

**COMPANIES ACT, 2013**

**(PUBLIC COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

OF

**HELPAGE FINLEASE LIMITED**

- I. The name of the company is **HELPAGE FINLEASE LIMITED**.
- II. The Registered Office of the company shall be situated in the Union Territory of Delhi.
- III. The object for which the company is established are :

**(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :-**

1. To carry on the business as buyers, sellers, importers, exporters, stockists, agents, commission agents, forwarding and clearing agents, distributors, warehousemen, merchants, traders, sales organisers, representatives of manufacturers of all kinds of commodities, goods, articles, materials and things, brokers, underwriters, lessors, hirers, or to buy, sell exchange, market, pledge, distribute, install, service, maintain or otherwise, deal in all kinds of commodities goods, articles, materials and things.
2. To establish, provide and perform engineering, technical and consultancy services of Turnkey projects of multi-disciplinary character in all areas of human activity.
3. To deal in, purchase, sell, export, import and supply and or to act as principals, dealers, agents, sub-agents, representatives either solely or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise for the Indian manufactured goods, commodities, services in India or in foreign countries and vice versa and for the aforesaid purposes to establish or maintain services or offices or depots anywhere in the world.
4. To render all types of services in corporate finance Viz to act as merchant Bankers, portfolio managers, advisers to capital issues, managers to issue, underwriters, Registrar to issue, share transfer agents, share and stock brokers and sub brokers, to act as depository of various types of corporate securities, Government bonds and other commercial papers and to provide securities analysis, investment consultancy, portfolio management services.

*Certified True Copy*  
**For Helpage Finlease Limited**  
*Sidhartha Singh*  
 (Director)

5. To carry on the business of a leasing and hire purchase company and to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and offices plants, equipments, processing, transportation and trading business and other commercial and service business.
6. To carry on all, or any of the investment business.

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

1. To acquire, build, construct, alter maintain enlarge, pull down, remove or replace and to work manage and control any buildings, offices, factories, mills, shops, machinery, engine, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water courses, wharves, electric works and other works and conveniences which may seem necessary to achieve the main objects of the company and to join with any other person of company in doing any of these things.
2. To buy, sell, manufacture, repair, alter, improve exchange, let out on hire, import, export and deal in all factories, works, plant, machinery, tools, utensils appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry on and to manufacture and market and deal in all products of residual and by-products incidental to or obtained in any of the businesses carried on by the company.
3. To purchase, take on lease, or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest, whatsoever and to hold develop, work, cultivate, deal with and turn to account, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the company.
4. To pay for preliminary and any pre-incorporation and any pre-operation expenses of the company in any manner as the company may decide.
5. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the company for such consideration as may be thought fit and in particular for stock, shares whether fully or partly paid up or securities of any other company having objects in whole or in part similar to those of the company.

To pay for any rights or property acquired by the company and to remunerate any person, firm, or body corporate rendering services to the company either by cash payment or by



*[Handwritten signature]*

allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise.

7. To lend and advance money, either with or without security and give credit to such persons including Government and upon such terms and conditions as the company may think fit, provided that the company shall not carry on banking business as defined under Banking Regulations Act, 1949 and to undertake financial and commercial obligations, transactions and operations of all kinds.
8. To open any accounts with any individual, firm (s) or bank (s) and to pay into and withdraw money from such accounts whether they be in credit or debit.
9. To guarantee the performance of any contract or obligations of and the payment of money of or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the company or the interest of its shareholders.
10. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated, or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the company.
11. To subscribe for, underwrite, acquire, hold and sell shares, share-stock, debentures, debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and howsoever constituted for carrying on business : and to subscribe for, underwrite, acquire, hold and to sell shares, stock, debentures and debenture-stock, bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trusts, municipal, local or other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the company.
12. To invest any money of the company not immediately required in such investments other than shares or stock in the company as may be thought proper and to hold, sell or otherwise deal with such investments as may be necessary for the purpose of the company.
13. Subject to Section 58 A and 292 of the Act and the regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the



payment of any money borrowed, raised or owing, by mortgage, charge or lien upon all or any of the property or assets of the company (both present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or Company of any obligation undertaken by the company.

14. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of Lading, debentures and other negotiable or transferable instrument or securities.
15. To enter into agreement for rendering and obtaining technical collaboration and/or technical services and/or financial collaboration whether by way of loans or capital participation with individuals, firms or body corporates, whether in or outside India for the attainment of its objects.
16. To agree to refer to arbitration any dispute present or future between the company and any other company, firm or individual and to submit the same to arbitration in India or abroad either, in accordance with Indian or any foreign system of law.
17. To send out to foreign countries directors, employees or any other persons for investigating possibilities of any business, trade or for procuring and buying or machinery or establishing trade connection or in promoting the interest of the company and to pay all expenses incurred in this connection.
18. To acquire and undertake all or any part of the business, property and liabilities of any persons or company carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the company and to pay for the same either in cash or in shares or partly in cash and partly in shares.
19. To procure the registration or recognition of the company in or under the laws of any place outside India.
20. To form, incorporate or promote any company or companies whether in India or elsewhere, having amongst its or their object the acquisition of all or any of the assets, control, management or development of the company or any other object which in the opinion of the company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it thinks fit for services rendered or to be rendered in obtaining subscription for or placing



or assisting to place or to obtain subscription for or for-guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligation or securities of any other company held or owned by the company or in which the company has any interest or in or about the formation or promotion of the company or the conduct of its business or in about the promotion of any other company in which the company may have any interest.

21. Subject to the provisions of the Companies Act, 1956, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the company is authorised to carry on.
22. To enter into arrangement and take all necessary and proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the company may have interests and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members and to assist the promotion whether directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think it desirable to obtain and carry out exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions
23. To adopt such means of making known the products 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 interest, by publication of books and periodicals and by granting prizes, rewards and donations.
24. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
25. To accept gifts and to give gifts and donations or to create trusts for the welfare of employees, members, directors and/or their dependants, heir and children and for any deserving object and for other persons also and to act as trustees.
26. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the provisions of the Act.



27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time directors or officers of the company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institution, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the company or of any such other company as aforesaid and make payments to or towards the Insurance of any such persons as aforesaid and do any of the matters aforesaid; either alone or in conjunction with any such other company as aforesaid.
28. To distribute among the members in specie or otherwise any property of the company, or any proceeds of sale or disposal of any property of the company in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
29. To do all such acts and other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- IV.** The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V.** The Authorised Share Capital of the company is Rs. 11,00,00,000/- (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.



We, the several person 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 to our respective names.

Names, Addresses, and Occupation of Subscribers	No. of equity shares taken by each subscriber	Signature of Subscriber	Name, Address, and Occupation of witness
Rajiv Gupta S/o Shri N.C.Gupta 328, Vinay Marg New Delhi-110021 Chartered Accountant	One (1) Equity	Sd/-	Signatures of the subscribers witnesseth. Sd/- Rattan Singhania S/o Shri Kedar Nath Chartered Accountant R. Singhania & Co. Chartered Accountants 10th Floor Himalaya House, Kasturba Gandhi Marg, New Delhi-110001
Pramod Kumar Shrivastava S/o Late Shri S. R. Shrivastava 16, Malcha Marg, New Delhi-110021 Consultant	One (1) Equity	Sd/-	
Rakesh Mohan S/o Shri Yash Pal 67/17, Krishna Nagar, Delhi-110051 Service	One (1) Equity	Sd/-	
Madan Lal Singal S/o Gangajal Dass 61-C Block, Shriganganagar (Raj.) Advocate	One (1) Equity	Sd/-	
Parveen Mohan Arora S/o Shri Wazir Chand 56/5, Rajinder Nagar New Delhi-110060 Chartered Accountant	One (1) Equity	Sd/-	
Jagdish Kumar Gupta S/o Bisheshar Dayal 103, Gautam Nagar, New Delhi Advocate	One (1) Equity	Sd/-	
Ashok Kumar Gupta S/o Shri Amar Nath Gupta B-4/227, Safdarjung Enclave, New Delhi-110029 Business	One (1) Equity	Sd/-	
Total	Seven (7) Equity		<p><i>Certified True Copy</i></p> <p><b>For Helpage Finlease Limited</b></p> <p><i>Sidharth Singh</i> (Director)</p>

NEW DELHI DATED : 20 September 1982