

DRAFT

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION

OF

MUNOTH FINANCIAL SERVICES LIMITED

THE COMPANIES ACT 2013
(Company Limited by Shares)

MEMORANDUM OF ASSOCIATION OF MUNOTH FINANCIAL SERVICES LIMITED

I The name of the Company is **MUNOTH FINANCIAL SERVICES LIMITED.**

II The Registered Office of the Company will be situated in the state of Tamil Nadu.

III OBJECTS OF THE COMPANY

(A) The objects to be pursued by the Company on its incorporation are:

1. To act as share brokers, or sub brokers, agents or sub-agents, Depository Participant, underwriters of sub-underwriters for subscription of shares, as managers to the issue of shares, advisors/consultants to the public issue of shares, Registrars to the issue of shares, stocks, debentures, debenture stocks, bonds and to do capital marketing services consisting of capital structuring schemes, issue management, post-issue management including acting as Share/Debenture Transfer agents, issue collection agents and/ or as refund agents.
2. To carry out business of financing services including bill discounting, Merchant Banking, arranging for short term and long term loans and providing Financial advisory services, and act as brokers/agents for fixed deposits.

The Company shall not carry on the business of banking as defined in Banking (Regulation) Act, 1949.

3. To provide for consultancy services for general administration including recruitment of Personnel, legal & share portfolio management, feasibility study reports for technical and industrial projects, computer processing and computer and software management.

(B) Matters which are necessary for furtherance of the objects specified in Clause 3(A) are:

1. To assist any company, financially or otherwise, underwrite, or by issuing or guaranteeing the subscription and issue of capital, shares, stock, debenture stock or other securities and hold and deal in shares, stock, and securities of any company notwithstanding that there may be liability thereon.
2. To place, to receive, or to distribute as bonus shares among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and money arising from the sale by the company of forfeited shares.

3. To enter into, make and perform, contracts and arrangements of every kind and description with corporate body, municipality or local body, State or Central Government or any Companies, firms or persons that may seem conducive to the Company's objects or any rights, privileges, charters, contracts, concessions, licences or purchases and sale of any kind of securities, shares, stocks, debentures which the company may think desirable to obtain and to carry out, exercise and comply with such arrangement, rights, privileges and concessions.
4. To lend or deposit moneys belonging to or entrusted with or at the disposal of the company to such person or company and in particular to customers and others having dealing with the company with or without security upon such terms as may be thought proper. The Company shall not carry on any Banking Business as defined in Banking (Regulation) Act, 1949.
5. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by the Company arising in the course of its business transactions.
6. To raise, or borrow money, from time to time for any of the purposes of the company by deposits, bonds, debentures for promissory notes or by taking credit in, or opening current accounts with any bank or banks and whether with or without giving any security, goods or other articles or by mortgaging, pledging, charging, hypothecating or selling or receiving advance, on the sale of any lands, building and machinery, goods, assets or revenue of the company, present or future, including its uncalled capital or by the issue of debentures, debenture stock, perpetual or otherwise, including debentures or debenture stock, convertible into shares of this or any other company or to convey the same absolutely or in trust and give lenders powers of sale and other powers, as may be expedient and to purchase, redeem or pay off such securities.
7. To sell, sublet, mortgage, lease, manage, develop, exchange, grant licence, dispose off, or transfer the business, movable or immovable property, and undertaking of the company or any part thereof or any part of the property rights and concessions of the company in such manner and upon such terms and conditions and for such consideration as the directors of the company may think fit to accept and in particular for cash, shares, debentures, debenture stock, bonds, or securities of any other company having objects altogether or in part similar to those of this company.
8. Subject to the provisions of the Companies Act 1956, to distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company. However the company shall not declare any dividend in specie.
9. To draw, make, issue, accept, transfer, and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letters of credit and other negotiable or commercial or mercantile instruments connected with the business of the company.
10. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon the same (whether overdrawn or not) as may be required for any of the objects or purpose of the company.

11. To insure any of the persons, properties, undertakings, contracts, guarantee or obligations or profits of the company of every nature and kind in any manner whatsoever.
12. To employ experts to investigate and to examine into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.
13. To establish and maintain branches, agencies or appoint representatives, selling and buying agents in India or abroad for the sale, purchase, exchange, hire, distribution or for any one or more of the objects of the company and to regulate and discontinue the same.
14. To enter into any barter or like business involving the exchange or purchase and sale of any of the items dealt in by the company.
15. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects business herein mentioned or any of them and to undertake, execute, carry on, dispose off or otherwise turn to account the same.
16. To acquire, start, run, erect, maintain, buy, sell or dispose off, land, business, factories, workshop, foundries, mills, equipments, machinery, plant, components, accessories, spares, tools, raw materials, industrial undertakings, warehouses, godowns, shops, departmental stores, cellars, vaults, wagons, power stations, gas works, water works, water tanks, bridges, staff and worker quarters, roads, ways, siding, bridges and other work and conveniences which may seem directly or indirectly conducive to any of the company and to contribute, subsidise or otherwise by taking part in such operations.
17. To purchase, construct, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate, lands, buildings, easements or other interest, rights in immovable or movable properties and to hold, manage, improve, develop, work, cultivate, deal, grant concessions, licences, privileges, claims, leases, options, which may appear to be convenient or necessary for any of the business of the company and to sell, lease, mortgage, hypothecate or otherwise dispose off or grant rights over any movable or immovable property belonging to the company.
18. To purchase, charter, hire, or otherwise acquire vehicles for any of the business of the company.
19. To act as contractors, suppliers, agents, Importers & Exporters for any government or autonomous body or any firm, in the private or public sector in furtherance of any of the objects of the company.
20. To apply for, take out, obtain, purchase or otherwise acquire and turn to account any copy rights, licences, concessions, patent rights or inventions, privileges, trade marks or secret process of the company 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, or otherwise turn to account the property, right, or information, to acquire, to expend money in experimenting upon and testing and improving or seeking to improve any patent rights, inventions, discoveries, process or information of the company or which the company may acquire or propose to acquire.

21. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the company.
22. To acquire and takeover as a going concern, by purchase or on lease, and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property rights and liabilities of any person or persons, firm or any company carrying on any business, any part or the purposes of which is within the objects of the company or which the company is authorised to carry on or possessed or property suitable for the purposes of the company and to pay for the same by shares, debentures, debenture stocks, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up such business.
23. To amalgamate, enter into foreign or Indian technical and/or financial collaboration, partnership or enter into any arrangement, for sharing or dealing in profits, union of interest, co-operation, joint-venture, reciprocal concession, or otherwise with any person, firm, corporation, or government or company carrying on, engaged in or about to carry on or engage in any business, undertaking or transaction which the company is authorised to carry on and to lend money, to guarantee the contracts or otherwise assign any such persons, firm or company and to take or otherwise acquire and hold shares or securities of any such persons, firms or companies to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
24. To promote, form and to be interested in, and take, hold and dispose off shares in any other company having objects similar to, altogether or in part different from those of this company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stocks, debenture-stock or other securities of such company, to transfer to any such company any property of this company and take or otherwise acquire, hold and dispose off shares, debentures and other securities in or of any such company.
25. To refer any dispute, claim or demand by or against the company or between the members to arbitration and observe and perform the awards.
26. To acquire from any persons, firm or body corporate or incorporate whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the forgoing matters and things.
27. Subject to the provisions of the Companies Act to undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise, and/or make donations to any persons, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public, general or other useful objects activity, exhibition or trade show which may be the objects of the company or the interests of its members or for the welfare of the staff.

28. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out objects of the company or effecting any modifications in the constitution of the company for furthering the interest of its members and to promote or assist the promotion, whether directly or indirectly, or any legislation which may appear to be in the interest of the company and to oppose and resist, whether directly or indirectly, legislation which may seem disadvantageous to the company and to obtain from such Government, authority or any company any charter, contract, decrees, rights, agents, loans, privileges or concession which the company may think desirable to obtain and to comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
29. To offer and enter into contracts and agreements for services in connection with the undertaking of market surveys and for development of markets in any part of the world for raw materials, minerals, substances, commodities, goods and other articles and things for that purpose to act as superintendents, surveyors, valuers and analysts.
30. To promote, form and register and aid in promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company and to be interested in or take or otherwise acquire, purchase, hold, sell or otherwise dispose off shares, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such company and to undertake the management or otherwork, duties, and business of any such company on such terms and conditions as may be arranged.
31. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalization fund, capital redemption fund or any other special fund whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares.
32. To provide for the welfare of the directors, ex-directors, employees or ex-employees of the company or its predecessors in business and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling, chawls, or quarters or by grants of money, pensions, gratuities, superannuation funds, allowances, bonus, awards, profit sharing or other scheme or trust and by providing or subscribing or contributing towards places of instructions and recreation, hospitals, and dispensaries, medical and other attendance and other assistance as the company shall think fit and to establish, maintain and grant scholarships to any person for technical study and education in India and elsewhere which may be necessary or useful for any of the objects of the company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, or objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise, subject to the provisions of the Companies Act.
33. To aid, pecuniarily or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problem or the promotions of industry or trade.

34. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental stations, workshop for scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, training colleges, schools and other institutions for training, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award to exhibitions, scholarships, prizes, and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorised to carry on.
35. To pay out of the funds of the company, all expenses of and incidental to the promotion, formation, registration, advertisements and establishments of this company and the issue of subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for placing or guaranteeing the placing of shares or any debentures, debenture stock and other securities of this company and also all expenses attending the issues of any circular or notices, and the printing, stamping, circulating proxies and forms to be filled up by the members of the company.
36. To adopt such means of making known the business of the company as may seem expedient and, in particular, by advertising in the press, radio, television, circulars and posters by purchase and exhibition of works of any interest, by publication of books, periodicals and by granting prizes, awards and donations (including donations to any fund for charitable or public purpose), subject to the provisions of Companies Act.
37. To exercise all or of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all foreign countries and for this purpose to appoint managers, agents either on salary and commission and to have, maintain and to discontinue such number of offices and agencies therein as may be convenient.
38. The Company, may at any time, invite and receive or without any such invitation receive any gifts of movable or immovable property and offerings or voluntary donations or bequests and legacies either from the shareholders or from any other person for all or any of the objects of the company with or without any special conditions provided such receipts or the conditions attached or not inconsistent with or derogatory to any of the objects of the company. Subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings and other immovable properties shall be treated as forming part of property of the company and be applied accordingly; the directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gift, donation, grant, offering, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.
39. To procure the company to be registered or recognised in any part of the world.

40. To acquire, lease or lend sophisticated office machineries like computers, tabulators, electronic equipments, addressing machines, photocopier machines, fax machines, telex machines and to provide the services of these equipment to customers and clients.
- 41 To finance by way of lease or hire purchase or through any other mode, to any industrial undertakings, individuals, or organisations and to provide for finance of consumer durables and immovable properties/houses and or flats and to promote housing colonies of flats and for that purpose to acquire plots and/or lands in cities, villages or any other place in India.
42. To manufacture, deal in and trade in printing papers of all kinds, boards, card, binding materials and printing machineries.

IV. The liability of the Members in limited.

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees ten crores only) divided in to 85,00,000 (Eighty Five Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each and 6% 15,00,000 (Fifteen Lakh) non convertible, non cumulative and redeemable Preference Shares of Rs.10 /-(Rupees Ten only) each, with the powers to the company to increase or reduce all or part of the share capital and to alter, convert, classify, divide or sub-divided and consolidate the same, with powers to attach thereto such rights as preferential or otherwise as may be determined from time to time, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary modify or abrogate any such rights, privileges or conditions.”

VI. 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 shares in the capital of the company set opposite our respective names.

Sl. No.	Signature, Name, Address, Description and Occupation of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Description, and Occupation of the witness
1.	Sd/- LALCHAND MUNOTH S/o. Misrimal 27, E.V.K. Sampath Road, Vepery, Madras - 600 007. BUSINESS	100	Sd/- P.INTHU SEKARAN S/o V. Palani, 23, Sivaji Street, Madras - 600 017. SERVICE
2.	Sd/- JASWANT MUNOTH S/o. Lalchand Munoth, 27, E.V.K. Sampath Road, Madras - 600 007. BUSINESS	100	
3.	Sd/- BHARAT MUNOTH S/o. Lalchand Munoth 27, E.V.K. Sampath Road, Madras - 600 007. BUSINESS.	100	
	Total Number of Equity Shares Taken	<hr/> 300	

Dated at Madras this Tuesday the 30th day of October 1990.