

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

Memorandum

of

Association

of

Chetana Education Limited

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF

CHETANA EDUCATION LIMITED

1. The Name of the Company is **CHETANA EDUCATION LIMITED**.
2. The Registered Office of the Company will be situated in the State of Maharashtra.
3. The objects to be pursued by the company on its incorporation are:

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

To carry on the business as printers and publishers and digital content providers of educational books newspapers, journals, magazines, other literary works and as stationers, book-sellers, binders, electrotypes, photo-type sellers, block printers, silk screen printers, multi-colour offset printers of account books, note books, continuous stationary, files, playing cards, printing and writing inks and dealers in or of other articles or things and development of educational computer software.

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

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.
2. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business
3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperation with persons or companies carrying on or engaged in the main business or transaction of this Company.
4. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
5. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
6. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
7. To undertake or promote scientific research relating to the main business or class of business of the Company.
8. To acquire and takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

9. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of knowhow, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent rights, brevets, inventions, processes, scientific, technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trademarks, licences concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licences in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. Subject to the provision of Companies Act, 2013, to borrow or raise money on such terms and in such manner as the Company shall think fit, without security or on the security of land, Buildings, Bills of Exchange, Promissory notes, bonds, warrants, stocks, shares, debentures and book debts of the company and properties of every description or any one or more of them.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
19. To sell, lease, mortgage, exchange, grant licences and other rights to improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.

21. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
22. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
23. Subject to the provisions of the Companies Act, 2013 to contribute gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
25. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
26. 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.
27. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
28. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
29. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
30. To appoint agents, subagents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
31. To prepare and organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, other materials conducive to the Object.
32. To provide advice, consultancy, training, tuition, expertise and assistance in furtherance of the Object.
33. To develop film related content, advertising films, documentary films & to do all other incidental act as may be required in furtherance to the main object of the Company.
34. To carry on business of import and export with any person, firm or body corporate or incorporate whether in India or elsewhere, technical information, know-how, process engineering manufacturing and operating data, plans, layouts, and blue prints useful for the design, erection and operation of any plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

35. To enter into partnership with any person to act as an Independent Partner, Distributor Partner, Channel Partner or hub.
4. 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.
5. *The share capital of the company is Rs. 21,00,00,000 (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crore Ten Lac) Equity Shares of Rs. 10/- (Rupees Ten) each.

****The Authorized Share Capital of the Company is changed from Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 21,00,00,000 (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crore Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten) each vide Ordinary Resolution passed in the Extra-Ordinary General Meeting (EGM) of the Company held on Tuesday, 05th March, 2024 (Date of passing resolution).***

6. We, the several persons, whose names and address are 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 against our respective names:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	Name: Anil Jayantilal Rambhia Fathers Name: Jayantilal Rambhia Add: 23rd Floor, 2304, Omkar 1973 Tower, Pandurang, Budhkar Marg, Near Shani Mandir, Worli, Mumbai-400018 Occupation: Business	00332241	6900000 Equity,0 Prefere	<div><div>ANIL JAYANTILAL RAMBHIA</div><div><div><div></div><div></div><div></div></div></div></div>	17/01/2024
2	Name: Shilpa Anil Rambhia Fathers Name: Laxman Revansiddahapa Chinchore Add: 23rd Floor, 2304, Omkar 1973 Tower, Pandurang, Budhkar Marg, Near Shani Mandir, Worli, Mumbai-400018 Occupation: Business	00333355	150000 Equity,0 Preferen	<div><div>SHILPA ANIL RAMBHIA</div><div><div><div></div><div></div><div></div></div></div></div>	17/01/2024
3	Name: Rakesh Jayantilal Rambhia Fathers Name: Jayantilal Rambhia Add: A-801, 8th Floor, Ansal Heights, G. M. Bhosale Marg, Worli, Mumbai-400018. Occupation: Business	00332208	6900000 Equity,0 Prefere	<div><div>RAKESH JAYANTILAL RAMBHIA</div><div><div><div></div><div></div><div></div></div></div></div>	17/01/2024

4	Chetana Publications Private Limited (through its Authorised representative Mrs. Surekha Rakesh Rambhia CIN: U22210MH2002PTC136873 Registered Office: 263/C Khatau Wadi, Goregaonkar Lane, Girgam, Mumbai-400004 Occupation: Indian Company	00337492	300000 Equity,0 Preferen	<div>SUREKHA RAKESH RAMBHIA</div>	17/01/2024
5	Name: Diva Anil Rambhia Fathers Name: Anil Jayantilal Rambhia Add: 23rd Floor, 2304, Omkar 1973 Tower, Pandurang, Budhkar Marg, Near Shani Mandir, Worli, Mumbai-400018 Occupation: Business	FGUPR0901J	150000 Equity,0 Preferen	<div>DIVA ANIL RAMBHIA</div>	17/01/2024
6	Name: Aashna Anil Rambhia Fathers Name: Anil Jayantilal Rambhia Add: 23rd Floor, 2304, Omkar 1973 Tower, Pandurang, Budhkar Marg, Near Shani Mandir, Worli, Mumbai-400018 Occupation: Business	BQWPR6904F	150000 Equity,0 Preferen	<div>AASHNA ANIL RAMBHIA</div>	17/01/2024
7	Name: Jania Rakesh Rambhia Fathers Name: Rakesh Jayantilal Rambhia Add: A-801, 8th Floor, Ansal Heights, G. M. Bhosale Marg, Worli, Mumbai-400018 Occupation: Business	CHNPR8334J	450000 Equity,0 Preferen	<div>JANIA RAKESH RAMBHIA</div>	17/01/2024
Total shares taken			1500000 Equity,0 Preference		

Signed before me

Membership type of the witness (ACA/FCA/ACS/FCS/ ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCS	Arjun Jagdishchandra Soni	Address: Office No. 154, Ostwal Ornate Building No. 1, Jesal Park, Bhayander East, Thane-401105 Occupation: Practising Company Secretary	10721	<div>ARJUN JAGDISHCH ANDRA SONI</div>	17/01/2024

7 Shri / Smt

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Of

resident of

years shall be the nominee in the event of death of the sole member.