

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

REXPRO ENTERPRISES LIMITED

- I. The Name of the Company is Rexprom Enterprises Limited****.
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- III. The Objects for which the Company is established are:

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

1. To carry on the business of manufacturing, buying, selling, importing, exporting, distribution, installation, maintenance, rental and repair of and dealers in all kinds of displays, retail fixtures, display and dispensing racks furniture and other fabricated items to be carried on both in the company's premises or on the site of the client. To carry on the business of media, merchandising, advertising, printing, marketing, promotion, trading and related activities for all types of advertising and promotional matters including distribution of such items.
2. To manufacture all kinds of furniture made from wood, brass, steel, fibre glass, plastics, other alloys, handicrafts and any other kinds of materials.

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

3. To carry on the business as dealers, importers, exporters of all types of furniture, fittings, handicrafts wooden products, ply wood teak wood and teak boards.
4. To enter into joint venture, partnership or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business auxiliary 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 transaction included in the objects of the Company or any other similar business, in India or abroad.

***** The Company vide Special Resolution on Extraordinary General Meeting held on 05th June, 2024 has converted from Private Limited into Public Limited, the name of the company has been changed from REXPRO ENTERPRISES PRIVATE LIMITED to REXPRO ENTERPRISES LIMITED by deletion of the word "PRIVATE" before the word "LIMITED" and alignment of Memorandum of Association with Companies Act, 2013.*



5. To carry on any business or branch of business which the Company is authorised to carry on through any subsidiary company or companies, whether within or outside India, and to organise, promote and incorporate such subsidiary company for taking profits and bearing the losses of any business or branch so carried on, or for the financing of any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including the power to, either temporarily or permanently close any branch or business.
6. To use trade marks or trade names or brands for the products and goods of the Company and adopt such means of making known the business and products of the Company or of any business of any individual firm, company, society or other body or institution in which the Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, by circulars, by purchase and exhibition on works of art or interest, by opening stalls and exhibitions, by publications and distribution of books and periodicals, calendars, almanacs and diaries by distributing samples and by granting prizes, rewards and donations.
7. 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 company.
8. To adopt such means of making know the articles, goods, products, appliances manufactures 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, direct sales material (DSM), point of purchase 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.
9. To carry wholesale or retail and whether manufacturing or otherwise of house furnishers, upholsters and dealers in and hirers, repairers, cleaners, storers and ware housers of furniture, carpets, linoleums, furnishing fabrics and other floor coverings, household utensils, china and glass goods fittings, colourful curtain, hand made home furnishings and carpets, household requisite of all kinds and al things capable of being used therewith or in the maintenance repair thereof.
10. To carry on the business as manufacturers of and dealers in , all types of furniture equipment appliances for domestic, office, industrial and agricultural uses from metal, wooden and synthetic material or in any composition thereof.
11. To carry on the business of manufacturers, repairers, importers, exporters or otherwise dealers in furniture and fixtures made from wood, brass, steel, fibre glass, plastics or other alloys and to carry on the business by wholesale or retail and whether manufacturing or otherwise of house furnishers, upholsters and dealers in and hirers, repairs, deaners, stores and warehouse of furniture, carpets, lindeums, furnishings fabrics and other fibre coverings household utensils, china and glass goods fittings, colourful curtains, handmade home furnishings and carpets household requisites of all kinds and all the things capable of being used therewith or in the maintenance and repair thereof.
12. To acquire, take on lease, hire, land, building, restaurants, shops and offices and any interest therein required for the purpose of business of the Company and to buy, import or otherwise deal in all kinds of plant, machinery and equipments for the purpose of business of the Company.
13. To carry on the business of undertaking and setting up project on turnkey basis.
14. To acquire and take over as a going concern by purchase of or on lease and to undertake, to carry on the whole or any part of the business together with the



goodwill and trade name, property, rights and liabilities of any person or persons, firm or any company carrying any business which is within the objects of the company or which the Company is authorised to carry on and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and to carry on or liquidate and wind-up any such business.

15. To amalgamate, enter into foreign or Indian, technical and/or financial collaboration, partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint-venture, reciprocal concession, franchising or otherwise with any person, firm, corporation, Government or Company carrying on, engaged in or about to carry on or engage in any business undertaking or transaction which the Company is authorised to carry on or engage in and to lend money, to guarantee the contracts or otherwise assign any person any rights and to hold shares or securities of any such persons, firms or companies and to sell, re-issue with or without guarantee or otherwise deal with the same.
16. The Company may at any time invite and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequest and legacies either from the shareholder or from any other person or give gifts of immovable or movable property and offerings or voluntary donations, bequest and legacies either to the shareholder or to any other person for all or any of the objects of the Company with or without any special conditions provided such gifts received or gifts made or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company.
17. To place to reserve or to distribute as bonus shares the money arising from the sale by the Company of forfeited shares in conformity with the provisions of the Companies Act, 2013.
18. To promote, form and to be interested in and take, hold and dispose of shares in any other company having objects similar, altogether or in part to those of this Company.
19. To enter into, make and perform contracts and arrangements of every kind and description with corporate Body, State or Central Government or any Companies, firms or persons that may seem conducive to the Company's objectives or any of them and to obtain from any such authority any rights, privileges, charters, contracts, concessions, licenses for purchase of any kind of goods, securities, shares, stocks, debentures which the Company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
20. To sell, sublet, mortgage, lease, manage, develop, exchange dispose off or transfer the business, immovable or moveable property and undertaking of the Company or any part thereof or any part of the property, rights and concessions of the Company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company, for the time being may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds or securities of any other company having objects altogether or in part similar to those of this Company.
21. To receive, raise or borrow money from its members, directors or their relatives from time to time for any of the purposes of the Company by bonds, debentures, deposits, promissory notes or by taking credit in or opening current accounts with




any individual or firm or with any Bank or Bankers, financial institutions and whether with or without giving any security, goods or other articles or by mortgaging, charging, hypothecating any lands, buildings and machinery, goods, assets or revenue of the Company, present or future, including its uncalled capital or by the issue of debentures, debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other company or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities subject to the provisions of the Companies Act, 2013 and directives of Reserve Bank of India.

22. To lend or deposit money belonging or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company with or without security upon such terms as may be thought proper and to invest or otherwise employ such money in such manner as may be thought proper and from time to time to vary such transactions. However, the Company shall not carry on banking business as defined under the Banking Regulation Act, 1949.
23. To invest and deal with the money of the Company not immediately required in movable properties, shares, stock, bonds, units of mutual funds, debentures, obligations or other securities of any company or association or in Government Securities or in current or deposit account with banks or in the mortgage in immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
24. To give guarantee for the performances or discharge of any obligations, liabilities, duties or the payments of money by any persons, firms and companies or Governments of State and to give indemnities.
25. To establish and maintain branches in India or abroad and to employ and remunerate experts and agents for the purpose of carrying on the Company's objects.
26. Subject to the provisions of the Companies Act, to distribute among the members in specie or kind any property of the Company or any proceeds of sale of disposal of any property of the Company, in the event of winding up.
27. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bill of lading, letters of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keeper's certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company.
28. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw money from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or business of the Company.




29. To insure any of the persons, properties, undertakings, contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner whatsoever.
30. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
31. To establish, provide, maintain and conduct or otherwise subsidize training, programmes, lectures, meetings and conferences in connection with business of the Company.
32. To be interested in, promote and undertake the formation and establishment of such institutions, associations, chamber of commerce or other bodies within the objects of the Company and to acquire, promote and/or subsidize any industry or undertaking.
33. To undertake and execute any trust the undertaking whereof may seem desirable either gratuitously or otherwise, and/or to make donations to any persons, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public object, activity, exhibition or trade show which may be conducive to the objects of the Company or in the interest of its members or for the welfare of the staff and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions, subject to the provisions of the Companies Act, 2013.
34. To enter into any arrangement and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by the other company, firm or persons, which may be considered likely to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly or any legislation which may appear to be in the interest of the Company and to oppose and resist legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company any charter, contracts, decrees, rights, agencies, loans, privileges or concessions which the Company may think fit or desirable to obtain or carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
35. To promote, form and register and aid in promotion, formation and registration of any Company or Companies having similar objects for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company and to be interested in, or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such Company or any other Company, for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such Company and to undertake the management or other work, duties and business of any such company on such terms and conditions as may be determined.
36. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalizing fund, capital redemption fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property



of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.

37. To provide for the welfare of the Directors, ex-Directors, employees or ex-employees of the Company or its predecessors in business and the wives and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls or quarters or by grants of money, pensions, gratuities, allowances, bonuses, awards, profit sharing or other schemes of trust and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit and to establish, maintain and grant scholarships, money to any persons for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the company and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
38. To pay out of the funds of the Company, all expenses of and incidental to the issue and subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this company and also all expenses attending the issue of any circular or notices and printing, stamping, circulating proxies and forms to be filled up by the members of the Company.
39. To employ experts to investigate and examine into the conditions, prospect, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets, concessions, properties or rights.
40. To donate or gift in cash or kind, for any national, charitable, benevolent, public or useful purposes or to any institution, club, society, research association, fund, university, college or any other person or body, subject to the provisions of the Companies Act, 2013.
41. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out, enjoy any charter license power, authority, franchise, concession, right or privilege, which any Government or Authority or any Corporation or other public Body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.
42. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulas, licenses, concessions and the like or any secret or other information.
43. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press or any other means, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations, subject to the provisions of the Companies Act, 2013.
44. To become member of other bodies of persons and association, including such societies, clubs and companies limited by guarantee, whether formed for profit or non-profit activities.
45. To pay out of the funds of the Company will the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company or any other company promoted by the Company or any company in which the company is or may contemplate being promoted.




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

***V. The Share Capital of the Company is Rs. 40,00,000/- (Rupees Forty Lakhs) divided into 4,00,000 (Four Lakhs) equity shares of Rs. 10% (Rupees Ten) each with the rights, privileges and conditions attaching thereto as are provided by the Article of Association of the Company. The Company shall have power to increase or reduce or consolidate or sub-divided the Capital of the Company for the time being and from time to time divide the shares of the new capital into several classes and denomination and issue any shares of the original or new capital of the Company for the time being with such preferential, qualified or special rights, privileges or condition attached thereto respectively including right to dividends in the distribution of assets of the Company from time to time in accordance with the Article of Association of the Company and subject to the provisions of the Companies Act, 2013 for the time being in force."

#Altered vide Special Resolution passed at Extra Ordinary General Meeting of the Company held on 02nd September, 2020

#Clause III(C) Other Objects have been deleted vide Special Resolution passed at Extra Ordinary General Meeting of the Company held on 02nd September, 2020

***Altered vide Ordinary Resolution Passed at Extra Ordinary General Meeting of the Company held on 15 March, 2022




We the 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, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Sr No.	Signature Description of Subscribers	Name, Address, and Occupation of	Signature of Subscriber	Number of Equity Shares taken by each Subscriber	Signature, Names, Addresses, Descriptions and Occupations of Witness
1)		Ragesh Bhatia S/o Deepak Bhatia 4/10, A1-Sabah Court T3, Marine Drive Mumbai 400020 Business		30,000 (Thirty thousand only)	WITNESS TO SERIAL NO-1,2,13 KETAL VINOD SHAH D/O VINOD SHAH A/101, RITU RAJ, OM SAI COMPLEX, PODDAR HIGH SCHOOL ROAD, BHAYANDER(W) - 401101 COMPANY SECRETARY
2)		Prernaal Shah S/O Prernaal Shah 17, Matachubaya, 20, Ketaji Subhashchandra Bose Road, Marine Drive Mumbai - 400020 Business		30,000 (Thirty thousand)	
3)		Bharet Soni S/o Kantilal Soni 2/c Dashmesh CHS N Delta Marg, 4 Banglow, Andheri(W) Mumbai - 400053		30,000 (Thirty thousand only)	
Total				90,000 Ninety thousand	

Date: 01/03/2022
Place: MUMBAI



PIN: 07223518
Date: 05/06/2024