

SCHEDULE I

TABLE-A²

MEMORANDUM OF ASSOCIATION

OF

S.J.S. ENTERPRISES LIMITED

(Incorporated under Companies Act, 1956)

COMPANY LIMITED BY SHARES

1st The name of the Company is **S. J. S. ENTERPRISES LIMITED¹**.

2nd The Registered Office of the Company will be situated in the State of Karnataka.

3rd (a) The objects to be pursued by the Company are as under:

1. To carry on the business of manufacturers, providing of services or consultancy in relation to, dealers in, exporters and importers of all kinds of aesthetic, functional and/or decorative components, and human machine interface parts, for use in, or on, vehicles, appliances, machinery and equipment, products, furniture, home decoration items including, but not limited to, logos, decals, stickers, aluminium badges, in-mould labelling, in-mould decoration, optical plastics, chrome plated parts, appliques and overlays and to carry on the business of manufacturers, dealers in, exporters and importers of all kinds of machinery, products, components, tools, dies, fittings and raw materials required for all kinds of aesthetic, functional and/or decorative components, and human machine interface parts, for use in, or on, vehicles, appliances, machinery and equipment, products, furniture, home decoration items².
2. To carry on the business of printers in all its branches and kinds and to undertake printing orders specific to clients and for that purpose to establish printing press and deal with all kinds of printing material, equipment, machinery, special inks and the like.
3. To carry on the business of manufacturers of, dealers in, exporters, importers, distributors and stockiest of all kinds of inks, paints, waxes, resins synthetic resins, adhesive wax, glues, gums and compounds of all kinds and other formulations having adhesive properties and having commercial, domestic, industrial, packing and other applications.

¹ At the EGM Held on 28.04.2021, the Company was converted from a private limited company to a public limited company.

²At the EGM held on 01.07.2021, the Company has adopted new set of Memorandum of Association as per Table A of Schedule I of the Companies Act, 2013 and amended clause 1 of the main object of the Memorandum of Association of the Company

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

1. To enter into collaborations, contracts, agreements and arrangements with any other persons, firm or body corporate or unincorporated, whether in India or elsewhere, for the acquisition of technical, financial and other assistance, including the acquisition of technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue-prints, useful for the design, erection and operation of plant acquired for any of the businesses of the Company and to acquire any grant or license and other rights and benefits in the foregoing matter and things.
2. To acquire by purchase, lease, concession, grant, license or otherwise such lands, buildings, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company and to build upon any land of the Company, howsoever acquired, such manufactorys, workshops, warehouses, offices, residences and other buildings and to erect such machinery.
3. To apply for, purchase or otherwise acquire and protect, prolong and renew, in any part of the world, any patents, patent rights, brevets d'invention, trademarks, designs, licenses, protections, concessions, monopolies and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the properties, rights and information so acquired and to carry on any business in any way connected therewith.
4. To unite, cooperate, amalgamate, reconstruct the Company either by splitting of the Company's undertaking, by transferring the same either in whole or in part to different companies or concerns or otherwise to enter into partnership or into any arrangement.
5. To receive money on deposit or loan, borrow or raise money in such manner as the Company shall think fit and, in particular, by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) 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 or Company of any obligation undertaken by the Company or any other person or Company, as the case may be, so however that the acceptance of deposits shall be subject to the provisions of the Companies Act, 2013, and the rules framed thereunder.
6. To lend and advance money belonging to or entrusted to or at the disposal of the Company to such persons, firms or bodies corporate (including the Government), with or without security, upon such terms and conditions as the Company may think fit, and further to guarantee the performance of any contract or obligation of and payment and repayment of money or of dividends and interest or premium payable on any stocks, shares, or securities of any Company, Corporation, firm or persons in any case

in which such guarantee may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its shareholders, so however that the Company shall not carry on the business of banking, as defined under the Banking Regulations Act, 1949 or any Act amending, extending or re-enacting the same.

7. To insure with any other Company, firm or person against losses, damages and risks of all kinds which may affect the Company, firm or person either wholly or partially, and, if thought fit, to effect any such insurance by joining as association, federation or society, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employees' liability assurance, industrial assurance, motor assurance or any business of insurance or reinsurance within the meaning of the Insurance Act, 1938 or any Act amending, extending or re-enacting the same.
8. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
9. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and, where need be, to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and where necessary to remove them.
10. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants, and laborers, and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or child and generally to provide for the welfare of all employees.
11. To indemnify officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company for any loss, damage or misfortune which shall happen in the execution of the duties of their office or in relation thereto.
12. To provide for the welfare of employees or ex-employees of the Company, their wives, families or dependents by building or contributing to the building of houses or by grants of money, pensions, allowances, compensations, bonus, gratuity or other payments or from time to time by creating and subscribing or contributing to Provident Fund and other funds, institutions or trusts and by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical and other attendance and other assistance as the Company may think fit.
13. To open any kind of account with any individual, firm, Company or Bank and to pay into and withdraw money from such accounts and further to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, hundies, delivery orders and other negotiable, commercial or mercantile instruments, connected with the business of

the Company, subject, however, to the provisions of the Banking Regulations Act, 1949 or any Act amending, extending or re-enacting the same.

14. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company carrying on or proposing to carry on any business which this Company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock or debentures, of any such person or Company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or Company.
15. To improve, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose off, turn to account grants, rights and privileges in respect of or otherwise deal with all or any part of the properties of the Company on such terms as the Company shall determine and to supply power, light and heat and to lay out land for building purposes, and to sell the same, and to build on, improve, let on building leases, advance money to persons or otherwise to develop the same.
16. To sell, mortgage, exchange, let on lease, royalty, or tribute, grant license, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and, in particular, for stocks, shares, whether fully or partly paid up, or securities of any other Company.
17. To create any depreciation fund, reserve, sinking fund insurance fund, or any special or other fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or for the redemption of debentures or redeemable preference shares or for any other purpose conducive to the interests of the Company.
18. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions or, subject to the provisions of the Companies Act, 2013, for political purposes.
19. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise, and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company.
20. Subject to the provisions of the Companies Act 2013, or the provisions of any other law for the time being in force, to pay for any property, rights, and privileges acquired by the Company or for services rendered or to be rendered in connection with the business of the Company or for acquisition of any property for the Company or otherwise, either wholly or partially, and to issue any shares as fully paid-up or partly paid-up to such extent as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.

21. To advertise, demonstrate, exhibit, broadcast at any place or places or in whatsoever manner found expedient the activities, schemes and services of this Company and to give away or distribute things which may be useful for, conducive to or beneficial for the Company, its employees and their dependents and customers, directly or indirectly, and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, publication of books and periodicals and by granting prizes, rewards and donations.
22. To pay the costs, charges, and expenses of and incidental to the promotion, formation, registration, and establishment of this Company and the issue of its capital and charges in connection therewith and to remunerate (by cash or by other assets or by allotment of fully or partly paid up shares or by a call or option of shares, debentures or securities or any other manner, whether out of the Company's capital or profits or otherwise) any person or persons or Company for services rendered or to be rendered in placing any of the shares in the Company's capital or any debenture or other securities of the Company or in the conduct of its business or introducing any property or business to the Company or for any other reason which the Company thinks proper.
23. To procure the registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world.
24. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing and contributing to the award of scholarships, prizes, and grants to students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
25. To distribute, in the case of winding up of the Company, among the members, in specie, the property or any proceeds, of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made, except with the sanction, if any, for the time being, required by law.
26. To promote, form and register and aid in the promotion, formation and registration of any Company or Companies, subsidiary or otherwise, for the purpose of acquiring all or 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 and to transfer to any Company any property of the Company and to be interested in, or take or otherwise acquire, hold, sell, or otherwise dispose of shares, stocks, debentures and other securities in or of any such Company for all or 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 and to transfer to any Company any property of the Company and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any such Company for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such Company.

27. To be interested in promote and undertake the formation and establishment of such institutions, business pools, companies, syndicates (industrial, trading or manufacturing) as may be conducive to the interest of the Company and acquire, promote or subsidise any industry or undertaking and to carry on any other business (industrial, trading or manufacturing) which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated, directly or indirectly, to render any of the Company's properties or rights for the time being profitable.
28. To enter into any arrangement and to take all necessary and proper steps with Governments and other authorities, national, local, municipal or otherwise, or any place in which the Company may have any interests and to carry out any negotiations or operations for the purpose of, directly or indirectly, carrying out the objects of the Company and to obtain from any such authority any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
29. To invest any moneys of the Company in such investment, other than shares or stock in the Company, as may be thought proper and to hold, sell or otherwise deal with such investments.
30. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere, debentures, bonds, obligations or securities issued or guaranteed by any Government, municipality, public body or other local authority and to acquire such shares, debentures, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, to subscribe for the same, either conditionally or otherwise, to guarantee the subscriptions thereof, to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.
31. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
32. To carry on agency business in all its branches and to act as agents and/or distributors, for Indian and foreign principals for sale, purchase, export and import or commodities and merchandise of all kinds

descriptions and to carry on the business of manufacturers, representatives, selling agents, purchasing agents, dealers, stockiest and distributors of all kind of manufactured goods, to act as business agents, stockiest, distributors, organisers, canvassers and local representatives for all manufacturers, traders, insurers and the like.

33. To carry on the business as manufacturers, producers, dealers, agents, sellers, stockiest and or distributors in all kinds of packaging, packing requisites and cartons made of cardboard, strawboard, wood, glass or any other material.

34. To carry on the business of dealers in all kinds of stationery items including note books, pens, pencils, papers, glue, gums and the like.

35. To carry on the business of packers in all its branches and kind and for that purpose to establish and maintain godowns and warehouses of all kinds and description anywhere in India.

4th 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.

5th The Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each."³

The business and assets and liabilities of the said firm shall become the property of the company and having resolved to carry out the obligations imposed on the company by these presents shall be taken at their Book Value (i.e. total assets less total liabilities) as and from the date of incorporation of the company.

³ increase the Authorized Share Capital of the Company from Rs.35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each **to** Rs.50,00,00,000/- (Rupees Fifty Crore Only) comprising of 5,00,00,000 (Five Crore) equity shares of Rs.10/- (Rupees Ten Only) each **in the EGM held on 30.05.2023.**

6th We the several persons, whose names and addresses 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 as set opposite to our respective names:

Sl. No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1	Sd/- SUMATHI SIVAKUMAR W/o S. Sivakumar 36, III Main, III Cross, Bikasipura Layout, Bangalore -560061 Business Executive	25,340 (Twenty five thousand three hundred forty)	
2	Sd/- V.SRINIVASAN S/o T. Vitoba 236, I Cross, II Block, III Phase, BSK III Stage Bangalore - 560085 Business Executive	25,330 (Twenty five thousand three hundred thirty)	
3	Sd/- K.A JOSEPH S/o K.J Abraham 93, 17 th Cross, VI Phase, J.P Nagar BANGALORE -560078 Business Executive	25,330 (Twenty five thousand three hundred thirty)	
4	Sd/- S. SIVAKUMAR S/o P.K Subramonian 36, III Main, III Cross, Bikasipura Layout, Bangalore -560061 Business Executive	6,000 (Six thousand)	
5	Sd/- S. VISHNU SIVAKUMAR S/o S. Sivakumar 36, III Main, III Cross, Bikasipura Layout, Bangalore -560061 Student	2000 (Two thousand)	
6	Sd/- V.SHARADA SRINIVASAN W/o V. Srinivasan 236, I Cross, II Block, III Phase, BSK III Stage Bangalore - 560085 Business Executive	8000 (Eight thousand)	
7	Sd/- DAISY JOSEPH W/o K.A Joseph 93, 17 th Cross, VI Phase, J.P Nagar Bangalore -560078 Business Executive	8000 (Eight thousand)	
	Total Share taken	1,00,000 (One lakh only)	Sd/- BIBI ASMA D/o J.I Rashid Khan GF-2 " Greenery" 16, Plain Street, Infantry Road, Bangalore-560001 Private Service

Dated this 25th day of March 2005 at Bangalore