THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION.

OF

UPSURGE INVESTMENT & FINANCE LIMITED

I. The name of the Company is UPSURGE INVESTMENT AND FINANCE 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:

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of an investment company and to invest in, and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture-stocks, bounds, units, negotiable instruments, notes, obligations, royalty rights, evidence of indebtedness, certificates, interest, mortgages and securities in any form or type issued, created or guaranteed, by or for any State or Central Government, public, quasi-public or private company, or government, semi-government, public, municipal or any other corporation, public body or authority, municipal, local or otherwise, financial institution, bank, association, firm, trust, partnership, society, entity, individual or otherwise, howsoever, whether in India or elsewhere, and while the owner or holder thereof, to exercise and enforce all rights, powers and privileges conferred by or incidental to the ownership or holding thereof.

2. To carry on and undertake the business of finance company, to finance lease operations including hiring, letting on hire, and undertaking leasing finance, for and in respect of moveable and immoveable properties, including lands, buildings, plant, machinery, equipments, vehicles, goods and commodities for any commercial industrial consumer and general use and purpose, such as automobiles, computers, commercial and industrial equipments, and to lease and deal with them including sale and re-sale thereof, and to assist finance of hire purchase or deferred payment or similar transactions, and to subsidies, finance or assist in subsidising of financing the purchase, sale, lease, mortgage, exchange, transfer and maintenance of any moveable and immoveable properties, to finance industrial enterprises and to render financial services and to lend money and/or negotiate loans and to borrow or receive money or deposits either with or without security for the purpose of financing any individuals, firms, association of persons, bodies corporate, Government, local or municipal authorities in India or elsewhere in the world, provided that the company shall not carry on any business within the meaning of Banking Regulation Act, 1949.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

3. To take part in the formation, supervision or control of the business or operations of any Company or undertaking and for that purpose to act as an Issue House, Registrars and share Transfer Agents, or in any other capacity and to appoint and remunerate any directors, administrations, accountants or other experts or agents.

4. To receive money on deposit at interest, or otherwise for fixed periods, and to lend money on any terms and may be thought fit and particularly to customer or other persons or corporations having dealings with the Company. The Company shall not carry on business of banking as defined by the Banking Regulation Act, 1949 or any statutory modification thereof.

5. Subject to the Banking Regulation Act, 1949, and Section 58A of the Companies Act, 1956, and rules there under, and to the directives of the Reserve Bank of India, to receive money on deposit or loan, and borrow or raise money from time to time in such manner as the Company shall think fit, and in particular by the issue of shares, debentures stock (perpetual or otherwise) and to secure the repayment of any money borrow, raised or owing by mortgage charge or lien upon all or any of the property or assets (both present and future) of the Company, including its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person or company as the case may be, and to purchase, redeem to pay off any such securities, but the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

6. To negotiate loans, underwriting, contracts, mortgages, equality participation, cash credit, overdrafts, and other financial facilities from banks, financial institutions, Government or Semi-Government bodies and others for the Company or for any companies, firms, societies, and associations.

7. To guarantee payments of money unsecured or secured by or payable under or in respect of promissory notes, debts, shares, stocks, debentures, debenture, stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, Union, Central, State and Municipal, local or otherwise, or of any firms or persons whomsoever, and generally to guarantee and/or become sureties for the performance of any contacts or obligations of any company, firm or person whatsoever, and to stand guarantors and the surety and answerable for debts or defaults to any person, firm or company arising on contacts for payments or payments of money or loan or fulfillment of any obligations or performances by any person, firm or company or otherwise however arising, and too enter into contracts or indemnity or guarantee with such terms and conditions as may seem necessary or expedient for effecting the same.

8. To guarantee the due performance and discharge by committees, guardians, executors, administrators, trustees, attorneys, brokers and agents, of their respective duties, and obligations.

9. To promote and enter into a collaboration agreement or agreements with any company or companies in India or elsewhere, for the purpose of acquiring all or any of the property, rights and liabilities, or for any other purposes which may seem directly or indirectly calculated to benefit this Company.

10. To amalgamate, enter into partnership or enter into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or for limiting competition or otherwise, with any person, firm or company, carrying on or engaged in, or about to carry on or engaged in any business or transaction which this Company is authorised to carry on, or which can be.

11. To purchase, take on lease or in exchange, hire, “Sublease, exchange, or otherwise acquire, sell, rent out, lease, hire, sublease, or otherwise transfer or develop, manage or deal in any land of any tenure or description, vacant or build up, tenanted or otherwise and properties, buildings, structures

and erections of any kind or parts thereof in the Union of India or elsewhere and any estate or interest and any rights over or connected with any such lands, properties, buildings, structures or erections and turn the same into account as may seem expedient and to advance money to and enter into contracts and arrangements with the owners of land, tenants, buildings and other persons having interest in or claim to such lands, properties, buildings, structures or erections and to acquire and take over any business or undertaking carried on, upon, or in connection with any land or building which the Company may desire to acquire as aforesaid, or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, or dispose of, remove, or put an end thereto, or otherwise deal with the same as may seem expedient.

12. To acquire and deal with any property real or personal, to erect any buildings or other constructions necessary for the business of the Company.

13. To pay for any property or rights, acquired by the Company, either in Cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly another's and generally on such terms as may be determined.

14. To accept donations, gift, with such conditions, restrictions, obligation, stipulation and liabilities, as are not derogative to the provisions of any law.

15. To sell, let on lease or on hire, mortgage, exchange assign, grant licences for or otherwise dispose of or deal with property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit and to sell, improve, develop, exchange, lease, mortgage, enfranchise, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company on such terms and conditions as the Company may determine.

16. To conveyor assign specific portion or portions of the premises belonging to or held by the Company to the member or members of the Company, in consideration of their or his or her or its subscribing and paying for the requisite shares of the Company, and/or for cash, and for the aforesaid purposes to enter into necessary agreements with such members, and to execute the necessary conveyance, assignment or other assurances in favour of such member or members.

17. To adopt such means of making known the business of this Company as may be considered necessary, and in particular by advertising in all forms of media including the press, cinema, wireless, television, boarding, books, periodicals, photography, cinematography, exhibition and show-rooms, and any other means of advertising, and by granting prizes, rewards and donations, and creating trusts for this purpose.

18. To procure the Company to be registered or recognised in any foreign country or place, and to establish branches, agencies, showrooms, depots, sales and other offices or workshops in or outside India and to discontinue and reconstitute any such branches, agencies.

19. To invest and deal with the moneys of the Company not immediately requires, in such manner as may from time to time be though fit, and to vary the investment of the Company.

20. To remunerate any person, firm or company for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the shares in the Company's Capital or any debentures, debentures stock or other securities of the Company, or in or about the organization,

formation or promotion of the Company or the Conduct of the business, or for introducing business to the Company.

21. To draw, make, accept, endorse, discount, negotiable, execute, and issue cheques, promissory notes, bills of lading, and other negotiable or transferable or instruments.

22. To acquire, purchase, hold, sell or dispose shares or securities of Unit Trusts, whether of a fixed or of a variable character.

23. To payout of the funds of the Company, all expenses which the Company may lawfully pay with reference to the formation or registration of the Company, or issue of the shares of the Company, including brokerage and commissions for obtaining application for or taking, placing or undertaking or procuring the underwriting of the shares, debenture and other securities of the Company.

24. To institute, prosecute, defend, oppose, appear or appeal in any suit, arbitration, arrangement, compromise composition or other proceedings, to refer to arbitration, abandon or submit to judgment, decision, award, to become non-suit in, any proceedings and demands to the recovery of any debt, claim, sum of money, or for exercise of any right, privilege, demand, settlement of any claim whatsoever, due or payable or in anywise belonging to the Company, or others in respect of whom Company, or others in respect of whom Company is an agent.

25. To make donations to any person, company or association, and subscribe or guarantee, money for any, national, international, charitable, benevolent, educational, public, general or other useful objects, activity, exhibition or trade show or for any purpose whatsoever which may be or appear to be conducive directly or indirectly, to the furtherance of the object of the Company or the interests of its members or otherwise.

26. To create any Depreciation Fund, Reserve Fund, Sinking Fund or any other special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company, or for any other purposes conducive to the interest of the Company.

27. Subject to provisions of the Companies Act, 1956, to place to reserve, or to distribute, as bonus shares among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued by the Company, or any moneys received in respect of sale of forfeited shares.

28. To make advances of such sum or sums of money upon or respect of or for the purpose of raw materials, goods machinery, stores or any other property, articles and things required for the purpose of the Company, upon such terms, with or without security, as the Company deem, expedient.

29. To apply for and become member of any company, association, society or body corporate having any objects similar to or identical with those of the Company, or likely, directly or indirectly to promote the Company.

30. To pay all expenses of and incidental to or connected with the carrying on of any of the Company's objects into effect, and to make all proper payments and allowances in relation thereto, adopt all acts and preliminary arrangements (including the execution of preliminary agreements) in reference to the same.

31. To pay commission to any person, form or company in consideration of his or their subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in or debentures of the Company.

32. To accumulate capital for any of the purpose of the Company, and too appropriate any of the Company's assets to any specific purpose either conditionally or unconditionally, and to Create any depreciation, sinking, reserve, insurance, redemption profit-equalisation, or other special funds.

33. To carry on business or branch of a business which the company is authorised to carry on by means or though the agency of the subsidiary Company or Companies, and to enter into any arrangement with such subsidiary Company for any business 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 business or branch so carried on, including power at any time and either temporarily or permanently to close any such branch or business.

34. To employ officers, clerks, agents, field officers, cancassers, branch officers, treasurers, auditors, labourers, and other servants and brokers or commission agents, and to pay or provide for the payment to them of such salaries commission brokerage or remuneration, as may be found fit, expedient, necessary or desirable.

35. To grant, donations, pensions, allowances, gratuities, benefits, emolutions, and bonuses and provident fund, to persons employed by or formerly employed by or by having dealings with the Company or for any company which is or has been a subsidiary of the Company, including the Widow and children of such persons and others dependent upon them or connected with them, and to provide school, reading rooms, places of recreations, and to subscribe to any institutions, clubs or recreation, and to subscribe to any institutions, club or societies, or funds, or otherwise, as the company shall think fit, for the benefit of such persons, and to establish and support or aid in the establishment or support of association, institutions funds, trusts and conveniences calculated to benefit any such persons, and to grant pensions and allowances, and to make payments towards insurance, and to make donations to such persons and in such cases as may seem expedient.

36. To provide for the welfare of the employees or Ex-employee of the company and the wives, families dependants, or connections of such persons, by building or contributing to the building of houses, or dwellings, or by the grant of money pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions funds or trusts.

C. OTHER OBJECTS:

37. To establish, build, construct, purchase or otherwise acquire, take on lease or sub-lease, run, conduct and operate warehouse, cold storage, dry storage, warehouse, handed warehouses, to carry on the business of warehousemen, stores, custodians, and to provide facilities for storage of commodities, articles, thinks, preparation of all kinds and descriptions, storage, rooms, bins, godowns, cold storage, and clearing, forwarding and transpiration.

38. To engage in and carry on the business of cold Storage, Warehousing, Wharfingers, Mukadams, clearing Agents, Handling Agents, Contractors for loading and, unloading and to act as public carriers and transporters for goods merchandise or any other commodity of all kinds or descriptions on land, water and air by any mode of transport.

39. To carry on the trade or business of warehouse keepers, owners and letter of space, godowns, houses, buildings, removers, stores, packers and carried of every description. To issue warrants to persons, warehousing goods with the Company and to lend money upon the security of such goods.

40. To employ, own, purchase, take on hire or otherwise acquire any cars, buses, trucks, station wagons, and other vehicles of all kinds to organize, maintain and operate for company's warehousing and transportation business and to operate for hire transportation services on such routes as may be licensed to the Company or otherwise permissible.

41. To carry on the business of manufactures, hires, repairers, cleansers and stores of motor cars, motor cycle, motor boats, motor launches, motor lorries, motor vans, sea planes gliders and other conveyances of all descriptions whether propelled or assists by means of petrol, spirit, steam gas, animal, atomic or other powers and/or engines, chassis, bodies and other thing used for in or connection with the above mentioned things.

42. To carry the business of manufacturer, trades, seller, importers, exporters, dealers, agents, converter of all kind or automobile parts required for surface, air or sea transports.

43. To carry on the business of manufactures and researchers of dealer, in hirers, repairers, cleaners, runners, charterers, stores and warehouses of motor-cycles, cycles, cars, motor-scooters, transport trucks-three wheelers, bicycles and carriages, lifts, forklifts and handling equipment, launches, boats vans, helicopters, hovercraft and other conveyances of all descriptions (all hereinafter comprised "motor and other things") whether propelled or assisted by means of petrol, spirit, gas, electricity, animal or other power and or engines, tyres, fuel injection equipments, chassis bodies, components, parts, accessories, fittings, and other things, used in connection with motor and other things, their manufacture, maintenance and working thereof including engine valves breakings.

44. To carry on the business of agency of and type.

45. To carry on a general exporting, importing business.

46. To carry on business as commission agent, broker, dealers in all kinds of industrial products, raw materials and to carry on the business of consultancy in all spheres of industrial activity and for that purpose to prepare project reports, given advice on industrial matters, to train staff for industrial and engineering work, industrial administration etc.

47. To carry on the business of maintaining, operating, purchasing, selling, taking or giving, on lease or otherwise acquiring diaries, poultry forms, horticultural farms, sericulture farms, gardens, orchards and doing cow keeping, buffalo keeping, goat and sheep keeping, horse hreeding and keeping

48. To carry on the business as paper envelope, bag and box manufactures, books box manufactures and steel containers and composite containers of all types and packer and designers and to carry on the business as manufactures, buyers sellers, importers, exporters and dealers in all or any type of packing material, or any articles connected therewith.

49. To carry on the business as manufactures, products, processors, packers, dealers, agents, traders of all varieties of paper board, car board, waxed paper, corrugated sheets, foils, plastic films and other

materials such as packing and wrapping materials, tissue, tracing paper, boxes, cartons and any other goods or articles of similar or kindred nature.

50. To carry on the business of manufacturing, buying, selling, importing, exporting or in any other manner dealing in oils and oleaginous and saponaceous and in soap, shaving soap and other kinds of soap, whatsoever.

51. To carry on business as pharmaceutical manufacturing and general chemists and druggists and manufacturers of and dealers in all kinds of toilet requisites, pharmaceutical, chemical medicine and other preparations of compounds and manufactures of and dealers in all kinds of apparatus, bottles, caps, stoppers, jars, brushes, boxes, and cases wholly or party of cards, wood metal or otherwise, tins, cartons, compact cases, tools, utensils, substances, materials or things necessary or convenient and grinders, printers, colour, printer, publishers, stationer, manufacturers of perfumes, collections of flowers and perfumes, collectors of flowers and perfumes collectors of flowers producing vegetation.

52. To purchase sell, import, export, and otherwise deal in manufacture, pre-fabricated and other building materials, and to import, export, purchase, sell and otherwise deal in, and including on agency and consignment basis, stone, sand, lime, bricks, timber, hardware, title and other building requisites and materials and construction know-how and to manufacture and deal in any merchandise.

53. To carry on the business of manufactures of and dealers in chemical products of any nature and kind whatsoever and as dry salters, oil colourmen, importers, exporters, and manufactures of and dealers in heavy and fine chemicals, alkalies, acid drugs, travins, essences, pharmaceuticals, photographical sizing medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, mineral, cements, oil paints, pigments and varnishers compounds, drug, dyestuff, organic or mineral intermediates, paint and colour grinders, makers of and dealers in proprietary articles of all kinds of electrical, chemical, photographical, surgical and scientific apparatus and materials and to hire, purchase or otherwise acquire machinery, apparatus and implements and to deal in all kinds of goods, articles and things they may be required for carrying on all or any of the aforesaid business or convenient to be carried on there with.

54. To carry on the business of growers, cultivators, producers, weavers, planters, manufactures, buyers, and sellers of tea, jute, coffee, tobacco pro-product, cinchona seed rubber, cotton, oil, wheat all kinds of grains and every kind of vegetables, fruits and flowers and other products whatsoever and to buy, sell, import, export, trade and deal in any such produce or manufacture, and sell all the articles used in connection with the cultivation, manufacture, packing thereof.

55. To carry on the business exporting, importing, storing, supplying, purchasing, selling bartering, exchanging, distributing, and otherwise dealing in goods of all kinds including bullion, chemical, textiles, fibers, yarn mill stores, plant and machineries, vehicles, electrical and electronic goods and to carry on all or any of the-business of consignees, agents and brokers in all types of goods and merchandise either ready or for forward delivery if permissible.

AND IT IS HERE BY DECLARED THAT:

a) The objects incidental or ancillary to the attainment of the main object of the company as aforesaid shall also be incidental or ancillary to the attainment of the other objects herein mentioned.

b) The word "Company" (Save when used with reference to this Company) shall be deemed to include partnership or other body or association of person whether incorporate or not wherever domiciled.
c) The objects set forth in each of the several clauses of paragraph III hereof shall have the wide possible construction and shall extend to any part of the world.
d) Subject to the provision of the Companies Act, 1956, the objects set forth in any clause of sub-paragraph (C) shall be independent and shall be in no way limited or restricted by reference to or in reference from terms of any of the clauses of sub-paragraph (A) or by the names of the Company, None of the Clauses in sub-paragraph (c) or the objects therein specified or the powers thereby confirmed shall be deemed subsidiary or ancillary merely to the objects mentioned in any of the clauses of sub-paragraph (A).
e) Nothing in the paragraph shall authorised the Company to do any business which may fall within the preview to the Banking Regulation Act, 1949 or Insurance Act, 1938.

IV. The Liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs. 23,75,00,000/- (Rupees Twenty Three Crores Seventy Five Lacs Only) divided into 2,37,50,000 (Two Crores Thirty Seven Lacs Fifty Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each with the right, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the company and with power to increase or reduce the capital of the company and to divide the shares in the Capital the time being into several classes (Being those specified in the Companies Act, 2013), and to attach thereto respectively such preferential, qualified or special rights, privileges or condition in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.

❖ Amended vide Special Resolution passed at Extra Ordinary General Meeting of Members of the Company held on 14th August, 2024.

We, the several persons, whose names and addresses are subscribe below, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION and respectively agree to take the number of shares in the capital of the company set opposite our respective names:

Name, Address, Description and Occupation of each Subscribers.	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witnesses with Address & Occupation
SANJEEV GARG 502, A Dharam Nagar, Opp. Yogi Nagar, Boriwali (W), Mumbai-400092 S/o. Madan Lal Garg Chartered Accountant.	100 (Hundred)	Sd/-	Witness to all Sd/- **BHARTI JAIN** D/o. Mahesh Chand Jain 3/404, Navjivan Society, Lamington Road, Bombay-400008 Service
RATNESHCHAND JAIN 307, Bewitching Apartment, Miniland Tank Road, Bhandup, Bombay-400078 S/o. Mahavir Prasad Jain Chartered Accountant	100 (Hundred)	Sd/	
Total	**200** **(Two Hundred)**		

Bombay Dated 4th May, 1994