, iron founders, and converters, smiths, wood workers, builders, painters, metallurgists, water supply engineers, gas makers, printers, carries and merchants and to buy sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds and to carry on any other business (Manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly carried on in connection with above or otherwise calculated, directly or Indirectly, to enhance the value of any of the property and rights of the company for the time being.
13. To prepare, manufacture and produce machineries, plants, tools, Implements and other articles, whatsoever, used or required by the company in relation or incidental to the above mentioned business or any of them or which the company may think profitable to prepare, manufacture or produce.
14. To built, construct, acquire, purchase take on lease, or on rent any buildings, offices factories, mills, shops, machinery, engines, roadways, which are calculated directly or Indirectly to advance the Interest of the Company and to Join with any person in doing any of these things.
15. To carry on the business of manufacturers, hire purchase and hire out of motors, minibuses, motor cars, lorries, taxi and all kinds of vehicles, railway coaches for transport of person and goods whether propelled or moved by electricity, atomic energy all vapour gas or other method of mechanical power
16. To carry on the business of proprietors, managers and consultants of hotels, restaurants cafes, roads houses, hotel, holiday camps, caravan sites, apartment house keepers and to buy, sell Import, procure, manufacture or otherwise deal in food and food products, groceries fruits, confectionery spirit, alcoholic beverages, tobacco, drug suppliers, beverages linen, furniture and other articles required in the said business.

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17. To carry on the business of manufacturers, Importers, exporters, sellers, buyers and dealers whether as wholesalers or retailers of all kinds of electric motors, cables Rolling Mills, Steel Furniture Refractories, Ceramics, and other goods of all kinds.

18. To act as Suppliers, Brokers, Manufacturer, Agents, Indentors, importers and exporters of cycle parts, cycle, auto parts, tractors, scooters parts, swelling machines and its, parts machine tools, agricultural Implements, expellers, electrical goods, hardware's, building materials, hosiery, woolen and textile goods or garments and all types of yarn, furniture all kinds of papers, stationery goods and packing materials, engine parts, rubber products T. V. sets, utensils, stainless steel products, ship and air craft parts, railways spare parts oil and lubricants, acids and chemicals, jewellery and gems, drugs and medicines, ginning machinery parts, Industrial parts, fibre glasses, Vanaspati ghee. oil and fats.

IV. The Liability of the members Is Limited.

V. The Authorized Share Capital of the Company is Rs. 3,50,00,000 (Rupees Three Crore Fifty Lacs) divided into 35,00,000 (Thirty-Five lacs) Equity shares of Rs. 10/- (Rs. Ten) each.

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For Regal Enterprises Limited

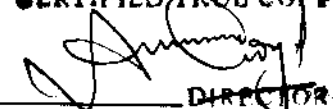
For REGAL ENTERPRISES LIMITED
Firdaus
Director/Authorised Signatory
Firdaus
Director

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

S. No.	Names, Addresses, Description and Occupation of each Subscriber	Number of Shares taken by each subscribers	Signature of Subscribers	Signature of Witnesses with addresses and occupation
1.	MOHIT GUPTA S/o Sh S.R. Aggarwal B VII, 1097, Vikas Nagar, Near Clock Tower, Ludhiana.	25 (Twenty Five)	Sd/-	Witness to all the Signatures Sd/- RAJ KUMAR MEHTA FCA. S/o Sh. Mool Raj Mehta, Raj Mehta & Co. Chartered Accountant 57 A, Tagore Nagar, Ludhiana.
2.	RENU GUPTA W/o Sh. Mohit Gupta, B VII, 1097, Vikas Nagar, Near Clock Tower, Ludhiana.	25 (Twenty Five)	Sd/-	
		50 (Fifty)		

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DIRECTOR
Anuj Goyal
Director

PLACE : LUDHIANA
DATED : 6.11.1989