

**THE COMPANIES ACT, 2013**

*COMPANY LIMITED BY SHARES*

*Memorandum & Articles of Association*

*of*

*AUTHUM INVESTMENT &  
INFRASTRUCTURE LIMITED*

THE COMPANIES ACT, 2013

**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF  
AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED**

- I. The name of the Company is AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED.
- II. \*The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai.
- III. **#(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—**
  1. To engage in business of an investor in real estate and to act as builders, promoters and developers of land, building, buildings sites, townships and building complexes and deal in infrastructure facility and to undertake and execute building complexes, road, dam, factories, godown, flats, blocks, malls, garages, cinemas, theatre, hotels, resorts, restaurants, motels or structures of whatsoever and in connection therewith to act as contractors for execution of land and building projects of all kinds including infrastructure development and otherwise as contractors for execution and completion of all sorts of project and in connection therewith to act as engineers architects draughtsman, interior decorators and generally to deal in immovable properties of all descriptions and tenures by purchase and sale or otherwise as may be necessary or through proper and to undertake and execute maintenance contractors for multistoried and other building, infrastructure facility, townships and other complexes of and in connection therewith and also otherwise to act as manager.

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*\*Amended vide resolution passed by shareholders at the Annual General Meeting held on 30<sup>th</sup> September, 2016 and vide order of Regional Director (ER), Kolkata dated 28<sup>th</sup> August, 2018)*

*#The Members of the Company pursuant to Special Resolution passed at the Annual General Meeting held on 30<sup>th</sup> September, 2021 approved adoption of these Memorandum of Association in substitution of the new clauses*

2. To carry on all or any of the business of financiers of industrial, commercial and other enterprises and general financiers: film financiers, producers and distributors and exhibitors, money-lenders sahuakars, trustees, real estate owners, land lords, real estate agents, buildings, underwriters, guarantors, hire-purchase dealers, investors, promoters, brokers and dealers of land in shares, stock debentures, securities, bonds, obligations claims, licenses and charges, land buildings, houses, easements, negotiable instruments decrees, bookdebts, patents, factories, mines, industrial undertaking, business concerns, warehouses property and rights of all kinds, agricultural land, farms, gardens, Flats, showroom, offices, residential units, shops and godowns, business of insurance agents, trust company, safe deposit company and such other business and acts required in connection therewith and to receive on deposit or borrow and raise money provided that the company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
3. To carry on the business of an investment company in all its branches and to invest, buy, sell, purchase, exchange, subscribe, acquire, underwrite, hold, transfer, convert or otherwise deal in any shares, securities, stocks, debentures, debenture stock, bonds, notes, negotiable instruments, warrants, certificates, mortgages, obligations, inter-corporate deposits, commercial papers, units of mutual funds, units of Alternative Investment Funds, Exchange Traded Funds, Real Estate Investment Trusts (REITs), Infrastructure Investment Trusts (InvITs), options, futures, derivatives and other marketable or non-marketable securities and instruments issued, guaranteed or given by any government, semi-government body, local authority, public sector undertaking, company, corporation, co-operative society, trust, fund or any other organisation or entity; and to acquire and hold controlling, strategic or other interests in the securities or loan capital of any company or companies.
4. To provide financial services, advice, and facilities of every description and do business of a Non-Banking Financial Company and to undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment / infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used / refurbished products, as also services of every kind and description, computers, storage tanks, toll roads, communication satellites, communication lines, factories, rolling stock, movable and immovable property, to engage in all forms of securitisation, installment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow, to transact business as promoters, financiers, monetary agents, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development

work or for providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares or other securities.

5. To promote the formation and mobilisation of capital, to manage capital savings and investment, to undertake bills discounting business, to purchase, finance, discount, re-discount, bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to borrow, to lend, to negotiate loans, to transact business as promoters, financiers, monetary agents, to invest the capital or other funds of the Company in the purchase or acquisition of or rights in movable and immovable property, to use the capital, funds and assets of the Company as security for borrowing and the acquisition of or rights in movable or immovable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, revolving underwriting facilities and issue, acceptance and registration of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to raise or provide venture capital, to promote or finance the promotion of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to raise or provide venture capital, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in, shares or other securities, to undertake portfolio management, advisory and counselling services, to finance assist industrial and other enterprises in India and abroad, to provide finance and loan syndication, to revolve investments, computer programming and software manufacture and services television and communication software, development of financial-service supermarket, intercorporate bills and unit broking import/export financing, consultancy assignments, factoring, consumer financing and foreign exchange broking and securities dealing.
6. To undertake (including promote / incorporate companies / entities to undertake) the business of portfolio management services, investment advisory services, research analyst services, custodial services, asset management services, stock broking, portfolio management, investment management, financial consulting and management consulting; and to provide advisory services, including support and incidental services to clients in India and abroad for dealing in securities, shares, stocks, debentures, bonds, funds, units, currency, commercial papers, derivatives of all kinds, exchange traded funds and all other instruments and products of all kinds.
7. To act as a sponsor / trustee / investment manager to asset management companies, mutual funds, offshore mutual funds, and various pooled investment vehicles including but not limited to domestic Alternative Investment Funds (AIFs) and/or offshore investment funds; and to promote / incorporate companies / entities to undertake the businesses of asset management, mutual funds including offshore mutual funds, retail and institutional distribution of the schemes of mutual funds or any other financial products issued by banks, mutual funds or any financial intermediary; and to act as principals, agents, contractors, trustees, or otherwise, either alone or in conjunction with others, for financial products such as deposits, government securities, shares, bonds, debentures and/or other financial

instruments in any part of the world.

8. To undertake (including promote / incorporate companies / entities to undertake), carry on and transact the business of an asset reconstruction company and/or a securitisation company; to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, securitised debts, asset backed securities, mortgage backed securities, or non-performing financial assets, whether performing or non-performing, impaired or unimpaired; and to promote, organise or manage funds, financial assets, receivables or securities thereof on a discretionary or non-discretionary basis on behalf of any person or entity, whether in the private or public sector.

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

9. To carry on the business of acting as a third-party recovery and collection agent, and to provide comprehensive services for the recovery of debts, overdue payments, receivables, and all other forms of financial obligations for banks, financial institutions, NBFCs, and other corporate entities.
10. To carry on all kinds of agency business, and in particular in relation to the collection and receipt of money, and to act as consultants, advisors, or agents for managing stressed assets or NPAs (Non-Performing Assets) of other financial institutions.
11. To carry on the business of acting as promoters, developers, catalysts or founders of bourse, securities market, association of dealers in securities or any other market place in order to develop an efficient, orderly and liquid secondary and an other markets for securities and other instruments, and that of lenders, borrowers, brokers, broking houses, arrangers, merchant bankers, issuers or in any other capacity deal in call, notice and term money markets and in securities aforesaid and other instruments.
12. Subject to the provisions of the Companies Act and Rules thereunder and directives issued by Reserve Bank of India to borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture, or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received for any such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale 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 or company as the case may be provided the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

13. To purchase, subscribe for absolutely or conditionally, invest in, hold or otherwise acquire or sell, exchange, issue or turn to account, deal in any shares, stocks, bonds, obligations, debentures, debenture stock, or other securities whether paid in full or in part, or inscribed or payable to bearer issued by any bank, body corporate, co-operative society, firm, trust, person, Government or Authority, Central, State, Foreign, Municipal or Local or to participate in syndicate or other interests wherever situate.
14. To subscribe, to become a member of, subsidies and co-operate with any bank, company other body corporate, co-operative society firm, trust or other person whose objects are in whole or in Part to deal in bills of exchange, promissory notes, treasury bills or any other security for providing short term finance or to promote any of the above activities and to procure from and communicate to any of them such information as may be likely to promote the objects of the Company
15. To act as promoters and supporters of the companies, institutions, funds, trusts, associations and other organisations for the development of primary, secondary and other markets in securities.
16. To study, analyse and advise Governments, banks, financial institutions, securities markets, security houses, business houses and other organisations for formulating schemes for development, growth and expansion of primary, secondary and other markets in securities.
17. To purchase, take on lease or licence or in exchange, hire or otherwise acquire any immovable or movable property, patent, licences, rights or privileges which the Company may think necessary or convenient for any business of the Company and to develop and turn to account and deal with the same and in particular any land, tenements, buildings and easements in such manner as may be Thought expedient and to construct, maintain and alter any immovable or movable property or works necessary or convenient for The purpose of the Company, and to pay for the same either in cash or in shares or securities or otherwise and to sell, let, lease, underlease or otherwise dispose of or grant right over any movable or immovable property belonging to the Company, if not immediately required for the business of the Company
18. To draw, make, accept, endorse, purchase, sell, discount, rediscount, negotiate, execute and issue bills of exchange, promissory notes, hundies, commercial papers, bills of lading, securitised debt papers, debentures and other negotiable or transferable or other instruments or securities.
19. To invest and deal with or to keep in deposit the moneys of the Company in such manner as the Company may deem fit or to lend moneys to such persons and on such terms as may seem expedient.
20. To levy and collect interest, fees, commission, commitment, service and other charges for

the loans and advances granted by the Company, or for its financial or other assistance.

21. To carry on such other business or activities which can, in the opinion of the Company, be advantageously, or conveniently carried on by the Company by way of extension of or in connection with the business as aforesaid or is calculated to develop the Company's business or to increase the value of or turn to account any of the Company's assets, property, right, invention or research.
22. To apply for, promote and obtain from any Government or legislature or authority any charter, rights and immunities, privileges, guarantees and counter guarantees, indemnities, grants, gifts, concessions, licences, or authorisations, decrees of any Government or Authority, Central, State, Foreign, Municipal or Local or other authority for enabling the Company to carry on its business or any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purposes that may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company and for this purpose to take help of any expert and to incur necessary expenses.
23. To undertake and provide services related to buying, selling and dealing in shares and securities of bodies corporate, whether listed at stock exchanges or unlisted, to provide information, recommendations, advisory and consultancy services to any person through agents, franchises, newsletters, circulars, maillets, and other such print and electronic mediums including Internet, Website, Portals or by any other means for investments, trading dealings in shares and securities including bonds, debentures, stocks, warrants, depository receipts and like financial instruments and to undertake and carry on all other activities.
24. To aid pecuniarily or otherwise any association, body or movement having for it, objects the solution, settlement or surmounting of financial, capital and securities market problems or difficulties or the promotion of finance, industry or trade.
25. To adopt such means of making known the business, interests and services of the Company as it may deem expedient and in particular by any mode of advertisement, by purchase, construction and exhibitions of works of art or general interest, by publication of books and periodicals and granting prizes, rewards and donations.
26. To do all or any of the above things in India or any part of the worlds as principals, agents, contractors, trustees, or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
27. To establish or promote or concur in establishing or promoting any firm, organisation, cooperative society, other company or companies or any other body corporate for the purpose of acquiring all or any of the property, rights and liabilities of such company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of shares, debentures or other securities of any such other company.

28. To do such thing as may be suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with any provision of law.
29. To procure the recognition of the Company under laws or regulations of any other country.
30. To form, promote, subsidize, organise, and assist or aid in forming, promoting, subsidizing, organising or aiding companies (including subsidiary companies), syndicates, or partnerships of all kinds for the purpose of accepting and undertaking any properties, assets, liabilities of this Company.
31. To distribute any of the Company's property in specie or in kind among the members in the event of winding up, subject to the provision of the Companies Act, 2013.
32. To enter into or agree to refer any claims, demands, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members of the Company and/or his representatives, or between the Company and third parties, to arbitration and to observe and perform and do all acts, matters and things to carry out or enforce the awards.
33. To acquire and hold one or more memberships in stock/security exchanges, trade associations, commodity exchanges, clearing houses or association or otherwise in India or any part of the world, to secure membership privileges therefrom and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers, or commodity dealers or any other association, membership of which will or is likely in any way to facilitate the conduct of the Company's business.
34. To form, promote, subsidize, organise, assist, maintain and conduct or aid in forming, promoting, subsidizing, organising, assisting, maintaining research organisation, experimental workshops or conducting studies, research, tests and experiments on scientific, technical, economic, commercial or any other subject and undertake all types of technical, economic and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership firm or any other person or persons undertaking or conducting such research, study, and provide, subsidize, endow, assist institutes, organisations, workshops, libraries, meetings, lectures, and conferences and by providing for the remuneration of the professors or teachers on any subject, and by providing for the award, exhibitions, scholarships, prizes, and grants to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered to assist any of the business of the Company, to establish schools for or otherwise instruct people and train and conduct seminars, training programmes, and workshops for any of the business the Company carries on or is entitled to deal in.

35. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers for organising lectures seminars or conferences likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting, or assisting any institution, fund, trust, having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or local body or Authority or Central or State Government or any Public Institutions or Trusts or Funds of Organisation(s) or Person(s) as the Directors may approve.
36. To place, to reserve or to distribute as bonus shares among the Members or otherwise apply as the Company may from time to time think fit, out of profits, reserves, any money received by way of premium on shares by the Company and money received in respect of forfeited shares.
37. To indemnify and keep indemnified Officers, Directors, agents and servants of the Company, against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them, for and in the interest of the Company and for any loss, damage or misfortune whatsoever and which shall happen in execution of the duties of their office or in relation thereto
38. To sell, improve, manage, develop, turn to account, exchange, let, give on rent, royalty, share of profits, or otherwise mortgage, grant licences, easements, options and other rights, in respect of and in any other manner, deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the assets and property for the time being of the Company and for such consideration as the Company may think fit whether in cash or in shares (fully or partly paid), debentures, debenture stocks, or other interests in or securities of any company having objects altogether or in part similar to those of the Company.
39. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade mark, formulae, licence, lease, concession, any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company; and to use, exercise, develop or grant licences in respect thereof or otherwise turn to account the property, rights or information so acquired.

40. To arrange for the marketing in India and abroad for selling or providing services of the Company and purchase or otherwise acquire articles, things and services as are necessary for carrying on the business of the Company and, for that purpose, either to establish its own branches, offices, agencies, or marketing organisations or to appoint representatives or employees or both (whether individuals, firms, or bodies corporate) in any place or in or outside India and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay fees or remuneration to such representatives and employees or both by way of such commission or in such other manner as the Company may deem fit.
41. To open and operate any type of accounts with the Banks and obtain credit facilities with or without security for its business.
42. To train or pay for training in India or abroad of any of the Company's employees or officers or any candidate in the interest of or furtherance of the Company's objects.
43. To contract for, and negotiate and issue and participate infunding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and to render other financial facilities including services of backup servicer, master servicer, servicing and agent along with enforcement, auction and sale of securities, mortgage assets or any other assets of any other entity.
44. To acquire, purchase, sell, assign, or take over by assignment, debts, obligations, and receivables of any kind, and to provide management services to enhance the realization of such assets.
45. To act as a facilitator, mediator, or agent in the negotiation and amicable settlement of dues, overdue, and outstanding debts between creditors and debtors, and to enter into compromise settlements.
46. To act as technical advisor or consultants or as market surveyors and/or to offer such services or technical know-how and/or management services to any company, body corporate, firm or person or persons
47. To act as financial consultants, investment counseling, syndication of financial arrangements whether in domestic or international markets,
48. To act as agents for investment, loan, payment transmission and collection of money, and for purchase, sale, improvement, development and management of all kinds of property, movable and immovable and of all kinds of business concerns and undertakings.
49. To form, promote, subsidize and assist companies having similar objects and partnerships, to promote and acquire any concern as a running business or otherwise or purchase any part of the assets of any concern or any Company or any interest or share thereto and to pay for the same including its goodwill either in cash/or by issue of shares or otherwise and invest the

moneys of the Company for the said purposes.

50. To apply for and to obtain assistance (financial, technical or of any other type) from Government and other organisations, companies, firms or individuals, national or international, for developing the business or businesses of the Company.
51. To act as agents or trustees for any person or company and to undertake and perform sub-contracts and to do all in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others, sub-contractors, trustees or otherwise.
52. To undertake and carry on the business of providing long-term finance for development of infrastructure facility in India including but not restricted to inland container depot and container freight stations, mass rapid transit system, light rail transit system, expressways, intra-urban or semi-urban roads like ring roads of urban by-passes or flyovers, bus and truck terminals, subways, road dividers, bulk handling terminals which are developed or operated for development of rail system, multilevel computerised car parking and other infrastructure projects in the fields of roads, highways, power generation and for power distribution and any other form of power, telecommunication services, bridges, ports, docks, waterways, airports, rail systems, water supply, water treatment, irrigation, sanitation and sewerage systems, pipeline transportation, Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio-Technology Parks and any other industrial parks or any other public facility of similar nature that may be notified in future as infrastructure facility either by the State Government(s) and / or the Government of India or any other appropriate authority or body and to undertake infrastructure financing in all angles whether expressly mentioned herein or not including consultancy services of all kinds and description and also investing in the equity shares, preference shares, debentures, bonds, providing long term and short term loans, lease finance, working capital financing, giving guarantees and any other financial assistance as may be conducive for development, construction, operation and maintenance of infrastructure projects in India.
53. To nominate any Directors or Managers of any subsidiary company or of any other company in which this company is or may be interested.
54. To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
55. To apply for, obtain, maintain and renew all registrations, licences, approvals and authorisations as may be required from SEBI, RBI, IRDAI, PFRDA, or any other regulatory authority in India or abroad, for carrying on the business of the Company including as an Alternative Investment Fund, Portfolio Manager, Investment Adviser, Research Analyst, Custodian, Asset Management Company, or any other regulated financial intermediary.

56. To establish, develop, operate and maintain digital platforms, technology systems, data analytics infrastructure, and online portals for delivery of financial services, investment management, and advisory services to clients in India and abroad, and to enter into agreements with technology service providers, fintech companies and other entities for the aforesaid purposes.
57. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund or reserves, whether for depreciation, repairing, improving, extending or maintaining any of the properties of the Company, or for redemption of debentures or preference shares, or for any other purpose conducive to the interests of the Company.
58. To purchase, acquire take on lease, hire, erect, construct improve, develop, charge, build, let-out, exchange, sale, work or deal in land, building, flats, rooms, show-rooms, shops, auditoriums, halls, markets, sheds, mines, factories, mills, plants, farms and do all such acts and things necessary in connection therewith in which the Company is authorised to carry on business.
59. To acquire or otherwise undertake the whole or any part of the business, property, assets and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company.
60. To promote from or acquire any company and to take, purchase; subscribe or acquire shares or interest in any company and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and securities in or any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such Company, but not amounting to business.
61. To amalgamate with any person or company.
62. To enter into partnership or into any arrangement for shares, profits, union of interests cartels, co-operation, joint adventure, reciprocal concession or to lend money to on guarantee the contracts of or otherwise assists any such person or company.
63. To invest and deal with the moneys of the Company in such manner as may from time to time be determined by the directors.
64. To sell, let, exchange or otherwise deal with the undertaking of the Company or any part thereof for such considerations 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.
65. To promote any other company for the purpose of acquiring all or any of the Property, assets and liabilities of this company or for any other purpose which may seem directly or

indirectly calculated to benefit this Company.

66. Subject to the provisions of the Act, Directions issued by RBI to receive on deposits at interest or otherwise lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without any security to such person and on such terms as may seem expedient and to customers of and persons having dealings with the Company.
67. To purchase or otherwise acquire any patents, brevets-de-invention, licences, concession, copyrights, exhibition, rights trademarks and the like conferring any exclusive or limited right to use any invention, process or article which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop or grant licences in respect of otherwise turn to account the property so acquired.
68. To establish and support or aid in the establishment and support of Association, Institutions, provident funds and other funds, trusts and conveniences calculated to assist the company in the conduct of its business or to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, donate, or guarantee money for charitable, religious or benevolent or any other objects beneficial to the company or public or for any exhibition or useful objects or for any other purpose which the directors may consider reasonable, but not intended to serve any political cause or purpose.
69. To make, draw, accept, hold endorse, issue and otherwise negotiate all kinds of negotiable transferable securities and instruments including promissory notes, drafts, hundies, bills of exchange, bills of lading, debentures and securities issued by the state or Central Government in India or by any foreign Government and to carry on the business of share and stock brokers, but not to do the business of Banking within the meaning of Banking Regulation Act, 1949.
70. To guarantee the performance of contracts by members or persons having dealings with Company.
71. To borrow or rise or secure the payment of money in such manner as the Company shall think fit and by the issue of debentures perpetual or otherwise charged upon all or any of the company's property, stock-in-trade and other movable or immovable assets and book-debts and claims-inaction both present and future including its uncalled capital if any, and to apply the same or any part thereof for all or any purpose of the Company and to purchase, redeem or pay off any such securities.
72. To remunerate any person or company for service rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or for otherwise assisting or rendering services directly or indirectly to the Company.
73. To establish agencies or branches for the purchase and sale and manufacture of goods all

descriptions in India, or elsewhere and to undertake the supervision of any company or companies having objects altogether or in part similar to those of this Company.

74. To manage, let mortgage sell, under let or otherwise turn to account or dispose of or deal with all or any part of the real or immovable and personal or movable property and rights of the Company whenever and however acquired.
75. To guarantee the payment of money, unsecured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any company or of any authority, Central, State, Municipal, local or otherwise of any person-whomsoever whether incorporated or not and generally to transact all kinds of guarantee business to guarantee the issue of or the payment of interest on the shares, debenture, debenture stocks or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue and to transact all kinds of trust and agency business.
76. To open branches sub-offices, deposits and multiple shops in any state of India or outside India and to appoint agents, stockists, distributors, sub-distributors and brokers to produce orders, market or sell the products of the company or the goods of any other firm or company in which this company may be dealing.
77. To do all or any of above things as principal, agents, contractors, trustees or otherwise and either along or in conjunction with others.
78. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debenture-stocks contracts, mortgages, charges obligations and other securities of any Company or of any authority, Central, State, Municipal, local or otherwise or of any person whomsoever whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other securities or obligation of any company or association and to pay or provide for brokerage commission and underwriting, in respect, or and such issue and to transact all kinds of trust and agency business.
79. To promote, from or acquire any company and to take, purchase, or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds that it might borrow by issue of debentures of from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such Company.
80. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and families or the dependents or connections of such persons by building or contributing of the building of dwelling house's or quarters, to grant money, pensions gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to

provident fund, institution funds profits sharing or other schemes or trusts and by providing or subscribing or contributing towards place of instruction and recreation hospital and dispensaries medical and other attendance or assistance as the Company shall think fit.

81. Provided that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949 or any statutory modification thereof.

IV. #The liability of the Members 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. 1,28,00,00,000/- (Rupees One Hundred Twenty-Eight Crores Only) consisting of 86,00,00,000 (Eighty-Six Crores) Equity Shares of Rs. 1/- each (Rupees One only) and 4,20,00,000 (Four Crores Twenty Lakhs) Preference Shares of Rs. 10/- each (Rupee Ten Only) with the power to the Board to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013 and the regulations of the Company and to vary, modify or abrogate in such manner as may for the time being be provided by the regulation of the Company.”*

**\* Note:**

1. Altered as per special resolution passed by the members of the Company through postal ballot voting process on 23<sup>rd</sup> December, 2019.
2. Altered as per Ordinary resolution passed by the members of the Company through postal ballot voting process on 1<sup>st</sup> July, 2021.
3. The Members of the Company pursuant to Special Resolution passed at the Annual General Meeting held on September 30, 2021 approved adoption of these Memorandum of Association in substitution of the new clauses.
4. Altered by way of an ordinary resolution passed by the members of the Company on 31<sup>st</sup> December, 2025 through postal ballot voting process..

We, the several persons, whose names and addresses 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 Equity shares in the Capital of the Company set opposite to our respective names:-

Names, Addresses, Occupation and description of the Subscribers	Number of Equity Shares taken by each Subscriber	Names, Address and description & Occupation of witnesses
RAMESH KUMAR AGARWAL S/o. Sri Pannalal Agarwal 43/44. Cotton Street, Calcutta-700 007 (Business)	200 (Two Hundred)	Witness for all : <b>MAHABIR PRASAD CHAMRIA</b> S/o, Sri Basudeo Chamria 5, Narayan Prasad Babu Lane Calcutta-700 007 (Practising Chartered Accountants)
GOPI KRISHNA AGARWALLA S/o. Late Janki Das Agarwalla 9/1 A, Ramkanto Bose Street, Calcutta-700 003 (Business)	200 (Two Hundred)	
MRIGENDRA KUMAR BAXI S/o. Sri Askaran Baxi 17/1/B. Nilmoni Mitra Street. Calcutta-700 006 (Business)	200 (Two Hundred)	
DAMODAR PRASAD SARAF S/o. Sri Hansraj Saraf 43/44. Cotton Street, Calcutta-700 007 (Advocate)	200 (Two Hundred)	
NAND KISHORE KAJARIA S/o. Sri Chander Bhan Kajaria 32, Armenian Street, Calcutta-700 001 ( Business)	200 (Two Hundred)	
RAVI PODDAR S/o. Sri Thakur Prasad Poddar 18, Armenian Street, Calcutta-700 001 (Business)	200 (Two Hundred)	
SURESH KUMAR AGARWAL S/o, Late Laxman Prasad Agarwal 32, Armenian Street, Calcutta-700 001	200 (Two Hundred)	

( Chartered Accountant )

TOTAL

1400 (One Thousand Four Hundred)
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Dated 28th day of June. 1982