

[Pursuant to Schedule I (Sections 4 and 5) to the  
Companies Act, 2013)]

**Memorandum of Association**

**of**

**WEALTH MINE NETWORKS LIMITED**

**Table A - MEMORANDUM OF ASSOCIATION OF A  
COMPANY LIMITED BY SHARES**

- I. The name of the Company is "**WEALTH MINE NETWORKS LIMITED**"<sup>1\*</sup>.**
- II. The Registered Office of the company is situated in the State of **Gujarat**.**
- III. [A] THE OBJECT PURSUED BY THE COMPANY ON ITS INCORPORATION IS:**
  - 1. To act as a Merchant Bankers, Portfolio Managers, Underwriters, Sub-Underwriters, Consultants for Capital Issues, Advisors to Capital Issues, Registrars to the issue, Share Transfer Agents, Investment Consultants, Consultants and Management Advisors to Corporate Bodies, Individuals and Promoters in commercial, industrial management and policy matters and to make project evaluation, feasibility studies, project report, and surveys and to give expert advice and suggest ways and means for improving efficiency in business organization and concerns and industries of all kinds and/or to act as lead managers, co-managers to issue of shares, stocks, bonds, debentures, commercial paper or other securities of bodies corporate or industrial undertaking and/or shares ,stocks, bonds, debentures, commercial paper or other securities issued to any government or semi-government authority or public authority of government under taking or stocks, bonds, debentures or of the securities.**
  - 2. To carry on business of investment and to undertake and transact and deal in bills of exchange, hundies, promissory notes and other negotiable instruments and securities and also to issue on commission, to subscribe for, underwrite, take, acquire and hold, sell and exchange and deal in shares, stocks, bonds or debentures or securities of any government or public authority and/or to acquire any such shares, stocks, debentures, bonds by original subscriptions, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.**
  - 3. To carry on the business of Consultants and/or Advisors in the fields Marketing, Branding, Advertising, Communication, Public Relation Services, Media, Primary and Secondary market issue related services, brokers, Commission agents, liaisoning services with the regulatory authorities / bodies.**

Note: 1\*The company has altered its name clause vide resolution passed at extra ordinary general meeting held on Friday 04<sup>th</sup> July 2025, removed word "Private" to pursue the conversion into Public Limited company.

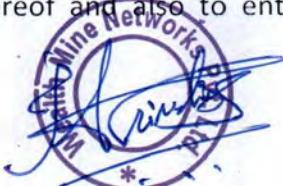


**[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

1. To act as agents for any financial institution, bank, non-banking financial institution and other lending agency for the purpose of recovering their dues and to provide advisory and consultancy services to financial institutions, banks, nonbanking financial institutions and other lending agencies for recovering/realizing their dues including non-performing financial assets.
2. To act as a manager to manage the secured assets, the possession of which has been taken over by financial institution, banks, non-banking financial institutions and other lending agencies as secured creditors and to act as receiver, if appointed by any court, tribunal or any other statutory authority.
3. To enter into a partnership or Limited Liability Partnership agreement or any other arrangement for sharing of profits, union or interests, cooperation, joint venture, franchisee, reciprocal concession or otherwise, or collaborate with any person or company, carrying on or engaged in any business of transaction, either in India or abroad, which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit the Company.
4. To open business or branch of a business, which this company is authorised to carry on, by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch as carried on, or for financing and subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any time and either temporarily or permanently to close any such branch or business.
5. To nominate directors or managers of any subsidiary company in which this company is or may be interested.
6. To send out to foreign countries Directors, Employees, in promoting the interest of the company and to pay all the expenses incurred in this connection.
7. To take part in the management, supervision and control of the business or operations of any company or undertaking.
8. For the purpose mentioned in the preceding clause to appoint and remunerate any directors, trustees, accountants or other experts or agents.
9. To open, maintain, adjust, start or close account of all nature and description with any Bank or Banks as may from time to time be thought fit and to operate upon and pay into or withdraw money from such accounts and do all acts necessary for the purpose or outside India.



10. To indemnify Officers, Directors, Promoters and Servants of the company against proceedings, costs, damages, claims and demands in respect of anything done, and in the interests of the company or for any loss or damage or misfortune whatever which happens in execution of the duties of their office or in relation thereto.
11. To insure the whole or any part of the property of the company, either fully or partially, to protect and indemnify the company from liability or loss in any respect, either fully or partially and also to insure and to protect thereof, either on mutual principle or otherwise.
12. To subscribe, contribute or guarantee money for any general or useful object or funds or political parties or institutions and to aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of industry or trade.
13. To invest and deal with moneys and funds belonging or entrusted to the company, not immediately required in land buildings bullion, commodities, shares, debentures, articles, goods, negotiable instruments, advances against such other crafts or any movable or immovable property or rights, government, municipal and other bonds and securities and in such other investment and in such manner as may from time to time be determined and to vary such investments and transactions and to lend moneys on such terms with or without security as may seem expedient and in particular to customers and other having dealings with the company and to guarantee the performance of contracts by any such persons.
14. To let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income and to supply to tenants and occupies and others, refreshments, clubs, public halls, massagers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and other amenities.
15. To insure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description as well as the fulfillment of contracts and other trading and commercial transactions of every description, whether at home or abroad and to indemnify any person against the same and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture stock, bond, mortgage, charge, security, contracts or obligations of any persons, persons or corporation or any authority, supreme, municipal, local or otherwise.
16. To undertake any advisory, clerical or similar work for the business of the Company.
17. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
18. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any



arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.

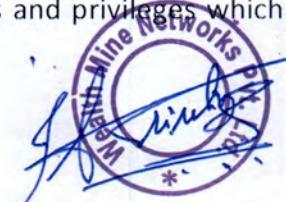
19. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.
20. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
21. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
22. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
23. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.
24. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.
25. To adopt such means of making known the articles, goods, products, appliances manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.



26. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.
27. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.
28. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
29. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.
30. To carry on research and development activities on all aspects related to the business and objects of the Company.
31. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.
32. To identify projects, project ideas, to prepare profiles project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.
33. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know -how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lumpsum or installments or fees or royalties.
34. To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or installments or fees or royalties or through any other arrangement.



35. To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.
36. To apply for, purchase or otherwise acquire brand names/ service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Companys holding or group companies.
37. To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/ or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.
38. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
39. To establish and maintain or procure the establishment and maintenance of any noncontributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.
40. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
41. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
42. To acquire and hold one or more memberships or membership privileges in stock/ security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are in any manner to facilitate the conduct of the Company's business.
43. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere.
44. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company

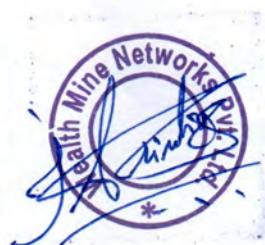


may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.

45. To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
46. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the company.
47. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnership of all kinds with any person, firm or LLP or company or to acquire or carry on any other business (whether manufacturing or otherwise) ancillary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transactions included in the objects of the Company or any other similar business, in India or abroad.

- 4 The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.
- 5 The Authorized Share Capital of the Company is Rs. 6,00,00,000/- [Rupees Six Crores only] divided into 58,00,000 [Fifty-Eight Lakhs] Equity Shares of Rs. 10/- [Rupees Ten only] each and 2,00,000 Preference shares of Rs. 10/- [Rupees Ten only] each.<sup>2\*</sup>

Note: 2\* The Company has altered its Authorized Capital Clause vide ordinary resolution passed at extra ordinary general meeting held on Saturday, 29th March, 2025 to increase the capital from Rs. 60,00,000/- (Rs. Sixty lakhs only) to Rs. 6,00,00,000/- (Rs. Six Crore only)



We, undersigned several persons, whose names, addresses and descriptions are subscribed hereunder, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Sr.No	Names, address, description and occupations of Subscriber	Number of shares taken by each subscriber	Signature of Subscribers	Signature, names, addresses, descriptions and occupations of witnesses
1	<p><b>Name:</b> Jatin Premchand Maru</p> <p><b>S/o:</b> Premchand Narshi Maru</p> <p><b>Add:</b> Poonam's Oswal Colony, Summair Club Road, Jamnagar 361005.</p> <p><b>Occupation:</b> Business.</p>	1(One) Equity Share	Sd/-	<p>Witness to both</p> <p>Sd/- G. C Chokalia C/O Sarda &amp; Sarda 102, Kanchanjangha Apartments, Opp. Cricket Ground, Jamnagar- 1</p> <p>Occupation: Service.</p>
2	<p><b>Name:</b> Sameer Gulabchand Shah</p> <p><b>S/o:</b> Gulabchand Devraj Shah</p> <p><b>Add:</b> Kasturi Palace Road, Jamnagar 361008.</p> <p><b>Occupation:</b> Business.</p>	1(One) Equity Share	Sd/-	
	<b>Total</b>	2 (Two) Equity Shares		

**Date:** March 27, 1995

**Place:** Jamnagar.

