IGM

India Gold Metaverse

NOTICE

Notice is hereby given that (02/2026-27) Extra Ordinary General Meeting of the members of India Gold Metaverse Private Limited *(formerly known as Indian Gold Metaverse Private Limited)* will be held on Wednesday, July 22, 2026 at 3:00 P.M. at FT Tower, 4th Floor, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following special business:

Item No.01

Conversion of the Company from Private Limited to Public Limited

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 14, 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Registrar of Companies / Regional Director, or other competent authority, as may be required, consent of the Members of the Company be and is hereby accorded for conversion of the Company from a 'Private Limited Company' into a 'Public Limited Company' and consequently the name of the be changed from "India Gold Metaverse Private Limited" to "India Gold Metaverse Limited" by deleting the word 'Private'.

RESOLVED FURTHER THAT any of the Board of Directors or the Company Secretary of the Company be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies / Regional Director, in this regard or for giving effect to this Resolution."

Item No.02

Alteration of name clause in the Memorandum of Association consequent upon the conversion from Private Company to Public Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 13 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from private company to public company subject to the approval of the Registrar of Companies / Regional Director, or

India Gold Metaverse Private Limited MUMBAI

other competent authority, the existing Name Clause being Clause I in the Memorandum of Association of the Company be altered and substituted by the following clause:

1. The Name of the Company is **"India Gold Metaverse Limited"**

RESOLVED FURTHER THAT any of the Board of Directors or the Company Secretary of the Company be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies / Regional Director, in this regard or for giving effect to this Resolution."

Item No.03

Adoption of entire new set of Articles of Association in substitution of the existing Articles of Association of the Company consequent to conversion from Private Company to Public Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution:**

"RESOLVED THAT in accordance with the provisions of Section 14 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from private company to public company and subject to approval of the Registrar of Companies / Regional Director, or other competent authority, as may be necessary, an entire new set of Articles of Association of the Company be and is hereby approved and adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Board of Directors or the Company Secretary of the Company be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies / Regional Director, Mumbai, in this regard or for giving effect to this resolution."

By Order of the Board of Directors

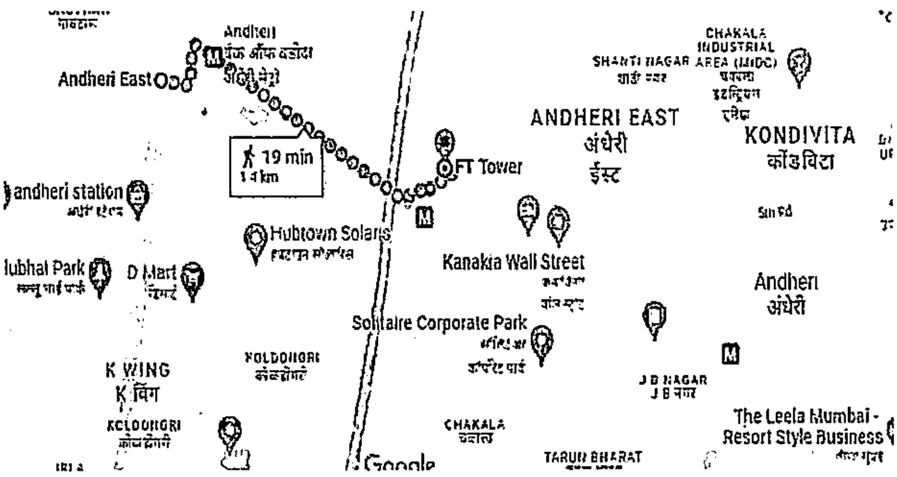
Jharna Laheja

Jharna Laheja
Company Secretary
A73081
June 26, 2026
Mumbai

India Gold Metaverse Private Limited Mumbai

Notes:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in relation to the Special Business of the meeting is annexed hereto.
2. ***A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of herself/himself and the proxy need not be a member of the company.***
3. ***Instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.***
4. Members / proxies should bring their Attendance slip duly filled in for attending the meeting.
5. A Body Corporate / Corporation being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013.
6. Members are requested to register/ update their e-mail IDs with the Company, so that the notice and related documents can be served to Members on their e-mail IDs.
7. All documents referred to in the notice are available for inspection at the Registered Office of the company on all working days between 10.30 am to 6:30 p.m. upto the conclusion of the Extra Ordinary General Meeting and also at the Meeting.
8. Pursuant to Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue is annexed to the notice. Landmark 'near Hotel Residency'



EXPLANATORY STATEMENT

ANNEXURE TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, JULY 22, 2026.

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

ITEM NO. 1, 2, & 3:

Your Company was incorporated on August 04, 2023, as a Private Limited Company. Since its inception your Company has experienced significant growth in its business operations and is pursuing various strategic initiatives to support its long-term objectives. In order to align its corporate structure with its future growth plans, enhance its corporate profile and also comply with the provisions of the Companies Act 2013, it is proposed to convert the Company from a Private Limited Company into a Public Limited Company.

Your Board of Directors further opine that the conversion of your Company into a Public Limited Company would:-

a. provide greater operational flexibility, strengthen the corporate governance framework;
b. position your Company to effectively pursue future expansion opportunities, including access to broader avenues for capital mobilisation and strategic growth initiatives.

As per the provisions of Section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company into a public limited company. The Members are requested to note that said conversion is subject to the approval of the Registrar of Companies / Regional Director, or such other authority.

Further as the conversion of your Company into a Public Limited Company will result in a consequential amendment in the name clause of the Memorandum of Association (MoA) of the Company, since the name of the Company will change from 'India Gold Metaverse Private Limited' to 'India Gold Metaverse Limited'. Pursuant to Section 13 of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for amendment in the MoA.

The conversion of your Company into a Public Limited Company will also result in the deletion of certain Articles, which apply only to a private limited company, from the existing Articles of Association (AoA) of your company. Further certain powers which need to be conferred by the AoA, as per various provisions of the Companies Act, 2013, need to be conferred by amending the Articles of Association of the Company. Your Board of Directors opine that rather than making numerous changes in the existing AoA, it would be wiser to adopt an entire new set of AoA in lines with Table F of the Company Act, 2013, with necessary changes.

India Gold Metaverse Private Limited MUMBAI

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for amendment in the AoA.

The proposed draft MoA and the new set of AoA, proposed to be adopted in substitution of the existing Articles of Association, are enclosed herewith. The existing MoA and AoA, together with the proposed draft MoA and new AoA, are available for inspection at the registered office of the Company on all working days between 10:30 a.m. and 6:30 p.m. up to the conclusion of the Extra-Ordinary General Meeting and shall also be available at the meeting.

Your Board of Directors have approved the conversion of your Company into a Public Limited Company and consequential amendments in the MoA & adoption of entire new set of AoA of the Company and now recommend the resolutions at item no. 1, 2 & 3 of the notice, as special resolutions, for your approval.

None of the Directors or other Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested in the Resolution.

By Order of the Board of Directors

Jharna Laheja

India Gold Metaverse Private Limited MUMBAI

Jharna Laheja
Company Secretary
A73081
June 26, 2026
Mumbai

ATTENDANCE SLIP

Extra Ordinary General Meeting

I/ We hereby record my / our presence at the (02/2026-27) Extra Ordinary General Meeting of India Gold Metaverse Private Limited (the Company), to be held on Wednesday, July 22, 2026, at 3.00 p.m. at FT Tower, 4th Floor, CTS No.: 256 & 257, Suren road, Chakala, Andheri (East), Mumbai – 400093.

______________	______________________	________________________
Member's Folio/ DP ID-Client ID	Member's/Proxy's name in block letters	Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: India Gold Metaverse Private Limited,
CIN: U47912MH2023PTC408065
Registered Office: FT Tower, 4th Floor, CTS No.: 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093

Name of the Member (s):	
Registered address:	
E-mail ID:	
Folio No./Client ID- DP ID:	

I/We, being the member (s) of _______ shares of the above named company, hereby appoint

1. Name: Address:
E-mail Id: Signature: _______________, or failing him/her;

2. Name: Address:
E-mail Id: Signature:_______________, or failing him/her;

3. Name: Address:
E-mail Id: Signature: _____________________________as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the (02/2026-27) Extra Ordinary General Meeting of India Gold Metaverse Private Limited (the Company), to be held on Wednesday, July 22, 2026, at 3.00 p.m. at FT Tower, 4th Floor, CTS No.: 256 & 257, Suren road, Chakala, Andheri (East), Mumbai – 400093, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	**Resolution**	**Vote (Optional – See Note 2)**		
Special Resolution:		**For**	**Against**	**Abstain**
1	Conversion of the Company from Private Limited to Public Limited			
2	Alteration of name clause in the Memorandum of Association consequent upon the conversion from Private Company to Public Company			
3	Adoption of new set of Articles of Association in substitution of the existing Articles of Association of the Company consequent to conversion from Private Company to Public Company			

Signed this ________________ day of ________ 2026.
Signature of shareholder: _______________
Signature of Proxy holder (s): _____________
Note:

1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2) It is optional to put a ☐ in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

INDIA GOLD METAVERSE LIMITED

(CIN: U47912MH2023PTC408065)

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that INDIAN GOLD METAVERSE PRIVATE LIMITED is incorporated on this FOURTH day of AUGUST TWO THOUSAND TWENTY THREE under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U47912MH2023PTC408065**

The Permanent Account Number (PAN) of the company is **AAHCI2483B***

The Tax Deduction and Collection Account Number (TAN) of the company is **MUMI17981F***

Given under my hand at Manesar this FOURTH day of AUGUST TWO THOUSAND TWENTY THREE

Document certified by DS MINISTRY OF CORPORATE AFFAIRS 10 <roc.crc@mca.gov.in>.

Digitally signed by DS MINISTRY OF CORPORATE AFFAIRS 10
Date: 2023.08.04 10:08:08 IST

Kuldeep Singh

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

INDIAN GOLD METAVERSE PRIVATE LIMITED

Rm No601,6th Fl,Shri sai,Laxmi 450 BP Rd,Dadar (w),Bhawani Shankar Rd,Mumbai,Mumbai-400028,Maharashtra

*as issued by Income tax Department

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

ROC Mumbai
100 Everest Building, Mumbai, Everest 100, Marine Drive, Maharashtra, 400002, India

Corporate Identity Number: U47912MH2023PTC408065 / U47912MH2023PTC408065

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s INDIAN GOLD METAVERSE PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 09/01/2024 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai this EIGHTH day of FEBRUARY TWO THOUSAND TWENTY FOUR

Document certified by DS MINISTRY OF CORPORATE AFFAIRS 4 <Alpesh.maniya@mca.gov.in>.

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS 4
Date: 2024.02.08 17:55:05 IST

Shivraj Ranjeri

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Registrar of Companies

ROC Mumbai

Mailing Address as per record available in Registrar of Companies office:

INDIAN GOLD METAVERSE PRIVATE LIMITED

Rm No601,6th Fl,Shri sai, Laxmi 450 BP Rd,Dadar (w), Bhawani Shankar Rd, Mumbai, Mumbai- 400028, Maharashtra, India

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Central Processing Centre

Plot No. 6,7, 8, Sector 5, IMT Manesar, Manesar, Haryana, India, 122050

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **U47912MH2023PTC408065**

I hereby certify that the name of the company has been changed from INDIAN GOLD METAVERSE PRIVATE LIMITED to INDIA GOLD METAVERSE PRIVATE LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name INDIAN GOLD METAVERSE PRIVATE LIMITED

Given under my hand at ROC, CPC this TENTH day of MARCH TWO THOUSAND TWENTY FIVE

Document certified by *.mca.gov.in.

Digitally signed by
*.mca.gov.in
Date: 2025.03.10 23:35:51 IST

Brijesh Kain

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Brijesh Kain, Central Processing Centre, and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

Mailing Address as per record available in Registrar of Companies office:

INDIA GOLD METAVERSE PRIVATE LIMITED

4TH FLOOR, FT TOWER, CTS No. 256 &257, Suren Road, Chakala, Chakala Midc, Mumbai, Mumbai- 400093, Maharashtra, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry www.mca.gov.in/MCA21

COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

*INDIA GOLD METAVERSE LIMITED

I. The name of the Company is ***INDIA GOLD METAVERSE LIMITED.**

II. The Registered office of the Company will be situated in the State of Maharashtra i.e. withinthe Jurisdiction of Registrar of Companies, Mumbai.

III. (A) THE OBJECTS TO BE PERUSED BY THE COMPANY ON ITS INCORPORATIONARE :-

1. To create a retail and an institutionalised infrastructure digital platform, blockchain platform, ecommerce platform and market eco-system for Indian Gold market supply chain, linking with the global community and local industry, for ecommerce, supply chain management, mining, trading, buying and selling, storing, logistic, banking support services, importing and exporting precious and semi precious metal and stones and creating metaverse and blockchain based gold market ecosystem with digital assets and asset backed coins, tokens and NFT.
2. To provide platform ecosystem for products and services of Jewellers, assayers, dealer, traders, physical distribution, digital distribution, bullion dealers, NFT users, hallmarking agencies, buyers and sellers of gold and various precious and semi precious metals and stones, related instruments, digital coins, tokens, hallmarked Jewellery, wholesale Jewellery, distribution and trading of bullion and Jewellery on metaverse, artifacts, logistical support for movement of bullion and jewellery, support services, pledging mechanism, creating Gold loan market ecosystem, support system for Gold lending and borrowing market, gold swapping and similar products for other precious and semi precious metals and stones, digital wallet services, payment gateways, facility for digital augmented reality, virtual reality and extended reality, mobile based and blockchain based trading platform, domestic and global supply chain of bullion bank, refineries, miners, bullion traders, intermediaries, franchises, services providers, banking services, , , forex service providers, domestic and international SEZ users and services, data services providers, publications, establish TV / YouTube channel for bullion and Jewellery ecosystem.

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*Name of the Company has been changed from Indian Gold Metaverse Private Limited to India Gold Metaverse Private Limited vide Special Resolution at Extra Ordinary General Meeting of the Company held on January 29, 2025

3. [1]To conduct industry seminars, workshops, trade fairs, physically and digitally, establish Gold academy for educating stakeholders for bullion, Jewellery and support eco-system users, professionals and services providers, etc., facilitate bullion insurance through platform , bullion industry recruitment platform, bullion social media platform, bullion market place for talent, skills and professionals related to bullion ecosystem, time based selling and buying platform for skilled professionals within bullion ecosystem, establish data, information and custodial storage and record keeping, create market based tradable instruments based on bullion, Jewellery, precious and semi precious metals and stones, create testing facility for bullion and Jewellery products and services, marketing, minting of Gold backed tokens, NFTs, precious metal based assets backed NFT, coins and support ecosystem, create ecosystem of designers, artisans, influencers, researchers, advertisers, social media, and others, provide platform service for accessing spot trading and hedging in bullion and forex, establish indices, bullion standards, polishing, trading of precious and semi-precious stones, create tradable products for precious and semi-precious metals and stones, establish network of refiners and banks for the industry, provide services relating to taxation, quality assurance, forex, derivatives trading, collaborate globally for similar activities, establish franchisee stores for domestic and global bullion and Jewellery products and service, , media services, provide web, app, blockchain and metaverse related services, provide policy, research, data, global trade, global brands related services, establish network with domestic and international trade association, policy groups, government agencies, publish reports, data, research and magazines physically and digitally, conduct digital and social media marketing for bullion ecosystem, host competitive games of skill, , virtual trading, trading contests, provide a platform for customers to register as a member of the mass media platforms, build community, collect fees, subscriptions, participate in such tournaments, distribute prizes in cash and kind, arrange sponsorship, evaluate position, rating and ranking of members/ Instruments/ Platforms /Projects, Designing, software development, Development and maintenance of Online Gaming software and all other game of skill and also to develop, maintain, operate, train and deal in creative arts, multimedia, animation, web designing and programming, fantasy sports, fantasy games, distribution network for TV, content, shoot, Edit, News capture, interviews, develop shows, academy or wire services for precious and semi precious metals and stone, data, news, Academy for global and domestic courses of third party, own courses, conferences, webinars, Training Centres, Manpower consultancy, placement services, licensees or Franchisees, both in India and outside India.

3A. [2]To publish books, Journals, Newspapers, Circulars and Course Materials, in either conventional, electronic or any other media, and run Information storage, ratings, issue virtual coins or loyalty coins, custodial vault service and any other service to enable trading, matching, routing, payment, arbitrage, create wealth products for clients, market services as may be needed by the users for precious

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[1] Substituted vide approval of members by special resolution at Extra Ordinary General Meeting held on January 9, 2024.

[2] Inserted vide approval of members by special resolution at Extra Ordinary General Meeting held on January 9, 2024.

services including ecommerce, virtual, and m-commerce in the field of bullion, risk management, communications and network management, finance and treasuries, straight through processing, functional or electronic transactions as well as other internet related services, electronic media, cloud solutions, and the provision for any of the forgoing services or / and solutions to various parties in India and abroad and to sell, collect, analyse, process, interpret distribute and circulate data, research, statistics and information relating to all type of business or industry and to distribute and publish Gold information, products and services including but not limited to all the branches, clients, investors, research analyst and for that purpose to establish, run or manage whether in India or abroad data processing, data mining, data storage, data extraction and transcription centres.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

4. To enter into any arrangements with any Government or Government departments or authorities or statutory corporations, bodies corporate or other undertaking that may seem conducive to the attainment of the company's main objects, and to obtain from any such Government or Government departments or authorities or persons any rights, privileges, franchises and concessions necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements.

5. To purchase, acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of property suitable for the purpose of the company or which can be carried on in conjunction therewith.

6. To pay for any property, rights or privileges acquired by the company or for the services rendered or to be rendered in connection with the promotion of the business of the company or for acquisition of any property for the company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the company and to issue any shares either as fully paid up or with such amount credited as paid up thereon, 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.

7. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property assets, rights and effects of the company for such consideration as may be thought fit and in particular for cash or for stocks, shares, whether fully or partly paid up or securities of any other company.

8. To provide information for the development of industries to entrepreneurs and to provide any other computerized services.

9. To enter into contracts of indemnity or guarantee and to guarantee the performance of any contract or obligation and the due payment and repayment of any debt or liability present or future or contingent on the performance of any contracts or obligations of any persons, firms or company or body corporate.

10. 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 and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property rights and information so acquired and to carry on any business in any way connected therewith.

11. To purchase or take on lease or in exchange, hire or otherwise acquire and to erect, maintain, reconstruct, and adopt any land, building, workshops, mills, plant, machinery, equipment accessories, offices and any other kind of real and personal property whether moveable or immovable, necessary or convenient, for the purpose of the business of the Company and for that purpose to enter into any Agreement, Deed of Sale or any kind of arrangement with any party and to create any kind of fund (depreciation, reserve, sinking, insurance etc) for repairing, maintaining, improving or replacing its assets/properties and also to extend, expand or develop the business of the Company by adding, altering or enlarging all or any of the buildings, premises, machinery or stock in trade, etc, for the time being the property of or in possession of the Company and by expending from time to time, such sums of moneys as may be necessary or expedient for the purpose of improving, repairing and maintaining the buildings, machinery and property for the time being of the Company.

12. To establish, provide, maintain and conduct or otherwise subsidize research and experimentational 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 conference and by providing or contributing to the award of scholarships, prizes and reward, studies, researches, investigations, experiments, tests and invention of any kind that may be considered likely to assist any business which the company is authorized to carry on.

13. To insure with any other company, firm or persons against losses, damages and risks of all kinds that may affect the company.

14. To let on lease or on hire-purchase system or to lend or otherwise dispose off any property belonging to the company.

15. To invest and deal with the surplus monies of the company not immediately required for the business to purchase or subscribe for shares and securities of any

other company or to invest in any mode, to accumulate funds and to invest or purchase or lease any land, buildings, easements, stock-in-trade or other properties which the company may think necessary for the purpose of its business.

16. Subject to the provisions of the Companies Act, 2013, and other applicable law, 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 or debenture stock (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 or assets 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 persons or company or any obligations undertaken by the company or any other person or company as the case may be, but the company shall not carry on Banking Business.

17. To procure the recognition of the Company under the laws of any place outside India.

18. To open any kind of account with any individual, firm or Company or in any Bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

19. To engage, employ, suspend and dismiss executives, engineers, agents, manager, 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 children and generally to provide for the welfare of all the employees.

20. To form, incorporate or promote any company or companies, whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or control or development of the company or any other object or objects which in the opinion of the company could or might assist the company in the management of its business, the development of its properties and to apply all or any of the costs and expenses incurred in connection with any such promotion or incorporation.

21. Subject to the provisions of the Act, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of Co-operation, joint venture, license or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in.

22. To support, subscribe or donate or otherwise provide aid to any benevolent, charitable, national, public or other objects funds, institutions, trusts, society, club or organization, subject to the provisions of Section 182 of the Companies Act 2013.

23. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, gratuitously in connection with the business of the Company.

24. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in press, cinema, electronic business media such as television, internet etc. by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

25. To assist any other company under the same management within the meaning of the Companies Act, 2013 or any statutory modification thereof, in any manner and to any extent including the giving of loan and guarantees or the providing of securities of any kind whatsoever in connection with any loan given to the latter by any person, firm or body corporate.

26. To subscribe, acquire and hold shares in any other company having object altogether or in part similar to those of this Company.

27. To distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the company in the event of winding up, 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.

28. To institute and to defend any suit, appeal, application for review or revision or any other application or proceeding 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 purpose to engage or retain counsels, attorneys and when necessary to remove them.

29. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

30. To engage, employ, suspend and dismiss executives, engineers, agents, manager, 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 children and generally to provide for the welfare of all the employees.

31. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.

32. To form, incorporate or promote any company or companies, whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or control or development of the company or any other object or objects which in the opinion of the company could or might assist the company in the management of its business, the development of its properties and to apply all or any of the costs and expenses incurred in connection with any such promotion or incorporation.

IV 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.

***V** The Authorized Share Capital of the Company is Rs. 1,53,00,00,000/- (Rupees One Hundred and fifty-three Crore Only) divided into 1,53,00,00,000 (One Hundred and fifty-three Crore) Equity Shares of Re. 1/- (Rupee One only) each with the rights, 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 same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.

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* Clause V replaced vide Ordinary Resolution passed in the First Extra Ordinary General Meeting of the members of the Company held on Tuesday, 07th day of November, 2023 including the increase in the Authorised Share Capital from existing Rs. 1 lakh to Rs. 108 Crores.

*clause V was altered by sub-division of Equity Share Capital from existing Rs. 10/- (Rupees Ten only) per Equity Shares to Re 1 (Rupees one only) Per Equity Shares at the Extra Ordinary General Meeting of the Company held on Wednesday, 28th August, 2024.

* Clause V replaced vide Ordinary Resolution passed in the First Extra Ordinary General Meeting of the members of the Company held on Tuesday, 23rd day of December 2025 including the increase in the Authorised Share Capital from existing Rs. 108 Crores to Rs. 153 Crores.

We, the several persons, whose names, addresses and descriptions are hereunder subscribed, 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.	Name, Address, Description & Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address Description and Occupation of the Witness.
1.	Name: Mr. Ketan Bhawarlal Kothari Add: 3505, 35th Floor, North Wing, The Imperial, B.B. Nakashe Marg, Tardeo, Mumbai - 400034, Occupation: Self Employed SD/-	5000 (Five Thousand Only)	Witness To 1 & 2 : Dipali Natvar Vora 12, Patel Bhuvan, Daulat Nagar, Road No. 10, Borivali (East), Mumbai- 400066 Company Secretary SD/-
2.	Name: Mr. Dinanath Sahadev Kolamkar on behalf of JUPITER METAVERSE LLP, Add: 504 Raheja Haven prananjal 10th Rd, JVPD, Vile parle W, Mumbai - 400028, Occupation: Business SD/-	5000 (Five Thousand Only)	

DATE :03/08/2023

PLACE: **MUMBAI**

Entire new set of Articles to be adopted in the EGM to be held on July 22, 2026 with necessary changes

COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

*INDIA GOLD METAVERSE LIMITED

Interpretation

~~I In these regulations~~

~~the Act means the Companies Act~~

~~the seal means the common seal of the company~~

~~Private Company means company having a minimum paid up share capital as may be prescribed and which by its articles~~

~~i restricts the right to transfer its shares~~

~~ii except in case of One Person Company limits the number of its members to two hundred~~

~~Provided that where two or more persons hold one or more shares in a company jointly they shall for the purposes of this clause be treated as a single member.~~

~~Provided further that A persons who are in the employment of the company and B persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be members after the employment ceased shall not be included in the number of members and~~

~~iii prohibits any invitation to the public to subscribe for any securities of the company~~

~~Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company~~

I. (1) In these regulations—

(a) "the Act" means the Companies Act, 2013.

*(b) "The Company" means * INDIA GOLD METAVERSE LIMITED*

(c) "The Board" means the Board of Directors of the Company

(d) "the seal" means the common seal of the company

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*Name of the Company has been changed from Indian Gold Metaverse Private Limited to India Gold Metaverse Private Limited vide Special Resolution at Extra Ordinary General Meeting of the Company held on January 29, 2025 *(e) "Gender" - Words imparting the masculine gender also include the feminine gender*

(f) "Singular Number" - Words importing the singular number include where the context admits or requires the plural number and vice versa.

(g) "Year" - means the Financial Year of the Company

(2) The Regulations contained in Table F, in the First Schedule to the Act, as are applicable to a Public Company Limited by shares, shall apply to the Company, so far as they are not inconsistent with any of the provisions contained in these Articles and only to the extent that there are no specific provisions in these Articles.

(3) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof for the time being in force.

(4) Where in the Companies Act, 2013 or any Company Rules made by the Central Government or any other authority, in exercise of powers conferred by the Act it has been provided that the Company shall have any right, privilege or that the Company could carry out any transactions only if the Company is so authorized by its Articles, then and in that case this Article hereby authorizes and empowers the Company to have such rights, privileges or authority as to such transactions as have been permitted by the Act and authorizes the Company to carry out the transactions subject to approval of the Board of Directors of the Company without there being any specific regulation in that behalf herein provided and as an illustration of such rights, privileges, authorities and transactions the following are set out with relevant sections:

(a) Section 50 to accept unpaid share capital although not called up
(b) Section 51 to pay dividend in proportion to amount paid up
(c) Section 55 to issue Redeemable Preference Shares
(d) Section 61 to alter the share capital of the Company
(e) Section 62 Issue of Securities."

Share Capital and Variation of rights

II. 1. (i) The authorized share capital of the company shall be as per clause V of the Memorandum of Association of the company. The company shall have the power to increase and / or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions in such manner as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or by the regulations of the company and consolidate or subdivide the shares and issue shares of higher or lower denominations.

(ii) Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

1A. (i) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing shares, debentures and other securities and to offer and issue further shares, debentures and other securities in a dematerialised form, pursuant to the provisions of Depositories Act, 1996. The necessity of having distinctive numbers for securities issued by the Company shall not apply to securities held in the dematerialized mode. The rights and obligations of all parties concerned, and all matters connected therewith or incidental thereto, shall be governed by the provisions of the Depositories Act, 1996 and/or by the provisions of any other applicable law in force from time to time. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law in respect of any securities in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed issue the beneficial owner the required certificates of securities.

(ii) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of shares, debentures and other securities on behalf of the beneficial owner. All securities held by a Depository shall be in dematerialised mode and be held in fungible form.

(iii) Save as otherwise provided above, the Depository as a registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iv) Every person holding securities of any class in the capital of the Company and whose name is entered as beneficial owner in the records and registers of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights including voting rights and benefits and be subject to all the liabilities in respect to his/her securities which are held with a Depository.

v) Every Depository shall furnish to the Company information about the transfer of securities, the name of beneficial owners at such intervals and in such manner as may be specified under the provisions of the Depositories Act.

(vi) Section 56 of the Act shall not apply to transfer of securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the records of a Depository.

(vii) The register and index of beneficial owners maintained by a Depository under the Depositories Act shall also be deemed to be Register and Index of members and holders of securities for the purpose of these Articles and the Act."

~~2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided~~

~~a) one certificate for all his shares without payment of any charges or~~

~~b) several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first~~

~~(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary:~~

~~Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.~~

~~(iii) In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holder~~

~~3. (i) If any share certificate be worn out defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.~~

~~(ii) The provisions of Articles and shall mutatis mutandis apply to debentures of the company~~

2. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise even when having notice thereof any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or except only as by these regulations or by law otherwise provided any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder

3. (i) The company may exercise the powers of paying commissions conferred by subsection 6 of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

   (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection of section 40.

   (iii)The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other

4. (i) If at any time the share capital is divided into different classes of shares the rights attached to any class unless otherwise provided by the terms of issue of the shares of that class may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class

   (ii) To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question
5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith
6. Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine
7. *Pursuant to Section 62(1)(a)(ii) a Rights offer made by the Company shall not include a right exercisable by the person concerned to renounce the Shares offered to him or any of them in favour of any other person, unless authorised by the Board of Directors.*

Lien

8. (i) The company shall have a first and paramount lien
   (a) on every share not being a fully paid share for all monies whether presently payable or not called or payable at a fixed time in respect of that share and
   (b) on all shares not being fully paid shares standing registered in the name of a single person for all monies presently payable by him or his estate to the company.

   Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause

   (ii) The company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares

9. The company may sell in such manner as the Board thinks fit any shares on which the company has a lien.

   Provided that no sale shall be made

   (a) unless a sum in respect of which the lien exists is presently payable or

   (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency
10. (i) To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof

    (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer

(iii) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale

11.(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale

Calls on shares

12.(i) The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares whether on account of the nominal value of the shares or by way of premium and not by the conditions of allotment thereof made payable at fixed times

~~Provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.~~

(ii) Each member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board

13.A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

14.The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

15.(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

16.(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of nonpayment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

17.The Board

(a) may, if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and

(b) upon all or any of the monies so advanced may until the same would but for such advance become presently payable pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

18.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

19.The Board may subject to the right of appeal conferred by section 58 decline to register

(a) the transfer of a share not being a fully paid share to a person of whom they do not approve or

(b) any transfer of shares on which the company has a lien, or

(c) any transfer of securities with sufficient cause.

20.The Board may decline to recognise any instrument of transfer unless

(a) the instrument of transfer is in the form as prescribed in rules made under subsection (1) of section 56

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and

(c) the instrument of transfer is in respect of only one class of shares.

21.On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine.

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

22.(i) On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

23. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either

(a) to be registered himself as holder of the share or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.

24.(i) If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share.

(iii) All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member

25.A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with

~~26.In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company~~

Forfeiture of shares

26.If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.

27.The notice aforesaid shall

(a) name a further day not being earlier than the expiry of fourteen days from the date of service of the notice on or before which the payment required by the notice is to be made and

(b) state that in the event of nonpayment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.

28.If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.

29.(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.

30.(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

31.(i) A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.

32.The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified

Alteration of capital

33.The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution

34.Subject to the provisions of section 61 the company may by ordinary resolution –

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares

(b) convert all or any of its fully paidup shares into stock and reconvert that stock into fully paidup shares of any denomination

(c) subdivide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum

(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person

35.Where shares are converted into stock

(a) the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit

Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage except participation in the dividends and profits of the company and in the assets on winding up shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage

(c) such of the regulations of the company as are applicable to paidup shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stockholder respectively

36.The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law -

(a) its share capital

(b) any capital redemption reserve account or

(c) any share premium account

Capitalisation of profits

37.(i) The company in general meeting may upon the recommendation of the Board resolve –

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and

(b) that such sum be accordingly set free for distribution in the manner specified in clause ii amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions

(ii) The sum aforesaid shall not be paid in cash but shall be applied either in or towards –

A. paying up any amounts for the time being unpaid on any shares held by such members respectively

B. paying up in full unissued shares of the company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportions aforesaid

C. partly in the way specified in subclause (A) and partly in that specified in subclause (B)

D. A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares

E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation

38. Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto.

The Board shall have power -

a. to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions; and

b. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paidup of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares.

Any agreement made under such authority shall be effective and binding on such members

Buy-back of shares

39. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities

General meetings

40. All general meetings other than annual general meeting shall be called extraordinary general meeting

41. The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board

Proceedings at general meetings

42. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.

43. The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company

44. If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting

45. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting

~~46. In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member~~

Adjournment of meeting

46. The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

Voting rights

47. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paidup equity share capital of the company
48. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once
49. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members
50. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
51. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll
52. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
53. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive

Proxy

54. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid
55. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
56. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given.

Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used

Board of Directors

57. The First director of the Company are:
    Mr Dinanath Sahadev Kolamkar (DIN: 00310154) and
    Mr Ketan Bhawarlal Kothari (DIN: 00230725)
58. The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day to day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company

~~59.The Board may pay all expenses incurred in getting up and registering the company~~

59. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register
60. All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine
61. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose
62. Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act
63. The Board may appoint any Person(s) as Nominee Director in pursuance of any agreement or virtue of Shareholding.

Proceedings of the Board

64. The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board
65. Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote
66. The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose
67. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting

68.The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board

69.A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting

70.A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote

71.All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director

72.Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held

~~73.In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director~~

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

73.Subject to the provisions of the Act a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as chief executive officer manager company secretary or chief financial officer

74.A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer, manager, company secretary or chief financial officer

The Seal

75.The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

76.The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board

77.Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company

78.The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve

79.Subject to the rights of persons, if any, entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares.

80.No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

81.All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly

82.The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company

83.Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

84.Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share

85.Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act

86.No dividend shall bear interest against the company

Accounts

87.The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting

Winding up

88.Subject to the provisions of Chapter XX of the Act and rules made thereunder –

(i) If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not

(ii) For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members

(iii) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

Indemnity

89.Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal

We, the several persons whose names, addresses and descriptions are hereunder, subscribed below are desirous of being formed into a Company in pursuance of this ARTICLES OF ASSOCIATION:

Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	Mr. Dinanath Sahadev Kolamkar on behalf of JUPITER METAVERSE LLP, Add: 504 Raheja Haven prananjal 10th Rd, JVPD, Vile parle W Juhu, Mumbai - 400049, Occupation: Business	00310154	Mumbai		03/08/2023
2	Mr. KETAN BHAWARLAL KOTHARI, Add: 3505, 35th Floor, North Wing, The Imperial, B.B. Nakashe Marg, Tardeo, Mumbai - 400 034., Occupation: Self Employed	00230725	Mumbai		03/08/2023

Signed before me						
Name Prefix *(ACA/FCA/ACS/ FCS/ACMA/ FCMA)*	*Name of the witness	*Address, Description and Occupation	*DIN / PAN / Passport number / Membership		DSC	Dated
ACS	Dipali Natvar Vora	Add:12, Patel Bhuvan, Daulat Nagar, Road No. 10, Borivali (East), Mumbai- 400066, Occupation:Professional	46989	Mumbai		03/08/2023