

COMPANIES ACT, 1956

MEMORANDUM OF ASSOCIATION

OF

CENTRUM CAPITAL LIMITED

- I. The name of the Company is **CENTRUM CAPITAL LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:
 - (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :**
 1. To act as money changers, brokers, buyers and sellers of all foreign currencies subject to Reserve Bank of India approval, to take positions and trade on the movements of foreign currencies by maintaining for maintaining foreign currency bank accounts or otherwise and to issue or act as agents for traveller's cheques, cheques, credit cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary.
 2. To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.
 3. To carry on the business of merchant banking as merchant banker in all its aspects, to act as managers to issues and offers whether by way of public, rights or private offers or otherwise of shares, stocks, debentures, bonds, units, participation certificates, deposit certificates, notes, bills, warrants or any other instrument whether or not transferable or negotiable, commercial or other paper or scrip (hereinafter collectively referred to as securities), to prepare prospectus and other information relating to the issue, to determine the financial structure, tie up of finance and final allotment and refund of the subscriptions, to act as agents of and or dealers in securities in the course of merchant banking business, to act as discount house for any of the securities, to act as financial consultants, joint managers, lead managers, co-managers, portfolio manager, adviser, counsellors, book builder, book runner and/or any other capacity in investments and capital markets, to underwrite, sub-underwrite or to provide standby or procurement arrangements, to issue guarantees or to give other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for the securities, to provide investment assistance for the purpose

herein, to act as issue houses, registrars of issue, transfer agents for securities, to manage and administer centers and clearing houses for securities and other financial securities, to syndicate financial agreements including underwriting, whether in domestic market or in international market and whether by way of loans or guarantees or export credits and commercial papers, to accept, deal in and to co-ordinate documentation and negotiation in this regards, to make investments generally of all kinds and generally to render directly or indirectly all kinds of advisory and financial services related to shares, securities and other capital/debt market instruments.

4. To incorporate, manage, arrange and/or participate in arranging venture capital, underwriting fund or any other fund for seed capital, risk capital foundation, including giving guarantee or such other assistance as may be conducive for development of new enterprises, capital structure, innovative methods, technology development, product development, to identify project ideas, to prepare project profiles, project reports, market research, feasibility studies and reports, pre- investment studies and investigation of industries on micro and macro level, to undertake appropriate services to identify scope or potential for economic and industrial development in any particular geographical location whether in India or abroad, to undertake all kinds of consultancy and advisory services and research work in connection with floating, financing and fruition of projects, capital structure, tax planning, mergers and acquisitions, takeover, risk management, manpower planning and structuring technology development, product development, and diversifications, market study and research, market development, campaigns, foreign collaborations, identification and tie-up of Indian and overseas partnership, joint ventures, etc.
5. To act as administrators or managers or advisors or trustees of any investment trusts or funds, growth funds, income or capital funds, taxable or tax exempt funds, provident funds, pension funds, gratuity funds, superannuation funds, charitable funds and unit trusts or consortia to act as trustees for debenture holders, bond holders and other purposes, to carry on the business of portfolio management and advise upon the managed portfolios of clients, to act as advisors, managers, custodians, etc. of funds and trust moneys.
6. To buy, sell, deal in and speculate in shares, debentures, bonds and all other kinds of securities including Government securities, gilt-edged securities, promissory notes, options and futures, other demand or usance notes etc. and/or to hold them as permitted under the law from time to time in force.
7. To carry on development and research work of any kind related to Indian and overseas capital and debt markets and to advise and/or counsel in any or all forms and capacities to the Indian and/or overseas individual body corporate and institutional investors, brokers, institutions, etc. and to act as their custodian, trustee, constituted attorneys, fund manager, advisor etc.

8. To subscribe for, underwrite, acquire, hold, sell, speculate and deal in any other manner, shares, debentures, debenture stock, and debenture bonds, mortgages, obligations and other securities, whether or not issued and guaranteed by any Government, sovereign ruler, commissioner, trusts, municipal, local or other authority or body of whatever nature or whether in India or elsewhere as may be conducive to the business of the Company.
9. To subscribe to, become a member of any one or more stock exchanges, whether in India or outside, subsidize and co-operate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association such information as may be likely to forward the objects of the Company.
10. To carry on business as shares and stock brokers, underwriters, agents and brokers for subscribing to and for the sale and purchase of securities, stocks, shares, debentures, debenture stock, bonds, units or certificates of Mutual Funds, Saving Certificates, Commercial paper, Government Securities or other financial instruments or obligations to anybody corporate, authority whether Central, State or Local undertaking whether public or private and provisional documents, relating thereto; to act as managers to the issues of any of the securities aforesaid and to promote the formation and mobilization of capital.
11. To provide financial services, corporate advisory services and counselling services and facilities of every description capable of being provided by share and stock brokers, share stock jobbers, share dealers, investment fund managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues.
12. To engage into the Insurance business either as an insurer or as an intermediary, agent, broker, associate or advisor by soliciting and procuring insurance agency business of all kinds and description.

***12A. To carry on business of trading by way of broking, trading, buying, selling and hedging and to act as brokers and traders in commodities and commodity derivatives, and to act as, finance brokers, providers of service for commodity related activities, buy, sell, take hold, deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives, and to carry on the business of commodity warehousing, processing and consumption.**

***Clause 12A has been inserted vide Special Resolution passed at the at the Extra Ordinary General Meeting of the Company held on _____**

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

13. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as an Issue House, Registrars and Share Transfers Agents Financial Advisers or Technical Consultants or in any other capacity and to appoint and remunerate any Directors, Administrators or Accountants or other Experts or Agents.
14. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, commercial, financial, legal, economic, labour, industrial public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
15. To receive money on deposit at interest or otherwise for fixed periods, 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.
16. To enter into agreement contract for undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles and thing belonging to any other company, firm, institution or person or persons, by means of delivery by hand or otherwise.
17. To negotiate loans, to draw, accept endorse, discount, buy, sell, and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
18. To receive money, securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
19. To give any guarantee or indemnity for the payment of money or the performance of any obligation or undertaking.
20. To carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires or contractors.
21. To act as Selling Agents of manufacturing companies, Insurance Agents, Publicity and Advertising Agents and also to provide specialised services in Investor Relations, relating to the above objects.

22. To borrow or raise money and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit and in particular by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture-stock, perpetual or otherwise, or other securities of any description.
23. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.
24. To give guarantees, and carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debentures-stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares.
25. To purchase, take on lease or in exchange, hire and otherwise howsoever acquire any movable or immovable property, patents, licences, rights and privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, tenements, buildings and easements and to pay for same either in cash or in shares or securities and to sell, let, lease or under lease or otherwise dispose off or grant rights over any immovable property belonging to the Company.
26. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices workshops, mills, plants, machinery and other things found necessary or convenient for the purpose of the Company.
27. To manage land, buildings and other property both movable and immovable whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.
28. To develop and turn to account any land acquired by the Company or in which it is interested and in particular, by laying on, and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating and letting on building lease or buildings agreement and by advancing money to and entering into contracts and arrangements of all kinds' with builders and other.
29. To undertake and execute any trusts and also to undertake and execute the offices of Executor of the Will of any deceased persons, Administrators of any deceased persons, trustee for debenture holders or debenture-stock holders of any company and of Receiver Treasurer to appoint trustees to hold securities on behalf and to protect the interests of the

Company.

30. To obtain my provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
31. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.
32. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition, with any individual, person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
33. To enter into any arrangements with any governments or authorities that may seem conducive to the attainment of the Company's objects or any rights, privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangements, right, privileges or concessions.
34. To distribute any of the Company's property among the members in specie subject to the provisions of the Companies Act.
35. To form promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates, or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company, or of advancing directly or indirectly the objects thereof, or for any other purpose which the Company may think expedient.
36. To acquire, purchase, takeover and/or amalgamate business of companies which under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company : to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings and/or business.
37. To acquire and hold by way of investment or resell and to let on hire-purchase, lease, rent any metals, bullion, gold, silver, silver articles, diamonds, precious stones, ornaments and jewellery and paintings and coins and manuscripts and objects of arts and to pay for same either in cash or otherwise.
38. To invest the surplus funds of the Company from time to time in government securities or in other securities as may from time to time be determined by the directors, and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts; and documents that may be necessary in that behalf.

39. To provide for the welfare of the employees or ex-employees of the Company and wives, widows and families or the dependants of such persons by grant to money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, trusts and by providing or subscribing towards medical or other attendance and other assistance as the Company shall think fit and to subscribe to or to contribute or otherwise assist to charitable, benevolent, national and or other institutions or objects.
40. To act as managers to public issue of other companies, to act as investment advisers, financial advisers, to individual or Company or advise on portfolio management to Corporations, Companies or individuals.
41. To transact or carry on all kinds of agency business and in particular in relation to the investment or money, the sale of property and the collection and receipt of money.
42. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
43. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company, or which the Company shall consider to be preliminary out of the funds of the company.
44. To establish competitions in respect of contributions or information suitable for insertion in any publications of the Company, or otherwise for any of the purpose of the Company, and offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
45. To provide for and furnish or secure to any members or customers of the Company or to any subscribers to or purchasers or possessors of any publication of the Company, or of any coupons or tickets, issued with any publications of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
46. To refer to or agree to refer any claims, demand, disputes or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration and to observe and perform to do all acts, matters and things to carry out or enforce the awards.
47. To apply for, promote, and obtain any statute, order regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company ; and to oppose any bills, proceeding, or applications which may seem calculated directly or

indirectly to prejudice the Company's interests.

48. To sell, dispose of, or transfer the business, property and undertakings of the company, or any part thereof, for any consideration which the company may see fit to accept.
49. To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them.

(C) OTHER OBJECTS:

50. To acquire, lease or lend sophisticated office machineries such as computers, tabulators, equipments, addressing machines and other office equipments and leasing or lending such equipments for providing services of these machines to various clients.
51. To carry on business of Travel Agency and to act as tourist agents and contractors, and to facilitate travelling, and to provide for tourists and travellers, or promote the provision of conveniences of all kinds.
52. To carry on business as proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings.
53. To carry on all or any of the business of printers, stationers, lithographers, type foundry, stereotypes, photographic printers, photo-lithographers, chrome-lithographers, engravers, die-sinkers, bookbinders, designer, draughtsman; paper and ink manufacturers, book sellers, publishers, advertising agents, engineers and dealers in or manufacturers of any other articles or things or any them or concerned therewith.
54. To carry on the business as timber merchants, saw mill proprietors, furnishers, and buy, sell, grow, prepare for market, manipulate, import, export, and deal in timber of all kinds, and to manufacture and deal in articles furniture of all kinds.
55. To carry on the business of exporters and importers, function as Export House and deal in all varieties of commodities and for this purpose to also engage in ancillary services such as shipping, forwarding, road transport, inland transport.
56. To carry on all or any of the businesses of manufacturers of and dealers in organic and inorganic chemicals, petro-chemicals, fertilisers, manure's, pesticides, calcium carbide, ethyl, alcohol, coal-tar, hymedicines, ointments, essences, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colours, pigments, varnishes, ink, explosives, ammunition, fuels, oils, greases, lubricants, vegetable oils and cotton seed oils.
57. To carry on all or any of the businesses of manufacturing, processing and dealing in iron and steel, ferro alloys, special steels, aluminium, copper, lead, zinc, and their alloys and products and of manufacturing and dealing in industrial machinery, boilers, internal combustion

engines, ball, roller and tapered bearings, tubes, cables, wires pipes, cookers, printing machinery and textile machinery and their components and accessories.

58. To carry on all or any of the businesses of makers of and dealers in scientific and industrial instruments of all kinds for indicating, recording, controlling, measuring and timing and machine tools, precision tools, surgical instruments, and appliances and artificial limbs, dental and optical equipment and goods, anatomical, orthopaedic and surgical appliances of all kinds and providers of all requisites for hospital patients and invalids.

59. To carry on the business of advertising contractors and agents: to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.

AND IT IS HEREBY DECLARED THAT:

(i) The objects incidental or ancillary to the attainment of the main objects of the Company aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.

(ii) The word "Company" (say when used with reference to this Company) in this memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.

(iii) The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction and shall extend to all parts of the world and the objects set forth in any clause of sub-paragraph C shall, subject to the provisions of the Companies Act, 1956, be independent and shall in no way be limited or restricted by reference to or inference from the terms of the clauses of sub-paragraph A or by the name of the Company.

(iv) Nothing in this paragraph shall authorise the Company to do any business which any fall within the purview of the Banking Regulation Act, 1949 or the Insurance Act, 1938.

IV. The Liability of the Members is limited.

*V. The Authorized Share Capital of the Company is Rs.1,65,01,00,000 (Rupees One Sixty Five Crores and One Lakh Only) divided into 1,65,01,00,000/- (One Sixty Five Crores and One Lakh) Equity Shares of Re. 1/- each, with the power to increase or decrease, consolidate or sub-divide the shares under the powers of the Companies Act, 2013.

****The Authorized Share Capital of the company has been increased from Rs. 42,00,00,000 (Rupees Forty Two Crores) to Rs. 75,00,00,000 (Rupees Seventy Five Crores Only) pursuant to resolution passed at the Annual General Meeting of the Company held on October 29, 2015.***

****The Authorized Share Capital of the company has been increased from Rs. 75,00,00,000 (Rupees Seventy Five Crores) to Rs.1,65,01,00,000 (Rupees One Sixty Five Crores and One lakh Only), pursuant to the order of the Hon'ble National Company Law Tribunal ('NCLT') dated March 30, 2023.***

DRAFT

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name of Subscriber & Signatures	Address, description and occupation of Subscriber	No. of Equity Shares taken by each subscriber	Name, Address Description, Occupation and signature of Witness
Mr. Nayan Parvin Shah Sd/-	S/o Pravin Hiralal Shah 5-C1 Matru Ashish Napean Sea Road, Mumbai - 400036 Business Executive	1 (One)	Mr. Ravindra Varjivan Shah 28, Maheshwar Niwas, 44-45, Tilak Road, Santacruz (West), Mumbai 400 054 S/o. Shri Varjivan Kalidas Shah Chartered Accountant Sd/-
Mr. Maheshkumar Rameshchandra Jasani Sd/-	S/o Rameshchandra Devchand Jasani 76, Pradhu-Bhuvan V. P. Road, Mumbai - 400 004 Service	1 (One)	
Mr. Ravidra Mansukhlal Shah Sd/-	S/o Mansukhlal Panachand Shah B-106, Shree Nath Krupa, Subhash Lane, Kandivili (West), Mumbai - 400 067. Service	1 (One)	
Mr. Vipul Devendra Kinkhabwala Sd/-	S/o Devendra Vithaldas Kinkhabwala 14, Thakurdwar Road, Mumbai	1 (One)	

	- 400 002. Service		
Mr. Dinesh Bhagwandas Shah Sd/-	S/o Bhagwandas Narandas Shah 10 Suryoday Building, Tilak Road, Ghatkopar (East), Mumbai - 400 007 Business	1 (One)	
Mr. Parapurath Velu Subramanian Sd/-	S/o. Velu Parappurath C/o. Kohinoor Restaurant Juhu Lane, Andheri, Mumbai - 400 058. Service	1 (One)	
Mr. Keki Dinshah Bamanji Mehta Sd/-	S/o. Dinshah Bamanji Metha Rajesh Mansion Opp. Oval Madian, Churchgate Reclamation, Fort, Mumbai - 400 020. Share, Stock & Finance Broker	1 (One)	
	TOTAL	(Seven)	

Dated 5th November, 1977