THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

IIFL FINANCE LIMITED #

I. The name of the Company is **IIFL FINANCE LIMITED**.#

 # Name clause changed from 'IIFL Holdings Limited' to 'IIFL Finance Limited' pursuant to the Composite Scheme of Arrangement approved by the Shareholders at their meeting held on December 12, 2018 and approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated March 07, 2019.

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). THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. *To carry on the business of borrowing/lending money by way of pledge, mortgage, hypothecation, charge or otherwise with or without any securities to any person, individual, body-corporate, firm, organization, authority but the company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.

2. *To solicit and procure insurance business as Corporate Agent and to undertake such other activities as are incidental or ancillary thereto.

2A. * To carry on the activities as investment company and to buy, sell, trade, invest, deal or to do broking in shares, stocks, debentures, bonds, derivatives, commodities, obligations, bills, securities, movable and immovable property and other investments."

***Replaced pursuant to the composite Scheme of Arrangement approved by the Shareholders at their meeting held on December 12, 2018 and approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated March 07, 2019**

(B). THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMEMT OF THE MAIN OBJECTS:

3. To carry on the business of advisor and/or consultant to the industry, business, government and non government institutions, corporates. Financial institutions, individuals or any other bodies on subject or matters related to capital market, business information. investment information, portfolio management, organisational behaviour, merchant banking, business management, statistical of data on industries, economy, corporates within and outside India, administration, costing financial management and marketing activities).

3A. #To constitute, set up, establish and manage any trust/undertakings for venture capital and to subscribe, act, undertake, manage, execute, exercise all Powers of Trustee, executors, administrators, receivers, attorneys, nominees, representatives and agents and to manage funds of all kinds of trusts and to aid, counsel, assist,

finance, protect, promote, and render periodic advice on investment, finance, taxation and to channelise, apply or invest funds from time to time in various forms of investments including shares, debentures, loans, convertibles or otherwise, any other type of instruments and to undertake and execute agencies and trusts of all kinds and to exercise all powers of custody and trust corporation anywhere in India or any part of the world.

3B. #To establish with the object of financing industrial enterprises, ventures in India or any part of the world by lending or granting by way of loans, advances, grants, deposits, hire purchases, leasing finance or any other form with or without interest and / or without security or participation in the capital of industrial enterprises.

3C. #To issue, implement, undertake, offer, distribute, or otherwise promote and operate the payment systems issuing pre-paid payment instruments to individuals/organizations including but not limited to issue a pre-paid cash wallet, mobile phone based pre-paid payment instruments, prepaid card and/or cash card to consumers, subject to requisite regulatory approvals.

3D. #To carry on the business of manpower recruitment and placement, human resource consultancy and training of personnel for the purposes of the main objects of the company.

#inserted pursuant to the Composite Scheme of Arrangement approved by the Shareholders at their meeting held on December 12, 2018 and approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated March 07, 2019

4. To carry on the business of financiers and for that purpose lend or invest money with any person and negotiate loans in any form or manner and to draw. accept, endorse, discount, but, sell and in bills of exchange, hundies, promissory notes and such other negotiable instruments and securities and also to issue on commission, to subscribe for underwrite, take, acquire and hold, buy, sell, exchange and deal in shares, stocks, bonds, debentures, debenture stock of corporations or companies, obligations or securities of any government or public authority supreme. municipal, local or otherwise, whether in India or elsewhere and also to invest in immovable properties, real estates, agricultural lands.

5. To manage investment in shares, stocks, securities, finance and real estate, and to receive money on deposit at interest or otherwise for fixed periods, subject to provisions of Section 58A and directives of RBI and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporations having dealings with the Company. The Company shall not carry on any business of banking as defined by the Banking Regulation Act, 1949, or any Statutory modification thereof.

*** Inserted vide Special Resolution passed in the Extra-ordinary General Meeting of the Company held on 16th July, 1999.**

6. To act, as investors, guarantors, underwriters, financers and to lend, or deal with the money either with or without interest or security, including in current or deposit account with any Bank or Banks, other person or persons upon such terms, conditions and manner as may from time to time be determined and to receive money on deposit or loan upon such terms and conditions as the Company may approve. Provided Company shall not do any banking business as defined under the Banking Regulation Act, 1949.

7. To borrow or raise or secure the payment of money from any Bank or Banks or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view there to hypothecate and/or in any way incumberence or create lease on the under-taking and all or any of the immovable and movable properties, present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities subject to Provisions to Section 58-A and direc-tives of Reserve Bank of India.

*8.To promote, sponsor, incorporate, acquire public and private limited companies in India and abroad and to invest and deal in shares, debentures, bonds, warrants and such other financial instruments of such companies and to undertake new ventures through such companies."

* **Amended vide Special Resolution passed through Postal Ballot on January 25, 2008.**

9. To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture or reciprocal concession, or for limiting completion, with any person or company carrying on or engaged in or about to carrying on or engage in any business or transaction, which the Company is authorized to carry on or engage in or which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith and to give or accept by way of consideration for any of the acts, or things, aforesaid or property acquired, any share, debentures, debenture-stock or securities, that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.

*10.To acquire by amalgamation, purchase, takeover, or otherwise the whole or part of the assets, liabilities and undertaking in India or elsewhere of any other company, body corporate, firm, association or individuals, carrying on, proposing to carry on or possessed of the property suitable for the purpose of the Company or which can be carried on in conjunction therewith.

*** Inserted vide Special Resolution passed through Postal Ballot on August 8, 2006.**

11. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the undertaking property, investments and rights of the Company.

12. To apply for, purchase or otherwise acquire any patent, trade-mark, brevets d'invention licenses, concessions, protections, rights, privilege, and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant license, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage, and spend money in making experiments, tests, improvements of any invention patent and right which the Company may acquire or propose to acquire.

13. To establish and support or aid in the establishment and support of associations, institutions; clubs, societies, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the departments or the connections of such persons or subject to the provisions of Companies Act to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund;

14. or for any purpose which may likely, directly or indirectly, further the objects of Company or the interest of its members or business.

14. To distribute among the members of the Company bonus shares (including fractional share certificates) out of profits, accumulated profits, of funds and resources of the Company in any manner permissible under Law.

15. To allot shares in this Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire.

16. 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.

17. To open branches in India and elsewhere and to get the company recognized in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press by circulars and publications of books and periodicals.

18. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.

19. To remunerate any person or company for service rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's Capital or any debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company, or the conduct of its business.

20. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise, or any person or Company that may seem conducive to the company's objects or any of themand to obtain from any such Government Authority, person or company any rights, privileges, Charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

21. To apply for, promote and obtain any Act, charter privilege concession, licence, authorization, if any, of and/or from any Government, State or Municipality, provisional order or license or any authority, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.

22. To establish, provide, maintain and conduct, or otherwise subsidize research laboratories and experimental work-shops for scientific and technical research and to undertake and carry out all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research both scientific and technical investigations and invention by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professor or teachers and by providing for the award of 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 of the business, which the Company is authorized to carry on.

23. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company, and also to- subscribe, contribute or otherwise, assist or guarantee money for charitable, scientific, religious, or benevolent national, public or other institutions, objects or for any exhibition or for any public, objects and to establish and support or aid in the establishment and support or associations, institutions, funds and conveniences for the benefit of the employees or ex-

employees (including Directors) of the Company or its preecessors in business or of persons having dealings with the Company or the dependents, relatives or connected with such persons and in particular friendly or other benefit societies to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds for such persons.

24. To pay for any right or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its
business whether by cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part of or otherwise.

25. To adopt such means of means of making known the business 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 interests, by publication of books and periodicals, and by granting prizes, rewards and donations.

26. To borrow or raise moneys on loans or receive deposits for the purpose of company by promissory notes, bills of exchange, hundies and other negotiable, transferable instruments or by mortgage, charge, hypothecation or pledge or by debentures, or by debenture-stock, perpetual or otherwise including debenture or debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this Company charged upon by or any of the Company's property and assets both present and future movable and immovable including its uncalled capital upon such terms as the Company may deem expedient or in such other manner with or without security as may be deemed expedient or to take money on deposit or otherwise (merely for the purpose of financing the business of the company), and to lend money to customers and others having dealings with the Company, to guarantee performance of contracts, agreements by any such persons and including all 'deeds, writing and assurances for any of the aforesaid purposes or to arrange bank guarantee for the customers with or without security on commission or otherwise except that the company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949, subject to the provision of section 58A of the Companies Act, and directives of Reserve Bank of India.

27. To invest or deal with the funds of the Company in such manner and upon such securities as shall from time to time be thought necessary for the benefit of the Company and to create any reserve fund, sinking fund, insurance fund, depreciation fund or provident fund thereout.

28. 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 in the event of winding up.

29. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

30. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

31. 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 dependants or connections of such persons by building or contributing to the building of dwelling house 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, institutions, funds, profits sharing or other schemes or trusts and by providing or subscribing or contributing towards place of instructions and recreation, hospitals and dispensaries,, medical and other attendance or assistance as the Company shall think fit.

32. 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 of any such issue, and to transact all kinds of trust and agency business, in which the Company is authorized to carry on business .

32A.# To do all other forms of business which Government of India or Reserve Bank of India may specify as a form of business in which it is lawful for the non banking financing company to engage in, subject to requisite permission of the regulatory authorities.

32B.# To carry on any other business (whether similar to any of the abovementioned business or not) which may seem to the Company capable of being conveniently carried on in connection with the above mentioned business calculated directly or indirectly to enhance the value of any of the company's business, property or rights.

32C. #To do all such other things as are incidental or conducive to the promotion or advancement of the business of the Company."

#inserted pursuant to the Composite Scheme of Arrangement approved by the Shareholders at their meeting held on December 12, 2018 and approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated March 07, 2019

(C). OTHER OBJECTS:

33. To manage, land, building and other properties, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupiers and others refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.

34. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockiest, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries agriculture, clinics, hospitals, refrigeration aviation, transport vehicles, space rockets and crafts, communication objects and media power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide, defence establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliance, and accessories, required for, working on, using or producing any of such gases and products.

35. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, alumina cement, lime and lime-stone and by products thereof, cement-pipes sheets and other building materials, refractories and bricks.

36. To manufacture, process, import, export, buy, sell and deal in vanaspati oils, dehydrated vegetable oils, oils made or processed from seeds, cotton seeds, cocanuts, products of plantations, horticulture, agriculture and forest produce and oil cakes, and soaps and lubricants made from such oils or as by-products thereof.

37. To carry on business as timber merchants, mill proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber, teak, ply-wood, fire wood and wood of all kinds and to manufacture and deal in articles of alt kinds in the manufacture of which timber, ply-wood or other wood is used and to buy, clear, plant and work timber estates.

38. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble tiles, refractories china wares, sanitary materials, pipes, tubes, tubular structures, cement, sheets, roofings, door closers, building or decorative materials made of cement stone, clay.

39. To manufacture, produce buy, sell, import, export, stock and deal in machine tool, grinding machine, automatic lathes, drilling machines, planing machines, planogrinders, machinery of every description, precision tools, cutting and small tools electric motors, electrical equipments, electric meters, cables, wires, switch-gears, flames and drip proof motors, electric fans, regulators of all types electric kilowatt hour meters, magnets, industrial jewels, ammeters, voltmeters, and other types of measuring instruments, electrical or non-electric die castings, hoists elevators, gears trolleys and coaches, air compressors screws, nut and bolts, transformers of all types, circuit brakers, welders, refrigerators, switches, electric transmission towers, poles, tubes, insulating materials, conductors, fuse and fuse wires, adopter, domestic washing machines, television and wireless apparatus including radio receivers and transmeters, micro wave components radar equipments, valves, resistors, electronic instruments, conductors magnetic materials, transistors and allied items, sewing machines, watches and clocks, tape-recorders, household appliances and components parts thereof.

40. To carry on business as producers, growers, manufacturers, fabricators, processors, converters, refiners, makers, stockists, agents, importers, exporters, traders, retailers, suppliers, buyers, sellers, merchants, distributors, and concessonaries of and dealers in rubber plantations and plants producing elastic or adhesive substance, natural or synthetic rubber, elastomers, adhesives, wax, rubber latex, plastics, P.V.C. and other synthetic resins, compounds, latexes or formulations including reclaimed from scrap materials and containers, packages, goods, parts, accessories, machineries and other materials and items made partly or full of any of the products
mentioned herein and used in or required for industries, transport vehicles, railways, air crafts, space crafts and rockets sports, education house-hold, decorative, furnishing, scientific, commercial, eletrical, medical agricultural or plantation purposes or for extraction, transport or distribution of mineral, mineral oils, water and chemicals.

41. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers in commodities of all or any of the following kinds :-a. Ammonium sulphate, nitrate (double salt), ammonium nitrate, calcium ammonium nitrate (nitroline stone), an ammonium chloride, super phosphate,urea and other types of fertilisers of synthetic of natural origin-containing nitrogen, phosphores on other compounds, soda ash, peticides D.D.T. seeds, processed seeds, concentrate for cattle or poultry feed.

42. To carry on the business of manufacturers, producers, processors, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, dealers in;-a. Drugs, medicines, chemicals, mixtures, powder,tablets, capsules, injections, oils, compounds, cements, paints, creams, scents, soaps, lotions, toilet goods, pigments, all kinds of pharmaceutical, cosmetic and medical preparations required or used for beauty aid or personal hygiene or in allopathic, ayurvedic, unani or nature cure methods or

systems of. treatments, bandages, cotton, gauzes, curtches, stretches, and all kinds of anatomical, orthopaedic and surgical appliances and stores.

43. To carry on the business of manufacturers, producers, fabricators of: a. Boots, shoes and footwear of all kinds made of leather, rubber,canvas, plastic or any other synthetic or natural product, waterproof cloth or compound, leather, hides, skins, rexine, rubber, plastic or synthetic cloth, compound of granules, lasts, boot trees, buckles, legging, gaiters, heels,laces, boot polishes, protectors, accessories and fittings, used in or required for footwears.

44. To carry on the business of manufacturers, producers, buyers, sellers of; a. Writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink, clips, rulers, paper pulp, news- print, board, envelopes, cards, dies, letterheads, forms, files, stamps, books, bags, cases, covers, racks, cabinets, numerical printers, adhesive tapes gums, duplicators, typewriters, computers, calculators, accounting and inter-communication machines, and all kinds of office, domestic, industrial and educational stationery equipments appliances, furniture, instruments, gadgets devices and stores.

45. To carry on business of manufacturers, producers, buyers, sellers of : a. Petrochemicals, calcium carbide, styrene, buta-niene, ethylene, ethyl alcohol, hydrocarbon petro-leum fractions and other systems, chemicals and chemicals substances - basic, Intermediate or otherwise.

46. To carry on business as manufacturers, producers, dealers, traders, importers, exporters, stockists, distributors or agents of GLS lamps electric bulbs, miniature bulbs, tube lights, flood lights, flash lights, mercury vapour bulbs, and other type or types of bulbs, lamps or tubes required or used for lighting or for industrial, domestic, electronics, transport vehicles or commercial purpose and glass shells, fitting, tubes, filaments, tungsten and molybdenum wires, caps and other materials, machines, accessories and spares required or used for manufacture of bulbs, lamps or tubes.

47. To manufacture export, import, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle tops, crown corks, packages, packing materials, bags, pressed metawares, utensils, cutlery, table wares and articles made alt of tin, metal aluminium plates, sheets, glass, fibre, paper, board, cloth, Hessian leather, plates, sheets, glass, fibre, paper, board, cloth, hessian, timber or plywood and to deal in tinplates, wire, aluminium sheets and to undertake either on own account or on commission basis or otherwise printing, painting, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or article.

48. To carry on business as manufacturers, processors, refiners, converters, producers, exporters, importers, traders, sellers agents or merchants in various kinds and forms precipitated and/or activated calcium carbonate, hydrared lime and other allied products made or manufactured partly or fully from calcium carbonate, hydrated lime, lime stone

or lime, calcium carbide and other products, chemicals or gases made from or based on one or more of the products mentioned herein.

49. To carry on business as producers, importers, exporters, buyers, sellers, distributors, stockists, agents and brokers of coal, coke, charcoal petroleumcoke, copper, iron ore, bauxite, kyanite, fire clay, cinaclay, salt, sodium, chloride, calcium phosphate, nickle, berylium, uranium, zinc, lead, asbestos, tin alumina, mercury, silicon, sulphur, graphite, brass, aluminium, silica sand, bentonite, quartz, dextrine, magnesite dolmite, ferroalloys, corundum, manganese, mica, and other precious, semi precious or commercial minerals, and stones and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billers, circles, parts, coils, utensils, ornaments, decorate and art materials and jewellery, made wholly or partly from any one or more of the metals and materials mentioned herein.

50. To manufacture, export, import buy, sell and deal in voltaic battery 'cells, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic household, industrial, commercial, agricultural, mining, hospital, surgical, or scientific appliances, machinery, aparatus or accessories tramways, automobile and other vehicles, air crafts, boats, ships defence establishments army, navy and air force, for wireless, radios, torches, toys, electronic equipments or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids, and other appliances working on such batteries and such items and goods, which may be used full, akin or otherwise connected with any one or more of the aforesaid items or products.

51. To carry on business as manufacturers, producers or growers of dealers in,exporters, importers, stoc-kists, agents, distributors, of ice, ice-candy, icecream and other ice products, carbonated aerated or mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drink, dairy products, fresh dehyudrated preserved or processed vegetables, fruits, oils, seeds, and other farm, agricultural or food products and provide for cold storage or preservation of such products, medicines and merchandise for own business or for hire by others and to own establish, purchase, take on lease rent or hire, build, construct, develop or otherwise acquire and arrange land, building, coldstorage, space or ware-houses, godowns, containers, shops, show-rooms, workshops, vehicles, plants, machinery, equipment, apparatus, appliances, stores or services required in connection with or in relation to cold storage or any of the business or objects mentioned herein.

52. To carry on business as agents, brokers, distributors, traders, stockists, buyers, sellers, dealers, importers, exporters, whole-sellers, retailers, preservators, processors, refiners, producers and manufacturers of sugar, sugar candy, gur, molasses, sweets, sweet meats, synthetic sweetening agents and materials, toffee, lozengers, chocolates
and products made partly or wholly of sugar or any sweet product.

53. To own, purchase, takeonlease, hire or exchange or otherwise acquire any estate, land, tea garden, orchards, grovers, plantations and farms and to carry on business as cultivators, growers, producers, planters, manufacturers, buyers, sellers, dealers, importers, exporters, agents, brokers, traders or stockists of tea, coffee, cocoa, cinchona, rubber, bamboo, timber, fruits, vegetables, coconut, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oil-seeds, wheat and other grains and any kind of horticulture, agricultural, food or beverage product or products.

54. To carry on business of manufacturers, weavers, ginners, processive of cotton, wool, wool waste, synthetic yarn, yarn waste staple fibre and bleachers, packers and Cloth and synthetic cloth and such other material as the Company.

55. To carry on business as manufacturers, producers, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, packing materials, stationery, goods and articles made fully or partly of paper for domestic, household, educational, commercial, industrial, Government or public use.

56. To carry on business as manufacturers, fabricators, producers, importers, exporters, dealers, agents, stockists, retailers, traders or brokers of foundry equipments, mould boxes, ingot mould, material handling equipments, tools, gadgets, accessories, spares, chemicals, raw materials, fuel, stores, parts apparatus and goods used in or required by the foundries and producers of steel or metal.

57. To carrying on business as manufacturers, processors, re-rollers, refiners, smelters, converters, producers, exporters, importers, traders, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of steel including factories, shops, show rooms, office rights or agencies, re-mild, high carbon, spring, high speed, tool, alloy, stainless and special steels, iron, metals and alloys, ingots, billets, bars, joists, rods, squares, structurals, tubes, poles, pipes, sheets, castings, wires, rails, rolling materials, rollers, other materials made wholly or partly of iron, steel, alloys and metals required in or used for industrial, agricultural, transport, commercial, domestic, building power transmission and/or construction purposes.

58. To carry on business as agents, importers, exporters, dealers, traders, stockists, brokers, buyers, sellers, repairers, assemblers of hires of plants, machinery, equipments, machinery tools apparatus component parts, fittings, implements, accessories or raw materials required by industries, workshops, transporters, railways or for agricultural, plantations, handling, excavation
domestic, fabrication or irrigation purposes and to acquire, construct, hire decorate, maintain or own land, workshops, factories, shops, show rooms, office, rights or agencies, required for or in connection with any business.

59. To carry on business as manufacturers, dealers, importers, exporters, stockists, agents, contractors, distributors, buyers, or sellers of paper and packages, boxes, wrappers, tapes, films sheets, laminates and other packaging materials made

of paper card-board, corrugated sheets, cloth, hessian, timber, teak, plywood, metal, plastic, P.V.C. or other synthetic chemical, fibrous or natural products and to own, acquire take on lease, rent, hire purchase, build, construct, develop or arrange land, building, godown, shops, plant, machinery, equipments, stores or stocks, or services required in connection with or in relation to any of the foregoing business.

60. To carry on business as producers, distributors, importers, exporters, exhibitors and financers of cinematograph films and to manufacture own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical, lighting appliances, instruments, equipments and machines and to construct, establish own, hire on otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theaters, buildings halls open air theatres, bars, restaurants and other buildings, or work required for the purposes of production, distribution or exhibition of the films operas, stageplays, dances, operattas, burlesques, vaudville revues, ballets, pantomimes, spectacular pieces, promenande concert, circus or other performance and entertainments, and to act as dealers, importers, exporters of musical instruments and records tapes, cinema and film projectors and cameras wigs and other products or materials related or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to any play, story, script, musical songs and lyric, book article or any technique by producting, purchasing or otherwise acquiring and to use exercise developer exploit or turn to account such rights for the business of the Company; and to act as agents for training, relating arranging, and supplying artists, stars, art directors, scripts or story-writers, technicians extras and other personnel required by the Company or other for film, cinema or show business.

61. To carry on business as dealers, in importers, exporters, stockists or distributors of razors safety razor's blades saging sets, lotions, creams, soaps, soap-sticks or other materials and utilities.

62. To carry on business as advisers and/or consultants matters and problems relating to the industries, administration, management, organization, accountancy, costing, financial, marketing, import, export, commercial or economic activities, labour statistical organisation, methods, quality control and data processing, technical "Know-how", operation, manufacture, production,
storage, distribution, sale and purchase of goods property and other activities of and in relation to any business, trade, commerce, industry, mine, agriculture, housing or real. Estate and upon the means, methods, and procedure for the establishment, construction, development, improvement and expansion of business, trade commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, processes, principals in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person, firm, company, trust, association institution, society, body corporate, government or government department, public or local authority or any other

organization whatsoever, to act as intermediaries in the Introduction of collaborators, sellers, purchasers, partners, tenants, agents, consumers, and employees but as do not fall with in the scope of the office of the managing agents or secretaries and treasurers of a company as defined under the Companies Act, 1956.

63. To carry on research and developments work for industrial, agricultural and minerals, productiviting and methods of production into matters and problems relating to accountancy, business managements, distribution, marketing and selling and to collect, analyse, examine, prepare, formulate, publish, distribute and circulate date statistics, reports, journals, books, magazines, news papers literature and information relating to any type of business trade, industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the company and for extending, developing and/or improving type of business, trade, estate, industry, comiperce, organisation, methods, techniques, technical know how, patents, trade makers and procedures to consider and evaluate problems relating to adminstration, management, manufacture, production, storage, distribution, finance marketing and sale and/or relating to the rendering of any service.

64. To carry on business as manufacturers, fabricators, producers, dealers, distributors, stockists, buyers, sellers, repairers, cleaners, stores, importers, exporters or agents of motor cars, trucks, lorries and carriages, motor cycles, scooters, bicycles, tractors earth moving equipments, trailers another vehicles, agricultural implements, pumps and machineries, and spare parts, engines motors, accessories, components tools, batteries, glass panels and sheets, appara-tus, fittings, furnishing materials, tyres, tubes, paints, lubricants, fuel, oils, gas or other materials used or required for such vehicles, implement or machines and tolet out, hire or finance on hire-purchase system or otherwise automobile and other vehicles, implements, machines and any of the aforementioned products or things.

65. To carry on business as transorters of goods, passenger, livestock and materials by road, rail, water-ways, sea or air and to own, purchase take or give on lease, charter or hire or otherwise run, use or acquire, transport vehicles, craft, ships and carriers of all kinds required for the transport business and to act as forwarding agents, ware-house-man and booking agents.

66. To undertake, carryout, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area or other and to incur any expenditure on any programme of rural development subject to the provisions of Companies Act 1956 or any other low or growth of national economy or to promote Research and development and execute and promote any object of charitable or philanthropic nature either directly or

through an agency or in any other legal manner and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

67. To acquire by purchase lease, exchange, hire or otherwise develop or operate land, buildings and hereditaments of any tenure or description Including agricultural land, mines, quarries, tea or coffee gardens, farms gardens, orchardsss, groves plantations and any estate or Interest therein, and any right over or connected with land and buildings so situated and develop or to turn the same to account as may seen expedient and In particular by preparing building sites and by constructing reconstructing, altering. Improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, playgrounds buildings, works and conveniences or all kinds and by leasing, hiring or disposing or the same.

68. To carry on the business of manufacturers, fabricators producers, growers, makers, importers, exporters, buyers sellers suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers in commodities of all or any of the following kinds:-a.) Flour, cakes, pastry, cornflakes, bread, biscuits, chocolate, confectionery, sweets, fruit drops, sugar, glucose, chewing gums, milk, cream, butter, ghee, cheese and other diary products, pickles, jams. Jellies, sausages, cider, poultry and eggs, pulses, spices, oils, power and condensed milk, honey, vegetables, coffee, tea, cocoa and all kinds of materials required or used for preparation of food articles.

*69.To engage or undertake software and internet based services, data processing, IT enabled services, software development services, selling advertisement space on the site, web consulting and related services including web designing and web maintenance, software product development and marketing, software supply services, computer consultancy services, e-commerce of all types including electronic financial intermediation business and e-broking, market research, business and management consultancy.

*70.To undertake, conduct, study, carry on, help, promote any kind of research, probe, investigation, survey, developmental work on economy, industries, corporates, business houses, agricultural and mineral, financial institutions, foreign financial institutions, capital market on matters related to investment decisions primary equity market, secondary equity market, debentures, bond, ventures, capital funding proposals, competitive analysis, preparation of corporate/industry profile etc. and trade/invest in researched securities.

*** Inserted vide Special Resolution passed through Postal Ballot on August 8, 2006.**

IV. The Liability of the members is limited.

V. "The Authorised Share Capital of the Company is INR 5,621,05,00,146 (Indian Rupees Five Thousand Six Hundred and Twenty-One Crore Five Lakh One Hundred and Forty-Six only) divided into 235,52,50,000 (Two Hundred and Thirty-Five Crore Fifty-Two Lakh Fifty Thousand) equity shares having face value of INR 2 (Indian Rupees Two only) each and 8,55,48,173 (Eight Crore Fifty-Five Lakh Forty-Eight Thousand One Hundred and Seventy-Three) preference shares having face value of INR 602 (Indian Rupees Six Hundred and Two only) each, with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company. The Company has and shall always have the power to divide or to consolidate the share capital from time to time into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any such rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company."[##]

***Amended vide Ordinary Resolution passed in the Annual General Meeting of the Company Held on July 7, 2008.**

** **"The Authorised Capital increased from Rs. 1,000,000,000 to Rs. 1,200,000,000 pursuant to the order dated April 27, 2012 issued by the Hon'ble High Court of Bombay in terms of section 391 to 394 of the Companies Act, 1956 with respect to merger of India Infoline Marketing Services Limited, a wholly owned subsidiary with India Infoline Limited"**

***** The Authorised capital was changed pursuant to the** Composite **Scheme of Arrangement approved by the Shareholders at their meeting held on December 12, 2018 and approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated March 07, 2019**

 # The Authorised capital was changed pursuant to the Composite Scheme of Arrangement approved by the Shareholders at their meeting held on December 12, 2018 and approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated March 07, 2019 and effecting part V of the Composite Scheme of Arrangement with respect to merger of India Infoline Finance Limited with the Company w.e.f. March 30, 2020.

The Authorised Share Capital was increased and re-classified pursuant to the Ordinary Resolution passed by the members of the Company in the Extra-Ordinary General Meeting of the Company held on December 04, 2026.

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 respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses, and Occupation of	No. of Equity Shares Taken subscriber	Signature Subscriber	Signature, Name, Address, Description Occupation of Witness
NIRMAL CHANDRA JAIN S/o Bhanwarlal Jain 208, Shyamkamal 'C Bldg., Agarwal Market, Vile Parle (East), Bombay – 400 057 Reserarch Analyst	100	Sd/-	WITNESS TO BOTH : RAMESH CHANDRA JAIN R.B.JAIN & ASSOCIATES 108, SHYAMKAMAL `C' BLDG., AGARWAL MARKET
MANSUKH JAIN S/o Bhanwarlal Jain 208, Shyamkamal 'C Bldg., Agarwal Market, Vile Parle (East), Bombay – 400 057 CHARTERED ACCOUNTANT	100	Sd/-	CHARTERED ACCOUNTANT
	Total 200		

Bombay, Dated this 30th day of September, 1995