

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

.....**PRIVATE LIMITED**

- 1st.** The name of the company is**PRIVATE LIMITED.**
- 2nd.** The registered office of the company will be situated in the State of Gujarat within Jurisdiction of Registrar of Companies, Gujarat.
- 3rd.** 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.**
- 1) To carry on the business as **IFSC (International Financial Service Centre) Unit** in accordance with the Securities Exchange Board of India (IFSC) Guidelines, 2015 to act as intermediary as per such guidelines in IFSC, Investment Consultants, stock brokers, underwriters and to invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert, or otherwise deal in any shares, stocks, debentures, debentures stock, bonds, depository receipts, hedge instruments, warrants, certificates, options futures, money market securities, marketable or non-marketable securities, derivatives and other instruments or securities issued or guaranteed given by any Government, semi-government, or any other authority or to deal in other permissible securities as prescribed in such guidelines or as may be amended from time to time.
 - 2) To carry on business as investment advisor or Portfolio management consultant in IFSC for providing services to clients as permitted under such guidelines or as amended from time to time.
- b) THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:**
1. To carry on the business of merchant banking, underwriting, portfolio management services, investment advisory services, financial consultancy, stock broking, asset management, venture capital, custodial services, factoring, credit reference agencies, credit rating agencies, in accordance with and to the extent permissible under the applicable regulations in respect of each of the above activities in **IFSC** or elsewhere, and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas.
 2. To carry on the business of providing financial, investment advisory services, management and facilitation services, including but not limited to identifying investment opportunities, conducting analysis and assessment, providing investment recommendations and consultancy service for making available infrastructure (including but not limited to administrative, managerial, logistical, financial, communication and information technology facilities/services) to venture capital funds, including the trustees, beneficiaries and contributories of such funds, other funds (including but not limited to funds for providing debt financing investing in equity, equity linked securities and all other instruments as permitted under applicable laws), trusts, investment companies, joint ventures, corporate, institutional, group and individual investors.

3. To enter into partnership or into any arrangements for sharing profits, losses or for any union of interest, joint venture, reciprocal concession, franchise agreement, collaboration or co-operation or for limiting competition with any person, firm, corporation, company, or engaged in or being authorised to carry on or engaged in business / transaction which this Company is authorized.
4. To purchase, take on lease, hire, exchange or otherwise obtain any farms, lands, buildings, easements, stock in trade and other immovable and or movable property which the Company may think necessary or convenient for the purpose of its business and to sell, lease, mortgage, exchange, convey or otherwise dispose of the same in accordance with the applicable regulations as amended from time to time.
5. To acquire and take over as a running concern by purchases of or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property rights and liabilities of any person and persons, firm or any company carrying on any business which is within the object of the Company or which the Company is authorized to carry on and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and to carry on or liquidate and wind-up any business.
6. To amalgamate, enter into foreign or other IFSC unit, technical and / or financial collaboration, partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint-venture, reciprocal concession, franchise agreement, collaboration or otherwise with any person, firm, corporation or Government or Company carrying on, engaged in or about to carry on or engage in any business, undertaking or transaction which the Company is authorized to carry on or engaged in and to guarantee the contracts or otherwise assign any person any rights and to hold shares or securities of any such persons, firms, or companies and to sell, re-issue with or without guarantee or otherwise deal with the same.
7. To place to reserve or to distribute as bonus shares the money arising from the sale by the Company of forfeited shares in conformity with the provisions of the Companies Act, and to promote, from and to be interested in and take, hold and dispose of shares in any other Company having objects similar, altogether or in part to those of this Company.
8. To borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debentures stock convertible into share of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures, or debenture-stock or issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the company, present or future, including its uncalled capital by special assignment or to transfer or convey the same absolutely or in trust and to give the lenders power to sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
9. To sell, subject, mortgage, lease, manage, develop, exchange, dispose off, or transfer the business, immovable or movable property and undertaking of the Company or any part thereof or any part of the property, rights, concessions of the Company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company, for the time being, may think fit to accept and in particular for cash, shares, debentures and any other securities.
10. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of money by any persons, firms and Companies or Government (Central & State) and to give indemnities.
11. To invest surplus money of the Company not immediately required in movable properties, shares, stock, bonds, debentures, obligations or other securities or in

current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

12. To establish tie-ups, franchises, collaborations and joint ventures and to establish and maintain branches in India or abroad and to employ & remunerate experts & agents for the purpose of carrying on the Company objects.
13. Subject to the provisions of the Companies Act, to distribute among the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of winding up.
14. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letters transport receipts, warehouse-keeper's certificate and other negotiable, commercial or mercantile instruments connected with the business of the Company.
15. To open account with any Bank or Banks and to deposit money there in and to draw, endorse cheques on and to withdraw money from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or purpose of the Company.
16. To insure any of the persons, properties, undertakings, contracts, guarantee or obligations or profits of the company of every nature and kind in any manner whatsoever.
17. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
18. To establish, provide, maintain and conduct or otherwise subsidies trainings, lectures, meetings and conferences in connection with the main object.
19. To promote and undertake the formation and establishment of such institutions, associations, chambers of commerce or other bodies within the objects of the company and to acquire, promote and /or subsidies any industry or undertaking.
20. To borrow or raise money on any terms without security or on the security of land and, building, factories, machinery, tools, bills of exchange, promissory notes, bill of lading, warrants, stock, shares, debentures, book debts undertaking of the company and properties of every description or any one or more of them.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalizing fund, capital redemption fund whether for depreciation, or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares.
22. To donate or gift in cash or kinds, for any national, charitable, benevolent, public or useful purposes or to any institution, club, society, research, association, fund, university, college or any other person or body.
23. To adopt such scheme of making known the business of the Company as may seem expedient and in particular, by advertising in the press or any other means by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals or by granting prizes, rewards and donations and by advertisements in websites, WebPages and domain names.
24. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any

negotiations or operations for the purpose of 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 oppose any such steps taken by the other company, firm or persons, which may be considered likely to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly or any legislation which may appear to be in the interest of the Company and to oppose and resist legislation which may seem disadvantageous to the Company and to obtain from any such Government, authority or any company any charters, contracts, decrees, rights, agencies loan, privileges, or concessions which the Company may think fit .

25. With permission of appropriate authorities to undertake and execute any trust the undertake whereof may seem desirable either gratuitously or otherwise, and / or to make donations to any person, company or association and to subscribe to guarantee money for any national, international, charitable, benevolent, educational, public objects, activity, exhibition or trade show which may be conducive to the objects of the company or in the interest of its members or for the welfare of the staff and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions.
26. To promote, form and register and aid in promotion, formation and registration of any company or companies having similar objects for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company and to be interested in, or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company, or any other company, for all or any of the objects mentioned in this memorandum and to subsidise or otherwise assist any such company and to undertake the management or other work duties and business of any such company on such terms and conditions as may be determined.
27. To pay out of the funds of the Company, all expenses of and incidental to the issue or subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company and also all expenses attending the issue of any circulars or notices and printing, stamping, circulation proxies and forms to be filled up by the members of the Company.
28. To apply for, secure, acquire by grant legislative, enactment, assignment, transfer, purchase or otherwise and to exercise, carry out, enjoy and charter license, power, authority, franchise, concession, right or privilege, which any Government or Authority or any Corporation or other public Body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.
29. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, licenses, concessions and the like or any secret or other information.
30. To become member of other bodies of persons and association, including such societies, clubs and companies limited by guarantee, whether formed for profit or for non-profit activities.
31. To pay out of the funds of the Company all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company or any other company promoted by the Company or any company in which the Company is or may contemplate being interested.

4th. The Liability of the Members is **LIMITED**.

5th . (a) The Authorised Share Capital of the Company is Rs.1,00,000/- (Rupees One Lakhs Only) divided into 1000 (One Thousand) Equity shares of Rs.100 /- (Rupees Hundred Only) each..

(b) The Minimum Paid -up Share Capital of the Company shall be Rs.1,00,000/- (Rupees One Lakh Only) divided into 1000 (One Thousand) Equity shares of Rs.100 /- (Rupees Hundred Only) each.

6th We the several persons, whose names and addresses are subscribed hereunto are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take number of shares in the capital of the company set opposite to our respective names:

Sr. No .	Names and Addresses, Description, Signature and Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.			
2.			
3.			
	TOTAL	1000 (One Thousand only)	

Place- **Gandhinagar**

Date-

MEMORANDUM OF ASSOCIATION
OF
.....PRIVATE LIMITED, Gandhinagar
WITH
ARTICLES OF ASSOCIATION
