



Date: July 27, 2016

Regd Off: 1B, 1st Floor, Court Chambers,  
35, Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai 400 020  
Tel: 91 22 4354 8200; Fax: 91 22 2201 9051

The Secretary <b>BOMBAY STOCK EXCHANGE LIMITED,</b> P J Towers Dalal Street, Fort, Mumbai 400 001	<b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Listing Department Exchange Plaza, 5 <sup>th</sup> Floor, Bandra-kurla Complex, Bandra (East), Mumbai - 400 051.
<b>Company Code No. 531595</b>	<b>Company Code CGCL</b>

Dear Sir,

**Sub.: Proceedings at 22<sup>nd</sup> Annual General Meeting held on Tuesday, July 26, 2016 at 11.00 a.m.**

Pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below the proceedings of 22<sup>nd</sup> Annual General Meeting held on Tuesday, July 26, 2016 at 11.00 a.m., at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020.

Pursuant to regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the 22<sup>nd</sup> Annual General Meeting.

The remote e-voting commenced from 23<sup>rd</sup> July, 2016 at 9.00 a.m. and ended on 25<sup>th</sup> July, 2016 till 5.00 p.m. Mr. Dinesh Deora, Practising Company Secretary, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

At the meeting, Mr. Quintin E. Primo III, Chairman ordered for Poll on all the 9 (Nine) resolutions to be passed at the Meeting. Mr. Dinesh Deora, Practising Company Secretary and Mr. Haresh Sanghvi, Member, were appointed as the Scrutinizers for scrutinizing the Poll process.

All the resolutions were passed with requisite majority through remote e-voting and Poll process. The Scrutinizer's report on combined result of remote e-voting and poll is attached.

Resolutions passed with requisite majority through remote e-voting and Poll are as following:

**Capri Global Capital Limited**

(CIN: L65921MH1994PLC173469)

Corp. Off: 4th Floor, Merchant Chambers, 41, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020  
Tel: 91 22 4088 8100; Fax: +91 22 4088 8170; E-mail: [contact@cgcl.co.in](mailto:contact@cgcl.co.in); Website: [www.cgcl.co.in](http://www.cgcl.co.in)





**Ordinary Resolutions:**

1. Approved the Audited Balance Sheet of the Company as at March 31, 2016 (Standalone and Consolidated) and the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Directors' and Auditors' Report thereon as placed before the meeting.
2. Declared Dividend of Rs. 1.50/- per equity share of the Company for the year ended on March 31, 2016.
3. Re-appointed Mr. Quintin E. Primo III (DIN 06600839), as Director of the Company.
4. Ratified appointment of M/s. Karnavat & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration No. 104863W)
5. Re-appointed Mr. Sunil Kapoor (DIN 01436404), as an Executive Director of the Company for a term of three years i.e. from January 24, 2016 to January 23, 2019.

**Special Resolutions:**

6. Deletion of the Other Objects Clause of the Memorandum of Association.
7. Substitution of Headings, Sub Headings and References in Memorandum of Association.
8. Amendment of the Liability Clause of Memorandum of Association.
9. Insertion of Sub Clause No. 26 under Clause III (B) of the Memorandum of Association.

The amended Memorandum of Association is enclosed herewith.

The above is for your information and record.

Thanking you,

Yours faithfully,  
for **Capri Global Capital Limited**

  
(Harish Agrawal)  
Senior Vice President & Company Secretary



Encl.: a/a

# **Scrutinizers report on combined result of remote e-voting and Poll**

**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.dcora@gmail.com

To,  
The Chairman  
Of the Annual General Meeting of the Shareholders of  
**Capri Global Capital Limited**  
1-B, Court Chambers, 35, Sir Vithaldas Thackersay Marg,  
New Marine Lines, Mumbai-400020

Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Tuesday, 26<sup>th</sup> July, 2016 at 11.00 a.m.

Please find enclosed Consolidated Results of remote e-Voting & Poll. I have issued separate report on remote e-voting and the Report on Poll results at the AGM is issued by me and Mr. Haresh Sanghvi, Shareholder of the Company appointed as Scrutinizer at the AGM.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and the Report on Poll Results prepared by me and Mr. Haresh Sanghvi, Shareholder of the Company appointed as Scrutinizer at AGM, is based on the data provided / authenticated by your Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.

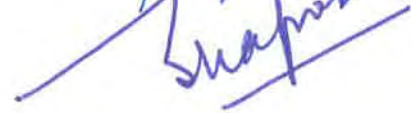
I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.



**DINESH KUMAR DEORA**  
**Practising Company Secretary**  
Membership No. F5683  
CP No. 4119



Countersigned by  
For Capri Global Capital Limited



SUNIL KAPOOR  
Executive Director

Date: 26<sup>th</sup> July, 2016  
Place: Mumbai

**Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited**

**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

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**OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.**

**TEL NO.: 022-65648641 E-MAIL: dinesh.deora@gmail.com**

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## **Consolidated Results**



**Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited**

**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@gmail.com

Based on Results of remote e-Voting & Poll at the Annual General Meeting held on Tuesday, 26th July, 2016 at 11.00 a.m., Consolidated Results of each item on the Agenda as set out in the Notice dated 27<sup>th</sup> June, 2016 is annexed herewith.

**CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION**

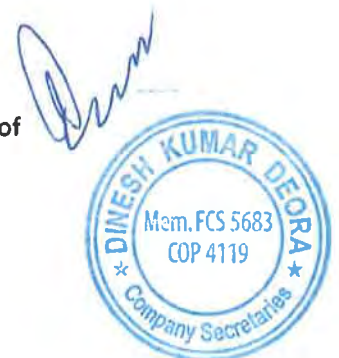
Subject	To receive, consider and adopt:
	<p>a. the Audited Balance Sheet as at March 31, 2016 and the Profit and Loss Account of the Company for the financial year ended and the Reports of the Board of Directors and Auditors thereon.</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of Auditors thereon.</p>

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	32259169	28911	32288080	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **Nil** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **Nil %** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 1, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited



**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@gmail.com

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

<b>Subject</b>	<b>To declare Dividend on Equity Shares of the Company for the Financial Year 2015-2016.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	32259169	28911	32288080	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **Nil** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **Nil** % of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 2, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

<b>Subject</b>	<b>To appoint a Director in place of Mr. Quintin E. Primo III (DIN: 06600839) who retires by rotation and being eligible offers himself for re-appointment.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	32259169	28911	32288080	100.00

Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited



**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@gmail.com

Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; Nil votes were cast **DISSENTING** to the **Ordinary Resolution** constituting Nil % of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 3, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

**CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION**

<b>Subject</b>	<b>To ratify appointment of M/s. Karnavat &amp; Co., Chartered Accountants, Mumbai, (ICAI Firm Registration No. 104863W) as Auditors.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
<b>Assent</b>	32259169	28911	32288080	100.00
<b>Dissent</b>	0	0	0	0
<b>Invalid/Abstain</b>	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; Nil votes were cast **DISSENTING** to the **Ordinary Resolution** constituting Nil % of the votes polled.

**Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited**





**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@gmail.com

Thus, the **Ordinary Resolution** as contained in Item No. 4, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

**CONSOLIDATED RESULTS OF ITEM NO. 5 – ORDINARY RESOLUTION**

<b>Subject</b>	<b>To re-appoint Mr. Sunil Kapoor as an Executive Director for a period of three years.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
<b>Assent</b>	32259169	28911	32288080	100.00
<b>Dissent</b>	0	0	0	0
<b>Invalid/Abstain</b>	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

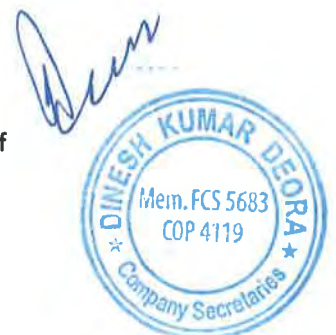
Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; Nil votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **Nil %** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 5, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

**CONSOLIDATED RESULTS OF ITEM NO. 6 – SPECIAL RESOLUTION**

<b>Subject</b>	<b>Deletion of the Other Objects Clause of the Memorandum of Association.</b>
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Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited



**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

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(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@gmail.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	32259169	28911	32288080	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Special Resolution** constituting **100.00%** of the votes polled; Nil votes were cast **DISSENTING** to the **Special Resolution** constituting Nil % of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 6, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

**CONSOLIDATED RESULTS OF ITEM NO. 7 – SPECIAL RESOLUTION**

<b>Subject</b>	<b>Substitution of Headings, Sub Headings and References in Memorandum of Association.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	32259169	28911	32288080	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited



**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
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(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@gmail.com

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Special Resolution** constituting **100.00%** of the votes polled; Nil votes were cast **DISSENTING** to the **Special Resolution** constituting Nil % of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 7, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

**CONSOLIDATED RESULTS OF ITEM NO. 8 – SPECIAL RESOLUTION**

<b>Subject</b>	<b>Amendment of the Liability Clause of Memorandum of Association.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
<b>Assent</b>	32259169	28911	32288080	100.00
<b>Dissent</b>	0	0	0	0
<b>Invalid/Abstain</b>	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Special Resolution** constituting **100.00%** of the votes polled; Nil votes were cast **DISSENTING** to the **Special Resolution** constituting Nil % of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 8, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited



**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.**  
**COMPANY SECRETARY**

OFFICE: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@gmail.com

**CONSOLIDATED RESULTS OF ITEM NO. 9 – SPECIAL RESOLUTION**

<b>Subject</b>	<b>Insertion of Sub Clause No. 26 under Clause III (B) of the Memorandum of Association.</b>
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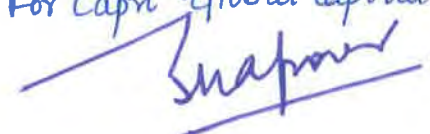
<b>Particulars</b>	<b>Number of Votes contained in</b>			<b>% of total number of valid votes cast</b>
	<b>e-Votes</b>	<b>Poll</b>	<b>Total</b>	
<b>Assent</b>	32259169	28911	32288080	100.00
<b>Dissent</b>	0	0	0	0
<b>Invalid/Abstain</b>	0	0	0	0
<b>Total</b>	<b>32259169</b>	<b>28911</b>	<b>32288080</b>	<b>100.00</b>

Accordingly, out of a total **32288080** valid votes cast via remote e-Voting and Poll, **32288080** votes were cast **ASSENTING** to the **Special Resolution** constituting **100.00%** of the votes polled; Nil votes were cast **DISSENTING** to the **Special Resolution** constituting **Nil %** of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 9, of the Notice dated 27<sup>th</sup> June, 2016 is passed with **REQUISITE MAJORITY**.

  
**DINESH KUMAR DEORA**  
**Practising Company Secretary**  
Membership No. F 5683  
CP No. 4119



Countersigned by:  
For Capri Global Capital Limited  
  
**SUNIL KAPOOR**  
Executive Director.

Date: 26<sup>th</sup> July, 2016  
Place: Mumbai

**Report of Scrutinizer on remote e-Voting & Poll by Shareholders of  
Capri Global Capital Limited**

# **Amended Memorandum of Association**

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
**CAPRI GLOBAL CAPITAL LIMITED**

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- I. The name of Company is **Capri Global Capital Limited**
  
- II. The Registered Office of the Company will be situated in the **State of Maharashtra**.
  
- III. (A) The objects to be pursued by the Company on its incorporation are:-
  - 1(a). To carry on the business of a leasing company, hire purchase company, finance company to undertaken all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircrafts, rolling stock, factories, movable and immovable property, to arrange or syndicate leasing or hire purchase business, to undertake bill discounting business, to purchase, finance discount, rediscount bills of exchange ,to act as a discount and acceptance house to arrange acceptance or co-acceptance of bills, to carry on the business or financiers, lessors and hire purchase of all kinds of property, lending or advancing money on the security of movable or immovable property, legal claims, choose in action or other rights and assets to business undertaking and industries to carry on the business of managers, advisors, consultants to be public issues, merchant banking, portfolio management, bill discounting, underwriting, sub-underwriting and other related services.
  
  - 1(b).To carry on the business of finance company and deploy funds and other monies of the Company for the purchase, sale, exchange, surrender, subscription, acquisition, undertaking, holding, auction, conversion or otherwise dealing in shares, stocks, units, debentures, debenture-stocks, bonds, mortgages, obligations and securities, savings investments, negotiable instruments, warrants, certificates, premium notes, treasury bills, obligations, deposits, commercial papers, options futures, money market securities, marketable or non-marketable securities, derivatives, and other instruments and securities of any kind issued, guaranteed or by any government, semi-government, local authorities, public sector undertakings,

corporations, co-operative societies, trusts, funds, state, dominion, Sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise and other organizations / entities, persons and companies including securities issued by asset reconstruction companies or securitization companies and other companies in any manner or guaranteed by any company, corporation or undertaking of whatever nature, whether incorporated or otherwise constituted and / or to carry on business as an investment trust company and to underwrite, sub-underwrite, invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or foreign governments, state, dominions, sovereigns, municipalities or public authorities or bodies and issued or guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

- 1(c). To carry on hire purchase and leasing business and to undertake all types of leasing and hire purchase business by lease or let on hire or the hire purchase system, all kinds of machinery, plant, equipment, ships, vehicles, aircrafts, rolling stock, factories, furniture, apparatus, appliances, including office and communication systems, consumer goods and articles of every description, movable and immovable property and to finance durable, industrial and commercial goods of all descriptions and instruments of all descriptions and to arrange or syndicate leasing or hire purchase, bill discounting, purchase, finance discounting, rediscounting bills of exchange, discount and acceptance house, arrange for acceptance or co-acceptance of bills and to act as a finance company, lessors and hire purchaser of all kinds of property, lending or advancing money on the security of movable or immovable property, legal claims, chose in action or other rights and assets to business undertaking and industries and to carry on the business of managers, advisors, consultants to the public issues, merchant banking, portfolio management, bill discounting, underwriting, sub-underwriting and other related services.
- 1(d). To carry on the business of investment advisor, merchant banker, underwriter, portfolio manager, debt arranger, advisor for debt issuance and to carry on investment advisory services, financial consultancy services, stock broking, asset management activities, venture capital, custodial services, factoring, credit reference agencies, credit rating agencies, housing finance, foreign exchange broking, credit cards managing services, money changing, offering term loan(s), Inter-Corporate Deposits, offering all kinds of credit facilities, whether secured or unsecured, to provide micro credit and rural credit in accordance with and to the extent permissible under the applicable regulations in respect of each of the above activities in India or elsewhere, and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas and to carry on the business or vocation of acting as advisers and consultants on all matters relating to corporate, commercial and industrial management, including trading, personnel, advertising and public relations, and to prepare evaluations, feasibility studies, project reports, and to give guidance and surveys and suggest ways and means for improving efficiency in investment opportunities, trades, business and organisations, and industries of all kinds in India and elsewhere and to carry on and continue any business,

profession, vocation and to provide consultancy to resolve problems relating to business, administration, finance, organization, management, commencement or expansion of industry and to carry on in India or elsewhere, the business of consultants, advisors, and counselors in the field of financial restructuring, securitisation, derivatives, intellectual property rights (IPR), investment advisory, management consultancy, pay roll management, portfolio management services, or any other fund based or non-fund related activity and to structure / effect mergers and acquisitions, corporate restructuring, establishment of internal control systems, international and domestic public offering, amalgamation, corporate and securities laws and anti trust laws to venture capital funds, offshore funds and to provide consultancy to prepare technological/ economic reports, project reports and advise in organizing of implementing mergers, acquisitions, amalgamations, rehabilitation of any undertaking, business concerns, partnership firm, corporate bodies and to provide consultancy relating to licenses, patents, trade marks, corporates and/or commercial law, valuations, copy rights, designs, detailed engineering, financial and/or technical collaborations, joint ventures, transfer of technology, human resource development, and to provide professional services in the field connected with finance, taxation, investments, accountancy, industrial and commercial activities in relation to the business transactions carried out by the Company.

- 2(a). To promote the formation and mobilization of Capital, to manage Capital, savings Investments syndicates in shares, stocks, mutual fund securities and finance. To carry on the business of an Investment trust company and to underwrite, sub-underwrite, to invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, State, Dominions, Sovereigns, Municipalities or Public Authorities or Bodies and share shocks, debentures, debenture stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere. To lend, invest or deal with money or money value either with or without interest or to provide guarantee to such individual, firms bodies, corporate Industrial enterprises authority institutions or other incorporated bodies upon such terms and conditions as the Company may think fit, to receive money deposits on interest or otherwise and to guarantee the performance or contracts by any person companies firms or industrial or non-industrial enterprises.
- 2(b). To carry on business as advisor, administrator and/or manager of investment funds, mutual funds, (both local as well as offshore), growth funds, income or capital funds, taxable or tax exempt funds, provident funds, pension funds, superannuating funds, charitable funds, trust funds, managing investment pool(s) of any person or bodies of persons whether incorporated or not, and carry on the mutual fund business, investment in equity and other securities to contribute to the development of capital market and/or for providing facility for participation by subscribers and holders of units in the mutual funds and in the profit or income arising from the acquisition, holding, management and disposal of the securities and other investment whatsoever and for that



purpose to promote, establish, manage and carry on various schemes as may be sanctioned by all concerned authorities and conducive to the management of the company whether directly or for the benefit of any person or persons and subject to requisite statutory approvals if any, to carry on the business of securitization and/or asset reconstruction and for that purpose to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, participation units, securitized debts, assets backed securities or mortgage backed securities or debts whether representing financial assets, receivables, debts, whether unsecured or secured by mortgage of immovable properties or hypothecated by movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired, or otherwise and to carry on business as advisor to administrators and/or managers of investment funds, concerning shares, stocks, debentures, debenture stocks, bonds, units obligations, securitised debts, promissory notes, participation certificates, policies, money market investments, securities of the Central and State Governments, companies, corporations, municipal, local or other bodies or authorities or other securities or investments of any kind or description whether in India or in any foreign country whether directly or for the benefit of any person or persons.

- 2(c ).To carry on the business as Securities Brokers, Share and Stock brokers, finance and investment brokers, sub-brokers, under-writers, sub-underwriters and consultants for and to purchase, acquire, hold, sell, buy, invest, trade, exchange, deal, barter, borrow, lend, guarantee, offer, comfort for, pledge, hypothecate, charge and/or deal in investment instruments of all kinds and types, whether securities or not, including shares, stocks, debentures, bonds, cumulative convertible preference shares, certificates of deposits, commercial papers, participation certificates, other securities by original subscription, coupons, warrants, options and such other derivatives, and other mutual funds or any other securities issued by governments, corporations, co-operatives, firms, trusts, societies, authorities etc. whether situated in India or abroad and to carry on financial operations of all kinds including hire-purchase, leasing, credit rating, money changing's, stock exchange membership to arrange bought out deals, to arrange placement of securities and to carry on business of management consultancy or to engage in activities such as portfolio management services, research in to various investment opportunities, or any other non-fund related activity, to be provided to venture capital funds, private equity funds, foreign institutional investors, investment funds, mutual funds, hedge funds or any other investors (whether private or public and whether local or offshore), for the purpose of investing the funds from time to time in various forms of investments in India.
- (B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:-
1. To attain the main Object, to purchase such thing or articles as may be required.

2. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations, and other organizations, foreign or Indian for obtaining or providing technical, financial, or any other assistance for carrying out all or any of the objects of the Company, and also for the purpose of activating research, development of manufacturing projects on the basis of know how and/or financial participation and for technical collaboration and to acquire or provide necessary formulas, patent rights etc. for furthering the objects of the Company.
3. To register, apply for purchase or otherwise acquire, sell, let or grant or true to account any patents, trade marks, designs, letters or patents, concessions, licences, invention, rights and privileges, subject to royalty or otherwise and whether exclusive or non exclusive or limited, or any part interest therein, and to manufacture and produce and trade and in all machinery, plant, articles appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such patents, trade marks, designs, letter patents, licences inventions, rights or privileges, as aforesaid for the attainment of the main objects.
4. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company or any other company, subject to the provisions of Section 391 to 394 of the Companies Act, 1956.
5. To construct, purchase, hire, let, acquire, maintain, alter enlarge, buy or sell any lands, buildings, workshops, offices, mills, plants, machinery, furniture and fixtures, godowns, laboratories and other property assets (movable and/or immovable), rights and effects of any description for the main objects.
6. To acquire or enter into any arrangement with from any Government, State or Authority, licence, concessions, grants, decree, rights, powers and privileges or other form of statutory or official authority whatsoever, which may seem to the Company capable of being turned to account for its purposes and to hold, use, explore, survey, cultivate, work manage, improve develop and turn to account the same and to lease, mortgage, sell abandon, deal with or otherwise dispose of any part thereof.
7. To grant annuities, persons allowances, donations, provident fund, stock options, gratuities and bonus to any employees (including Directors and ex-Directors) of the Company or the relations, connections or dependents of any such persons and to establish or support associations, institutions or non political bodies, clubs, schools, funds, schemes and trusts, (religious, scientific, educational, provident or otherwise) which may be considered and calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute any scheme for the purpose by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees and to support or subscribe to any charitable objects and institutions and to clubs, societies of funds.

8. To employ experts and consultants to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights for the attainment of the main objects to remunerate any person Consultant or Company for services rendered or promotion of the Company or the conduct of its business.
9. To borrow or raise or secure moneys for the purpose of financing the business of the Company in such manner as the Company shall think fit and in particular by the creation, execution grant or issue of any mortgage debenture stocks or bonds (perpetual or otherwise) either at par, premium or discount and either redeemable or irredeemable, secured upon all or any part of the undertaking rights and properties of the Company, Present and future, including its uncalled capital of the called but unpaid capital of the Company and to purchase, redeem, pay off or satisfy such securities subject to the Act and Banking Regulation Act, 1949 and directives issued by Reserve Bank of India.
10. To acquire by purchase lease, concession, grant, licence or otherwise such lands, buildings, minerals, mines, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of Company how-so-ever acquired such factories, workshops, warehouses, offices, residences and other buildings, and to erect such machinery and construct such roads, ways, branches or sidings, bridges, reservoirs, water courses, hydraulic works and other works and conveniences.
11. To make any loan to any person, to receive money, securities or valuable on deposit at interest or otherwise from persons having dealing with the company or not on any terms whatsoever, and provided the Company shall not carry on the business of banking as defined under the Banking (Regulations) Act, 1949, and the granting of such loans shall not tantamount to carry on of banking business, subject to the provision of the Act, and Direction issued by the R.B.I.
12. To finance, enter into partnership or into any arrangement including the promotion of companies or establishment of firms either in India or in any other country abroad for sharing profits, interests, co-operation, joint venture or reciprocal concession, with any person, firm or company in India or in any other country abroad, carrying on or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in.
13. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, warrants, debentures and other negotiable or transferable instruments.
14. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, and experimental workshops, for scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions, by

providing, subsidising, and endowing or assisting laboratories, workshops, libraries, lecture, meetings, and conferences and by providing or contributing to the award of scholarships, prizes and grants to students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, texts and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

15. To support, donate, contribute or subscribe to any charitable, benevolent or public object or any other general or useful object or any institution, society or club or any other body or to any other object which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company has business connection and to give or award pensions, annuities, gratuities and super annuities or other allowances or benefits or charitable aid to any persons who are have been Directors of or who are or have been employed by or who are serving or have served the company and to the wives, children and other relatives and dependents of such persons or to make payment towards insurances and to set up, establish, support and maintain super annuities and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person or persons, and their wives, widows, children and other relatives and dependents, but not intended to serve any political Cause or purpose.
16. To send out to foreign countries, Directors, employees or any other persons for investigating the possibilities of any business or trade, for procuring and buying any machinery or establishing trade connections or in promoting the interest of the company and to pay all expenses incurred in this connection and to establish branches, local register or to establish any firm or firms or promote any company or companies at places in or outside India as may be thought fit by the Company.
17. To sell or dispose of the undertaking of the Company or any part there of in such manner and for such considerations as the Company may think fit, and in particular for shares (fully or paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not and to improve, manage, develop, exchange, lease, dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company.
18. Subject to the provisions of Section 52 of the Companies Act, 2013 to place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company may from time to time think fit, any money's belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the reissue of the Company's forfeited shares.
19. To act as agents, subagents, commission agents, representatives, merchants, traders, stockists, sales, organisers for any person, firm or corporation as deemed necessary for fulfillment or any of the objects specified herein above.

20. To appoint trustees (whether a person, firm or a Company) to hold securities on behalf of and to protect the interest of the Company and to establish trusts.
21. To give publicity to the business and products of the company and its constituents and associates, and popularise brands in India and foreign markets by means of advertisements in the press, pamphlets, handbills, circulars advertisement real, posters, cinema slides, on radio or television, by publication of books, periodicals and magazines, by purchase and exhibition of works of art, by granting rewards, prize and donations and by other suitable means.
22. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements, to refer to arbitration and to enforce and where need be to contest any award and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
23. To appoint Directors of Managers of any subsidiary Company or any other Company in which this Company is or may be interested.
24. To enter into arrangement, to take all necessary or proper steps with Governments or with other Authorities Imperial, Supreme, National and Local Municipal or otherwise of any place to which the company may have interests and to carry on any negotiation or operations for the purpose of directly or Indirectly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interest of its members and to make representations against any such steps taken by any other company firm or person which may be considered likely directly or Indirectly prejudice the interests of the company or its members and to assist the promotion of, whether directly or indirectly any legislation which may appear to be in the interest of the company and to make representation against and resist whether directly or indirectly, any legislation which may seem disadvantageous to the Company, any charters, contracts, decess rights, loans privileges or concessions which the company may think desirable to obtain and carry out or exercise and comply with the same.
25. To do all or any of the above things directly or indirectly to enhance the value of any of the company's property and rights for the time being, and/or as may appear to the directors to incidental or conductive to the attainment of the above objects or any of them in any part of the world as principal, agents, contractors, or trustees or otherwise and by or through trustees, agents, or otherwise either alone or in conjunction with others.
26. To act as the corporate agents, consultants, advisers and managers in life, health as well as general insurance business respectively and solicit, distribute insurance products to the clients, customers and others either alone or in conjugation with others.

- IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 72,00,00,000/- (Rupees seventy two crores only) divided into 7,20,00,000 (seven crores twenty Lakhs only ) equity shares of Rs. 10/- (Rupees Ten) each with power to increase, reduce or divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.

We the several persons whose names, address and descriptions are subscribed of being formed into a Company in pursuance of these Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company, set opposite to our respective names :-

Names, Addresses, Descriptions & Occupations of Subscribers	Number of Equity Shares taken by each subscriber	Name's Address Description and Occupation of witness
KALI CHARAN AGARWALLA S/o Late Sagarmal Agarwalla 161/1 Mahatma Gandhi Road, Calcutta 700 007 Business	100 (One hundred)	<p style="text-align: center;">Witness to all the Signatories:-</p> <p style="text-align: center;">S. K. RUSTAGI S/o Shri M. C. Rustagi 12, Waterloo Street, 3<sup>rd</sup> Floor Calcutta – 700 069 Occupation : Chartered Accountants</p>
RAMAUTAR AGARWALLA S/o Late Sagarmal Agarwalla 161/1 Mahatma Gandhi Road, Calcutta 700 007 Business	100 (One hundred)	
AMAR AGARWALLA S/o Kalicharan Agarwalla 161/1 Mahatma Gandhi Road, Calcutta 700 007 Business	100 (One hundred)	
VIJAY SINGH BHANDARI S/o Sri M. L. Bhandari 22B, A. C. B. Lane, Calcutta – 700 010 Service	100 (One hundred)	
SUNIL CHAUDHURI S/o Late. P. K. Chaudhari 12, Waterloo Street, Calcutta – 69 Profession	100 (One hundred)	
SUMIT KUMAR RAY S/o Late Bhabeswar Ray 95, Karaya Road, Calcutta – 700 019 Service	100 (One hundred)	
VINOD KUMAR KHETAN S/o Shri Hari Prasad Khetan 24/B, Vivekanand Road Calcutta – 700 007 Chartered Accountant	100 (One hundred)	
<b>TOTAL</b>	<hr/> 700 (Seven hundred)	

Calcutta, Dated this 26<sup>th</sup> Day of September, 1994