

**THE COMPANIES ACT 2013**  
**PUBLIC COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**SARNIMAL**  
**INVESTMENT LIMITED**

# THE COMPANIES ACT, 2013

## *PUBLIC COMPANY LIMITED BY SHARES*

### MEMORANDUM OF ASSOCIATION OF

# SARNIMAL INVESTMENT LIMITED

- I. The name of the Company is "SARNIMAL INVESTMENT LIMITED."
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi
- III. The Objects for which the company is established are as follows :

#### (A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.

1. To carry on the business of an investment company and to invest in, acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any share, bonds, stocks obligations issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any government, State, Sovereign Commissioners Central or provincial public body or authority supreme, municipal local otherwise whether in India or elsewhere and to promote, form or acquire shares or interest in any company and to transfer to any such company any property of this company either out of its own funds or out of funds that it might borrow.
2. Subject to the provisions of section 58A of the companies Act 1956 and the regulations made thereunder, to receive money, deposits on interest or otherwise and to lend money and negotiate loans with or without security to such companies, firms or persons, and on such terms as may seem expedient, and to guarantee the performance of contracts by any person companies or firms provided the company shall not carry on the business of banking.
3. To act as investors, guarantors, underwriters, financiers and to lend, or deal with 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 and conditions as the company may approve. Provided company shall not do any banking business as defined under the banking Regulation Act, 1949.
4. To invest in, acquire, sale, hold and otherwise deal in and invest in gold, silver, platinum or any precious stone (whether or not set in any furnitures, utensils or other articles or worked or sewn into any wearing apparel) metal, alloy etc. and to invest in any ornaments made of gold, silver, platinum or any other precious metal or any alloy containing one or more such precious metals whether or not containing any precious or semi-precious stone and whether or not worked or sewn into any wearing apparel.



5. To carry in all their respective branches the business of general finance including hire purchase leasing, bill discounting, investment, transport, trust, and legal trust
6. To act as brokers and underwriters and to give any guarantee for the payment of money or the performance of any obligation or under-writing.
7. To carry on business of trading, buying, selling, underwriting, investing, acquiring and holding of shares, stocks, debentures, debenture stock, bonds, obligation, commodities, futures or securities of any kind of companies or of body corporate or any other entities whether in India or elsewhere either singly or jointly whether in India or elsewhere in any manner on any Stock Exchange and National Stock Exchange (including Commodity Market)".

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS SPECIFIED ARE:**

1. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation, with any person or persons or company or companies carrying on or engaged in any business which the company is authorised to carry on.
2. To acquire and take over either the whole or any part of the business goodwill, trade marks, patents etc. and property, assets and liabilities of any person, or persons, firm or corporation, carrying on any business which the company is authorised to carry on.
3. To establish branches and agencies of the company in India and elsewhere and to discontinue the same whenever necessary.
4. To pay for any property or rights acquired by the company either in cash, or fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another, and generally, on such terms as may be determined.
5. To open banking accounts with banks.
6. To pay all the Preliminary expenses of any kind and incidental to the formation and incorporation of the company out of the funds of the company.
7. To procure the registration of the company in or under the law of any foreign country.
8. To amalgamate with any other company having objects altogether or in part similar to those of this company.
9. To apply for, purchase or otherwise acquire, any patents, inventions, licences, concessions, protection, rights, privileges and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem necessary for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company or may appear likely to be advantageous or useful to the company and to use, exercise, develop or grant licences, privileges in respect of or otherwise turn to account the property, rights or information so acquired and to assist, encourage and spend money in making experiments, test, improvements, of all inventions, patents and rights which the company may acquire or purchase or otherwise acquire
10. To enter into arrangements which any authorities, supreme, municipal local or otherwise, that may seem conducive to the company's objects or any of them, and to acquire by grant, purchase or otherwise from any such authority any grants, privileges and concessions of property or otherwise which the company may think fit and desirable to obtain and to carry out, exercise and comply with any such arrangements, rights and concessions.



(3)

11. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of Lading, warrants, debentures and other negotiable or transferable instruments.
12. To remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the company or the conduct of its business or for guaranteeing payment of such debentures or debenture stock and interest.
13. To appoint attorney and agents whether on commission or otherwise (and constitute agencies and sub-agencies of the company in India or elsewhere).
14. To distribute any of the property of the company in specie or otherwise among the members in the event of winding up but no distribution amounting to a reduction of capital shall be made without the sanction, if any, for the time being required by law.
15. Generally to do and perform all such acts and things as may for the time being be conducive or incidental to the attainment of the above objects.
16. To form subsidiary companies with objects similar to those of this company.
17. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training education and instructions for the training, education and instruction of student and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures demonstration, exhibitions, classes, meeting and conferences in connection therewith.
18. To purchase, take on lease or licence or in exchange on hire or otherwise any real and/or personal property and any rights or privileges which the company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the company and in particular and land (freehold, leasehold or other tenure) buildings, easements, machinery, plant and stock in-trade and on any such lands to erect buildings, factories, sheds, godowns, or other structures for the works and purpose of the company and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the company.
19. To promote and form and to be interested in the promotion and formation of any company and take hold and dispose of shares in such companies and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise assist any such company.
20. To sell, lease, mortgage or otherwise dispose of or transfer the business, property, assets, or undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
21. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious scientific, national, public, or any other useful institutions, objects or purposes or for any exhibition or towards the fund of any exhibition subject to the provisions of the companies Act, 1956.

(4)

22. To give to any officers, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof and whether carried or by means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements the company think fit.
23. To answer for debts or defaults arising on contracts for payment of money or fulfilment of obligations, particularly in respect of debentures, mortgages, charges, other obligations and securities of any person, firm or body corporate
24. To send out to foreign countries Directors, Employees or any other persons for investigating possibilities of any business trade or for procuring and by any machinery or establishing trade connection or in promoting the interest of the company and to pay all expenses incurred in this connection.
25. To aid pecuniarily or otherwise any association, body or movement having for its objects the solution, settlement or summoning of industrial or labour problems of industry or trade.
26. To make donations to such persons and in such cases and either of each or other assets as the company may think directly indirectly conducive to any of its objects or otherwise expedient.
27. To borrow or raise or secure the payment of money in such manner and on such terms and with such rights, powers and privileges as may be thought fit and determined from time to time and in particular by the issue or sale of any debenture, debenture-stocks, bonds, bills of exchange, promissory notes or other obligations or securities of the company, with full power, to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by Trust Deed or otherwise on the understanding of the company or upon any specific property and rights, present or future of the company or upon any specific property and rights, present or future of the company and to devote any money so raised to any of the objects of the company upon such terms and conditions as may mutually be arranged.

IV. The Liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 50,000,000/- (Rupees Five Crores Only) divided into 50,000,000 (Five Crores) Equity shares of Rs. 1/- (Rupee One) each.

