

ALTERED MEMORANDUM OF ASSOCIATION

BLUESTONE JEWELLERY AND LIFESTYLE LIMITED

(Incorporated under the Companies Act, 1956, Company Limited by Shares)

1st The name of the Company is "**BLUESTONE JEWELLERY AND LIFESTYLE LIMITED.**"

2nd The Registered Office of the Company is situated in the **STATE OF KARNATAKA.**

3rd

(a) @ THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business as agents, distributors, representatives, manufacturers, dealers, merchants, importers, exporters, traders, contractors, warehousemen and to establish, maintain, operate and/or run agency lines in goods, stores, consumable items, durable merchandise and products of every kind and description and to carry on business as selling agents, buying agents, factors, commission agents, distributors and stockiest, brokers in respect of goods, materials, merchandise, produce, articles and/or commodities of all kinds and specifications whatsoever.
2. To carry on in India or elsewhere the business to manufacture, process, prepare, commercialize, cut, polish, set, design, develop, modify, prepare, display, exchange, examine, refine, finish, grind, grade, assort, import, export, buy, sell, resell, demonstrate, distribute, deal in, purchase, sell, market and to act as importer, exporter, dealer, merchant, trader, agent, broker, indenter, liasioner, sales promoter, supplier, provider, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, descriptions, specifications, applications, design and kinds of various gold, silver, platinum jewellery, ornaments, gems, apparels.
3. To carry on in India or elsewhere the business of goldsmiths, silver smiths, platinum smiths, jewellers, gem and diamond merchants, precious and semi-precious metal merchants and of producing, acquiring and trading, importing, exporting, buying, selling in all kinds of metals, bullion, gold, silver, platinum, diamonds, precious gems, stones and pearls and other complimentary items.
4. To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semiprecious stones and metals of all kinds and other complimentary consumer items and accessories.

#Altered vide Special Resolution passed by the members at their Annual General Meeting held on August 21, 2024.

#Altered vide special resolution passed by the members at their extra-ordinary general meeting held on November 08, 2013 for change in name from NEW AGE E COMMERCE SERVICES PRIVATE LIMITED To BLUESTONE JEWELLERY AND LIFESTYLE PRIVATE LIMITED.

@Altered main object clause 3(a) vide Special Resolution passed by the members at their Annual General Meeting held on August 21, 2024.

@Altered main object clause 3(a) vide Special Resolution passed by the members at their Extra-ordinary General Meeting held on June 24, 2016.

@Altered main object clause 3(a) vide Special Resolution passed by the members at their Extra-ordinary General Meeting held on September 16, 2013.

@ Clause III (A) 1 and 2 are being replaced vide special resolution passed at Extra Ordinary General Meeting on 10.10.2011.



5. To establish factories warehouses and stores to manufacture cut, cleave, polish, finish, customize silver, gold, platinum and all other kinds of metals and diamond and other precious or semi-precious stones and gems studded jewellerys and accessories including manufacturing of coins and additionally using of precious and semi-precious stones and enameling process.
6. To carry on the business of testing, evaluation, appraisal and certification of gemstones, jewellery, minerals, curios, antiques and other works of art and to work as certified valuers of the jewellerys and accessories manufactured and designed by the company.
7. To host, manage and maintain platform(s) through all kinds of media including but not limited to online websites, mobile applications etc. for the purposes of displaying, marketing, and selling jewellery (manufactured using precious and semi-precious metals and precious stones) and gold and silver coins within and outside India.
8. To trade and deal in, manage, purchase or otherwise acquire and sell, dispose off, import, export, exchange, hold and deal in diamond, precious and semi-precious stones and metals, gold and silver chains, bullion and jewellery, pearls, coins, and establish showroom, shops for trading of goods for the above business and also to carry out the business through e-commerce website, internet, etc.

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

1. To acquire from or sell to any person, firm or body corporate or un-incorporate, whether in India or elsewhere, technical and managerial information, know-how, process engineering, to achieve the main objectives specified herein and to acquire or grant licenses, other rights and benefits in the foregoing matters and things.
2. To apply for, purchase or otherwise acquire, any patents, trade names, licenses concessions and the like conferring any secret or to use any secret or other information and invention which may seem capable of being used for any of the purposes of the Company or for the attainment of its objects and to use, exercise, develop and grant license in respect of or otherwise turn to account the property, rights or information so acquired.
3. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and text of all kinds and to promote studies and research, both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes, grants and subsidies to students or otherwise by generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
4. To purchase, take on lease or license or in charge, hire or otherwise any real and/or personal property and any rights or privileges which the company may think necessary or convenient for



the purpose of its business or may enhance the value of any property of the company in particular any land (freehold or other tenure), buildings, easements, machinery, plant and stock in trade and on any such land, to erect buildings, factories, sheds godowns or other structures for the purposes of the Company and also for the residence and amenity of the employees, staff and other workmen and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the Company.

5. To exchange, sell, convey, assign or let on lease or grant license for the whole or any part of the Company's immovable properties and to accept as consideration or in lieu thereof other land or cash or government securities or securities guaranteed by government or shares in joint stock companies or partly the one and partly the other or such other properties or securities as may be determined by the company and take back or reacquire any property so disposed of by repurchasing or leasing the same or obtaining a license for such price or prices and on such terms and conditions as may be agreed upon.
6. To enter into any agreements with the Government of India or any other government or with any authorities, public municipal, local railway or with any other person that may seem conducive to the objects of the company or any of them and to obtain from any such government, authority or person any rights, privileges, charities, contracts license and concessions which the Company may think it desirable to obtain and carry out, exercise and comply therewith and dispose of or turn to account the same.
7. To merge or amalgamate with any person or company carrying on business similar to those of company whether by sale or purchase (for duly or partly paid shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid without winding up by purchase (for fully or partly paid shares or otherwise) or in any other manner.
8. To purchase or otherwise acquire and undertake in any country, the whole any apart of the business, right and liabilities of any person, firm or company caring on or proposing to carry on any business which the company, is authorized to carry on or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith which is capable of being conducted so as directly to benefit the Company and to purchase, acquire, sell and deal in property, shares or stock of any such person, firm or company to conduct, make carry into effect any agreement, in regard to the winding up the business of any such person, firm or Company.
9. To improve, manage, develop, grant rights or privilege in respect of or otherwise deal with all or any part of the property and the rights of the company.
10. To distribute any of the Company's property among the members in special or in any manner whatsoever in the event of the winding up the company.
11. To pay for any property or right acquired by the company either in cash or fully or partly paid shares or by the issue of the securities, or partly in one mode and partly in another and generally on such terms as may be determined.
12. To pay out of the funds of the Company all cause costs, charges and expenses, in India or abroad,



which the Company may lawfully pay with respect to the promotion, formation and registration of the Company and/or which the company shall consider to be preliminary expenses, spent upon the formation of agencies, branches and local boards.

13. Subject to the relevant provisions of the Companies Act, 2013, and Rules framed there under from time to time, to borrow or raise money, or to receive money on depositor loan at interest or otherwise in such manner including borrowing from venture capital, from any country, as a company may think fit and in particular by the issue of debentures, perpetual or otherwise and convertible into shares in this or any other company or not and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge charge, lien upon all or any of the property, assets or revenue of the company (both present and future) including its uncalled capital and to give the lenders or creditors the power of the sales and other powers as may seem expedient, and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person, firm or company of any obligation undertaken by the company. The acceptance of deposits shall be subject to provisions of the Companies Act, 2013 and rules framed thereunder.
14. To confer upon any encumbrances or trustees for any encumbrances of uncalled capital, such powers of making and enforcing calls and of vetoing the transfers of shares not fully paid up as may be thought fit.
15. To Guarantee the issue of, or the payment of the interest on, the shares, debentures, stock or other security or obligations of any company or association engaged in similar business.
16. To grant annuities pensions, allowances, donations, provident funds, stock options, gratuities and bonuses to any employees or ex-employees (including Directors and Ex-Directors) of the company or the relations, connections, or dependants of any such person and to establish or support associations, institutions, club, schools, funds, schemes and trusts religious, scientific, educational, provident or otherwise which may be considered or calculated to benefit any such person or otherwise advance the interest of the company or its members and to establish and contribute any scheme for purchase by trustees of shares in the company to be held to the benefit of the company's employee's and to lend money to the company's employees and to support to subscribe to any charitable objects and institutions and to clubs, societies or funds.
17. Subject to the provisions of the Companies Act, 2013, to invest any excess funds of the company not immediately required in such form as thought expedient.
18. To procure the registration or other recognition of the company in any country, state or place and to establish and regulate agencies purposes of the company's business and to apply or join in applying to any parliament state assembly government, local, municipal or other authority or body for any act of parliament, decree, concessions, orders, rights or privileges that may seem conducive to the company's objects or any of them and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the Companies interest.



- 19.To carry on any business or branch of a business in any country, which this company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any agreement with any such subsidiary company for taking part in the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch either temporarily or permanently and to appoint Directors of any such subsidiary Company.
- 20.To make shares or debentures in its own name or in the name of its agents or trustees in other companies and to acquire in its own name or in the name of its trustees, property and rights which the company may think convenient for the purpose of business.
- 21.To adopt such means of making known, in any country, the goods and products of the company and to give publicity to the business of the company as may seem expedient, and in particular by advertisement in the press, by issuing pamphlets, handbill posters, rewards etc. and to incur expenses for all such purposes or by spending out in Indian Union or abroad groups of artists
- 22.Subject to the provisions of the Companies Act, 2013 and the rules framed there under to receive fixed and other deposits or loans for financing the business of the company.
- 23.Subject to the Banking Regulation Act 1949 to open banking accounts and to draw, accept, make, endorse, discount, execute, and issue cheques, promissory notes, bills of lading, bills of exchange, warrants, debentures and other negotiable or transferable instruments, and to close such banking accounts, from time to time.
- 24.To establish agencies or branches in India and elsewhere.
- 25.To sell or dispose of the undertaking of the company or any part thereof in such manner and for such consideration as the company may think fit, and in particular for shares (fully or partly paid up) debentures, debenture stocks or securities of any other company, carrying on similar business whether promoted by the company for the purpose or not and to improve, manage, develop, exchange, lease dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
- 26.Subject to the provisions of the Companies Act, 2013, to advance and lend money on assets of all kinds upon such terms as may be arranged but not to carry on banking business as defined in the Banking Regulation Act, 1949.
- 27.To issue and deposit any such security which the company has power to issue by way of mortgage or charge, to secure any sum less than nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- 28.To act as selling agents or commission agents of any person, firm or corporation as deemed necessary for fulfilment of any of the objects specified herein above.
- 29.To appoint trustees (whether a person, firm or Company) to hold securities on behalf of and to protect the interest of the Company and to establish trust.



30. Subject to the provisions of the Companies Act, 2013, to make donations to such persons or institutions either of cash or in other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for charitable or benevolent objects or for public, general or other objects.
31. To create any reserve fund, insurance fund or any other special fund whether for depreciation or for repairing, extending or maintaining any of the property of the company or for any other purpose conducive to the interest to the company.
32. To employ experts and consultants to investigate and examine the conditions prospectus, value, character and circumstance of any business concern and undertaking, and generally of any assets, property or rights.
33. To acquire from any person, firm or body corporate or incorporate, whether in India or elsewhere, technical information, know-how, processes, services, engineering, manufacturing and operating data, plant layout and blue prints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
34. To acquire, form, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend, electric light and power plant, water works, tanks, bridges, staff and workers lines and houses and busters, villages, roadways, tramways, railways and cannels, reservoirs, aqueducts, water courses, dykes, drains, wharves, furnaces, crushing works, hydraulic work, workshops, factories, warehouses, sheds, dwelling, offices, shops, stores, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company and to contribute, to subsidise or otherwise aid by taking part in such operations.
35. To seek for and secure openings for the employment of capital, and with a view thereto prospect, examine and test, to dispatch and employ conditions, commissions, consultants, experts, and other agents.
36. To undertake and execute any trust the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise.

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. 45,05,00,000/- (Rupees Forty Five Crores Five Lakhs only) divided into:

- i. 16,82,90,700 (Sixteen Crore Eighty- Two Lakhs Ninety Thousand Seven Hundred) Equity Shares of Re. 1/- (Rupee One Only) each aggregating to Rs. 16,82,90,700 (Rupees Sixteen Crore Eighty- Two Lakhs Ninety Thousand Seven Hundred Only)
- ii. 6,09,594 (Six Lakh Nine Thousand Five Hundred Ninety-Four) Series A Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 60,95,940 (Rupees Sixty Lakhs Ninety Five Thousand Nine Hundred Forty Only);



- iii. 1,86,982 (One Lakh and Eighty-Six Thousand Nine Hundred Eighty-Two) Series B Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 18,69,820/- (Rupees Eighteen Lakhs Sixty-Nine Thousand Eight Hundred Twenty Only);
- iv. 88,624 (Eighty-Eight Thousand Six Hundred Twenty-Four) Series B1 Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 8,86,240/- (Rupees Eight Lakhs Eighty-Six Thousand Two Hundred Forty Only);
- v. 13,39,659 (Thirteen Lakhs Thirty-Nine Thousand Six Hundred Fifty-Nine) Series B2 Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 1,33,96,590/- (Rupees One Crore Thirty-Three Lakhs Ninety-Six Thousand Five Hundred Ninety Only);
- vi. 1,28,207 (One Lakh Twenty-Eight Thousand Two Hundred and Seven) Series B3 Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 12,82,070/- (Rupees Twelve Lakhs Eighty-Two Thousand Seventy Only);
- vii. 14,17,252 (Fourteen Lakhs Seventeen Thousand Two Hundred Fifty-Two) Series C Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 1,41,72,520/- (Rupees One Crore Forty-One Lakhs Seventy-Two Thousand Five Hundred Twenty Only);
- viii. 19,80,112 (Nineteen Lakhs Eighty Thousand One Hundred Twelve) Series D Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 1,98,01,120/- (Rupees One Crore Ninety-Eight Lakhs One Thousand One Hundred Twenty Only);
- ix. 6,25,000 (Six Lakhs Twenty-Five Thousand) Series D1 Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 62,50,000/- (Rupees Sixty-Two Lakhs Fifty Thousand Only);
- x. 6,00,000 (Six Lakhs) Series D2 Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 60,00,000/- (Rupees Sixty Lakhs Only);
- xi. 3,00,000 (Three Lakhs) Series D3 Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 30,00,000/- (Rupees Thirty Lakhs Only);
- xii. 1,69,122 (One Lakh Sixty-Nine Thousand One Hundred Twenty Two) Series E Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 16,91,220/- (Rupees Sixteen Lakhs Ninety-One Thousand Two Hundred Twenty Only);
- xiii. 7,292 (Seven Thousand Two Hundred Ninety-Two) Series E1 Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 72,920/- (Rupees Seventy-Two Thousand Nine Hundred Twenty Only);
- xiv. 3,95,840 (Three Lakhs Ninety-Five Thousand Eight Hundred Forty) Series E2 Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 39,58,400/- (Rupees Thirty-Nine Lakhs Fifty-Eight Thousand Four Hundred Only);
- xv. 3,23,246 (Three Lakhs Twenty-Three Thousand Two Hundred Forty-Six) Series F Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 32,32,460/- (Rupees Thirty-Two Lakhs Thirty-Two Thousand Four Hundred Sixty Only);
- xvi. 1,90,00,000 (One Crores Ninety Lakhs) Series G Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 19,00,00,000/- (Rupees Nineteen Crores Only); and
- xvii. 1,05,00,000 (One Crore Five Lakh) Series H Preference Shares of Re. 1/- (Rupee One Only) each aggregating to Rs. 1,05,00,000/- (Rupees One Crores Five Lakhs Only).



****Clause V amended vide special resolution passed at the Extra Ordinary General Meeting on October 10, 2011.*

****Clause V amended vide special resolution passed at the Extra Ordinary General Meeting on March 03, 2014.*

****Clause V amended vide special resolution passed at the Extra Ordinary General Meeting on July 28, 2014.*

****Clause V amended vide special resolution passed at the Extra Ordinary General Meeting on May 14, 2015.*

****Clause V are being replaced vide special resolution passed at Extra Ordinary General Meeting on Thursday, June 23, 2016.*

****Clause V are being replaced vide ordinary resolution passed at Extra Ordinary General Meeting on Friday, 05 January, 2018.*

****Clause V are being replaced vide ordinary resolution passed at Extra Ordinary General Meeting on Tuesday, 8th January, 2019.*

****Clause V are being replaced vide ordinary resolution passed at Extra Ordinary General Meeting on Friday, 06 September, 2019.*

****Clause V are being replaced vide ordinary resolution passed at Extra Ordinary General Meeting on Thursday, 10 October, 2019.*

****Clause V amended vide ordinary resolution passed in Extra-ordinary General meeting of the members held on May 21, 2020 for re-classification of Authorised Share capital of the Company.*

****Clause V amended vide ordinary resolution passed in Extra-ordinary General meeting of the members held on May 10, 2021 for re-classification of Authorised Share capital of the Company.*

****Clause V amended vide ordinary resolution passed in Extra-ordinary General meeting of the members held on October 29, 2021 for re-classification of Authorised Share capital of the Company.*

****Clause V amended vide ordinary resolution passed in Extra-ordinary General meeting of the members held on December 07, 2021 for re-classification of Authorised Share capital of the Company.*

****Clause V are being replaced vide special resolution passed at Extra Ordinary General Meeting on March, 2, 2022.*


****Clause V amended vide Ordinary Resolutions passed at Extra-Ordinary General Meeting of the Members held on 20th July, 2022 for the purpose of Consolidation of the face value of Equity Shares from Re. 1/- to Rs. 10/- and increase in Authorised Share Capital of the Company additionally creating 64,59,070 Equity Shares of Rs 10/- each amounting to Rs. 6,45,90,700/- (Six Crores Forty Five Lakhs Ninety Thousand Seven Hundred only).*

****Amended vide Ordinary Resolutions passed at Extra-Ordinary General Meeting of the Members held on 9th August, 2022 for the purpose of Sub-division of the face value of Equity Shares from Rs. 10/- to Re. 1/-.*

****The Authorised Share Capital of the Company was increased vide Special Resolution passed by the members at their Extra-Ordinary General Meeting held on August 19, 2023, by additionally creating fresh 1,90,00,000 (One Crores Ninety Lakhs) Series G Preference Shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 19,00,00,000/- (Nineteen Crores only).*

****The Authorised Share Capital of the Company was increased vide Ordinary Resolution passed by the members at their Annual General Meeting held on August 21, 2024, by additionally creating fresh 10,00,00,000 (Ten Crore) equity shares of Re. 1/- (Rupee One) each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores Only) and 1,05,00,000 (One Crore Five Lakh) Series H Preference Shares of Re. 1/- (Rupee One) each aggregating to Rs. 1,05,00,000/- (Rupees One Crores Five Lakhs Only).*

For **Bluestone Jewellery and Lifestyle Private Limited**


Gaurav Singh Kushwaha
Managing Director
DIN: 01674879

Add: E-501, Mantri Espana, Outer Ring Road,
Kariyammanna Agrahara,
Bangalore, Karnataka -560103.



We, the several persons whose names and addresses 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:

Sl. No	Names, Description Occupation subscribers	Addresses and of	Number of Equity Shares taken by	Signature of the subscribers	Names, Addresses, Descriptions and Occupation of witnesses
1	K. GANESH S/O S. KRISHNAN VILLA NO. 3, PALM MEADOWS EXTENSION, RAMAGONDANAHALLI, BANGALORE - 560066 BUSINESS		22,500 Equity Shares	<i>K. Ganesh</i>	<i>B. Subramanian</i> E. Venkatesh was present Chartered Accountant Office in R.M. & Associates, No 717/60A, 2nd floor, 6th main, 5th cross, 5th stage, Bangalore - 40. E. Venkatesh Subscribers have signed in my presence.
2	B. M. MANJUNATH S/O S. MARATHI, # 717/60A, ASHRAYA, 2ND FLOOR, 6TH MAIN, 5TH CROSS, VIJAYANAGAR, BANGALORE - 560040 PROFESSION CHARTERED ACCOUNTANT		10 Equity Shares	<i>B. Manjunath</i>	
	TOTAL		1,00,000 Equity Shares	[One Lakh Equity Shares]	

Dated the eleventh day of July, Two Thousand and Eleven at Bangalore