

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**D. P. ABHUSHAN LIMITED**

**DEED OF PARTNERSHIP**

**This DEED OF PARTNERSHIP is made and entered at Ratlam on this 14th day of February 2017 between:**

- 1. SHRI RATANLAL KATARIA** S/o Late Shri Pannalal Kataria Age 62 Years, Residing at 50, Ghass Bazar, Ratlam, hereinafter referred as party of the First Part (which expression shall mean and include his heirs, executors, administrators and assignees.)
- 2. SHRI ANIL KATARIA** S/o Late Shri Manoharlal Kataria, Age 44 Years, Residing at 71 D.P.Villa, Bajaj Khana, Ratlam, hereinafter referred as party of the Second Part (which expression shall mean and include his heirs, executors, administrators and assignees.)
- 3. SHRI SANTOSH KATARIA,** S/o Shri Ratanlal Kataria, Age 37 Years, Residing at 50, Ghass Bazar, Ratlam, hereinafter referred as party of the Third Part (which expression shall mean and include his heirs, executors, administrators and assignees.)
- 4. SHRI VIKAS KATARIA,** S/o Shri Ratanlal Kataria, Age 35 Years, Residing at 50, Ghass Bazar, Ratlam, hereinafter referred as party of the Fourth Part (which expression shall mean and include his heirs, executors, administrators and assignees.)
- 5. SMT. RENU KATARIA,** W/o Shri Sanjay Kataria, Age 42 Years, Residing at 71, Bajaj Khana, Ratlam. hereinafter referred as party of the Fifth Part (which expression shall mean and include his heirs, executors, administrators and assignees.)
- 6. SHRI VIJESH KASERA** S/o Gopal Chandra Kasera, Age 40 Years, Residing at 66-67, Adarsh Guru Kalyan Nagar Ratlam, hereinafter referred as party of the Sixth Part (which expression shall mean and include his heirs, executors, administrators and assignees.)
- 7. SHRI NITIN PIRODIYA,** S/o Late Shri Hemant Kumar Pirodia Age 33 Years, Residing at 285, Parmeshthi Vijay Sch. No. 114, AB Road Indore hereinafter referred as party of the Seventh Part (which expression shall mean and include his heirs, executors, administrators and assignees.)

**AND WHEREAS** party of First Part and Second Part are hereinafter referred to as the continuing partners, Party of Third Part to Seventh Part hereinafter referred to as new partners.

**WHEREAS,** the party of the first and second part i.e. Shri Ratanlal Kataria and Shri Anil Kataria were carrying on the business in Partnership Firm under the name and style as **M/s D.P. JEWELLERS,** at 138, Chandni Chowk, Ratlam under a deed of partnership executed on 1st April, 2006.

**AND WHEREAS** the existing partners now desire to admit the new partner as additional partners in the said partnership with a view to expand the business activities and the new partners are also willing to join the said partnership on the terms hereinafter provided.

**AND WHEREAS** the existing partners hereby admit the new partners viz. Shri Santosh Kataria the party of third part, Shri Vikas Kataria the party of fourth part, Smt. Renu Kataria the party of the Fifth Part, Shri Vijesh Kasera the party of the Sixth Part and Shri Nitin Pirodia the party of the Seventh Part as partner w.e.f. 13th February 2017.

**AND WHEREAS** the continuing partners and new partners hereto agreed to continue and carry on the said business in partnership upon the terms and conditions mutually agreed upon among them with effect from 13th February 2017 and whereas the parties hereto are desirous of recording the terms and conditions mutually agreed upon into writing in order to avoid any future difficulties and have better understanding.

**NOW, THEREFORE, THIS INDENTURE WITNESSETH AS UNDER.**

**1. NAME OF THE FIRM:**

The partnership business shall be under the new name and style of **"M/S. D.P. ABHUSHAN"**. However, for a short duration existing name i.e. M/s. "D.P. Jewellers" may be continued for smooth running of the business.

**2. COMMENCEMENT:**

The partnership hereby constituted (hereinafter called "the new partnership") shall be deemed to have commenced on the day of 13th February 2017 and from such date the deed of partnership dated 01-04-2006 shall be superseded by this deed.

**3. PLACE OF BUSINESS:**

The Partnership business shall be carried on at 138, Chandni Chowk Ratlam-457 001 or at such other place or places as may be agreed upon by the partners from time to time.

**4. BUSINESS:**

- a. The business of the partnership firm shall be that of manufacturing, trading, dealing and export-import in all types of Precious Metals, Stones and Ornaments made from Gold, Silver, other Precious Metals, Diamond, Stone etc. and Generation of Electricity through Wind Mill, Hydro and Solar and to do all other activities that are connected with, incidental to or necessary for the furtherance of the main object/s and to do any other activities and things that are lawful in the common interest of the aforesaid partnership firm. In addition, if the partners desire to do any other business, it can be done by mutual consent of all the partners.
- b. WHEREAS all the Assets and Liabilities of old partnership firm viz. **M/S. D.P. Jewellers** as on 13.02.2017 have been agreed by the parties hereto to be transferred at their present book value as running business to the newly constituted firm **M/s D. P. ABHUSHAN**. It is agreed that all accounts up-to-date have been made up and finally settled between the existing partners and there is no dispute.

**5. DURATION:**

The duration of the partnership shall be "AT WILL"

**6. SHARE OF PARTNER IN PROFIT AND LOSS:**

The Net Profit or Loss of the partnership business as per the account maintained by the partners after deduction of all expenses relating to activities of the partnership including rent, salaries and other establishment expenses as well as interest and remuneration payable to the partners shall be dividend and disturbed among the partners in the following proportion :-

<b>Sr. No.</b>	<b>Name of the Partner / Member</b>	<b>Share of Profit in</b>	<b>No. of Shares</b>	<b>Amount (Rs.)</b>
1.	Shri Ratanlal Kataria	40%	69,52,310	6,95,23,100
2.	Shri Anil Kataria	40%	69,51,230	6,95,12,300
3.	Shri Santosh Kataria	05%	6,07,330	60,73,300
4.	Shri Vikas Kataria	05%	6,07,330	60,73,300

5.	Smt. Renu Kataria	08%	9,51,730	95,17,300
6.	Shri Vijesh Kasera	01%	1,26,460	12,64,600
7.	Shri Nitin Pirodiya	01%	1,26,460	12,64,600
<b>TOTAL</b>		<b>100%</b>	<b>1,63,22,850</b>	<b>16,32,28,500</b>

**NOW THIS INDENTURE WITNESSETH** that each of the parties hereto respectively so far as it relate to the acts and deeds of himself /herself , his/her representatives , heirs, executors and administrators assigns, successors, on oath hereby covenant with each of the other or them respectively, so far as it relates, to the acts and deeds of himself /herself and his/her respective representatives., heirs, executors and administrators assigns, successors, and separately covenant with each if the other or them that the several persons, if any, who shall become members of Company in the manner contained in the memorandum and articles of association, to be a joint stock company under the name and style specified in the Memorandum and that such Company and the members thereof shall be Subject to the declaration and regulation contain in the Memorandum and Articles of Association and mentioned as Schedule B.

- I. The name of the Company is “**D. P. ABHUSHAN LIMITED**”.
- II. The Registered Office of the Company will be situated in the **STATE OF MADHYA PRADESH**.
- III. The objects for which the Company is established are:
  - (A) **THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:**
    1. To carry on business to manufacture, produce, design, modify, refine, repair. Process, Prepare, fabricate, alter, exchange, remove, set, convert, finish, Polish, cut, fit, trim, contract, sub- contract, supply, let on hire, buy, sell, import, export, and to act as franchise, agent, broker, adatia, Job worker, Consignor, Contractor, Vendor, Collaborator, Stockist, distributor, C&F Agent or otherwise to deal in all types, shapes, sizes, Varieties, designs, applications & Combinations of ornaments made from Gold, Silver, Platinum, Diamonds & other precious metals, stones gems, Jewelleries, Goods, Watches, Clocks, Cutleries, Utensils, antiques, articles and things, their parts, accessories, fittings, components, ingredients, and materials thereof made partly or wholly of Gold, Silver, Platinum, diamonds or other precious metals and alloys thereof together with precious, semi- precious, imitation, synthetic natural or other varieties of diamond stones and materials, whatsoever.
    2. To carry on the business to promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, generate electrical power by conventional, non-conventional methods including wind, tidal waves, solar, hydel and geohydel and to carry on, control, take on hire/lease power plants, co-generation, power plants, Energy conservation projects, power houses, transmission and distribution systems for generation, distribution, transmission and supply of electrical energy and buy, sell, supply, exchange, market,function as a licence and deal in electrical power, energy to the State Electricity Board, State Government, Appropriate Authorities, licences, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other component authority in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any statutory modifications or reenactment thereof and rules made thereunder.

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

1. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.
2. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.
3. To establish, provide, maintain and conduct or subsidize research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.
4. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.
5. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills,

proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.
7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.
8. To manage, sell, dispose off, let, mortgage, exchange, redeem, underlet, grant leases, licences, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and for such consideration as the company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act, 2013.
9. To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.
10. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 2013.
11. To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.
12. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.
13. Subject to provisions of Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other

powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.

14. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.
15. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.
16. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.
17. Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.
18. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.
19. To establish, continue and support or aid in the establishment of cooperative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependants or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business.
20. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.
21. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars

or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.

22. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.
23. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.
24. Subject to provisions of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.
25. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.
26. To refer or agree to refer any claims, demands, disputes or any other questions by or against company or in which the company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
27. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.
28. To undertake the payment of all rent and the performance of all covenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.
29. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.
30. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.
31. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.
32. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

33. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.
  34. To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.
  35. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.
  36. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centers, exhibition centers, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.
  37. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures stock, subject to the provisions of laws for the time being in force.
  38. To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defense, police, military and paramilitary forces to employ detectives.
  39. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorized to carry on.
- 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 Authorised Share Capital of the Company is Rupees 30,00,00,000.00 (Rupees Thirty Crore Only) divided into 30000000 (Three Crore Only) Equity Shares of Rupees 10.00 (Rupees Ten Only) each, ranking pari passu in all respect.

*\*Authorized Share Capital has been Increased vide Special Resolution passed by the Member of the Company in the Extra-ordinary General Meeting held on June 20, 2017. Earlier to this, the clause V was read as: V. The Authorised Share Capital of the Company is Rs. 16,35,00,000/- (Rupees Sixteen Crore Thirty-Five Lakh Only) divided into 1,63,50,000 Equity Shares of Rs.10/- (Rupees Ten Only) each.*

*\*Authorized Share Capital Further Increased vide Special Resolution passed by the Member of the Company in the Extra-ordinary General Meeting held on \_\_\_\_\_. Earlier to this, the clause V was read as V: The Authorized Share Capital of the Company is Rs. 22,85,00,000/- (Rupees Twenty-Two Crore Eighty-Five Lacs only) divided into 2,28,50,000 (Two Crore Twenty-Eight Lacs Fifty Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari passu in all respect.*

The present subscribed capital of the company is Rs. 16,32,28,500/- (Rupees Sixteen Crore Thirty-Two Lakh Twenty-Eight Thousand Five Hundred Only) divided into 1,63,22,850 Equity Shares of Rs.10/- (Rupees Ten Only) each and the respective holdings of the shareholders for the time being areas under:

Sr. No.	Name of the Partner / Member	Share of Profit in	No. of Shares	Amount (Rs.)
1.	Shri Ratanlal Kataria	40%	69,52,310	6,95,23,100
2.	Shri Anil Kataria	40%	69,51,230	6,95,12,300
3.	Shri Santosh Kataria	05%	6,07,330	60,73,300
4.	Shri Vikas Kataria	05%	6,07,330	60,73,300
5.	Smt. Renu Kataria	08%	9,51,730	95,17,300
6.	Shri Vijesh Kasera	01%	1,26,460	12,64,600



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7.	Shri Nitin Pirodiya	01%	1,26,460	12,64,600
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**TOTAL**

**100%**

**1,63,22,850**

**16,32,28,500**

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- VI.** The business and assets and liabilities of **M/S. D.P. ABHUSHAN**, shall become the business and assets and liabilities of the Company within the meaning of the provisions of Section 368, 369, 370 and all other applicable provisions of the Companies Act, 2013 and the same, having regard to the obligations imposed on the Company by these presents, shall be taken at their net book value (i.e. total assets less total liabilities) as and from the date of registration of the Company under the provisions of the Companies Act, 2013.
- VII.** In terms of the provisions of Section 367 of the Companies Act, 2013, with effect from the date of registration under the Companies Act, 2013, all movable and immovable assets belonging to or vested in **M/S. D.P. ABHUSHAN**, at the date of its registration in pursuance of Chapter XXI of the Companies Act, 2013, shall, on such registration pass to and vest in the Company as incorporated under this Act for all the estate and interest of the Company therein.
- VIII.** No member shall be liable to pay calls or to contribute to any extent exceeding the amount for the time being unpaid or not credited as paid up on the shares held by him and on the registration of company the liabilities of the members shall be limited.
- IX.** The company shall undertake, pay, observe, satisfy, perform and fulfill the agreements, arrangements and liabilities of the said firm entered in the name of the said firm in relation to the said business and assets brought in as aforesaid and indemnify them and their executors, estates and effects from and against all actions, proceedings, claims and demands, executors, estates and effects from and against all actions, proceedings, claims and demands in respect thereof.
- x.** The rules and regulations governing the company from the date of its registration by the Central Registration Center, Haryana shall be as laid down in the Articles of Association as executed by the signatories to the Memorandum.