

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
HARYANA CAPFIN LIMITED

- I. The Name of the Company is **HARYANA CAPFIN LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:

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

To subscribe, invest, purchase, acquire, hold, underwrite, sell, exchange, deal in, act as broker, sub-broker, receive or otherwise deals in shares, stock, securities, deposits, Units, bonds, derivatives, options and futures, commercial papers, ADRs, GDRs, Instruments, deposits, units, debentures, debentures stock, bonds, trusts, instruments and all other types of securities, to carry on the business of Non-Banking Financial Company (NBFC) subject to necessary approval, to act, arrange, manage and to provide all types of services as Managers to issues, underwriters, registrar & Transfer agents, portfolio managers, financial consultants, factors, leasing, hire-purchases, installments, investments, Commission agents.

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

1. To buy in all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, article and things, necessary or useful for carrying on the main business of the Company.
2. To enter into agreements with any company or persons for obtaining by grant of licence or on other such terms of all types, formulae and other such rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things in connection with main business and to arrange facilities for training of technical personnel by them.

3. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, 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, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes, grants and bursaries to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business of the Company.
4. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, works, conveniences and other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets d'inventions, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, secrets, or other information which may seem necessary for any of the main object of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works property or rights or any other such property and rights purchased or acquired by or for the Company by shares, debentures, debenture-stock, bonds or such other securities of the Company or otherwise and manage, develop, or otherwise dispose of the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
5. To enter into any arrangement, with any government or authorities, municipal, local or otherwise or any person or company, in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the company may think desirable and carry out, exercise and comply therewith.
6. To apply for and obtain any order or such other authority for enabling the company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
7. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transactions which this Company is authorised to carry on and to amalgamate with any other such Company having objects altogether in part similar to those of this Company in India or abroad.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for any of the main objects of this Company.
9. To take or otherwise acquire and hold shares or such other interests in or securities of any other such companies having objects altogether or in part similar to those of this Company.

10. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the main Objects and to assist any such company and to undertake the management work, duties and business on such terms as may be expedient.
11. To open accounts with any bank or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy, sell and deal in the same.
12. Subject to the provisions of the Companies Act, 2013, and the rules made therein and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money as loan at interest for any of the purposes of the Company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable instruments of all types or by taking credit in or opening current accounts or over- draft accounts with any person, firm, bank or company and whether with or without any security or by such other means as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, deem or payoff such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.
13. Subject to the provisions of the Companies Act, 2013, to invest other than investment in Company's own shares, money of this Company not immediately required upon such shares or upon such securities or investments and in such manner as may, from time to time, be determined.
14. To advance money not immediately requires by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and others having dealings with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the directors, provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
15. To improve, alter, manage, develop, exchange, mortgage, enfranchise, dispose of, all or any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Directors may think fit, subject to the provisions of the Act.
16. Subject to the provisions of the Companies Act, 2013, to remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.

17. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers' welfare or for any other such purpose conducive to the interest of the Company.
 18. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or such other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other such attendances and assistance as the Company shall think fit.
 19. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.
 20. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local register and branch, places of the business in any part of the world.
 21. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.
 22. To do all or any of the such things as trustees and to do all such other things as are incidental or as the Company may think conducive to the attainment of the main objects or any of them.
- 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 Authorised Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.