

**(THE COMPANIES ACT, 2013)**  
**(COMPANY LIMITED BY SHARES)**  
**OF**  
**Memorandum of Association of**  
**STANDARD CAPITAL MARKETS LIMITED**

- I. The name of the Company is Standard Capital Markets Limited.
- II. The Registered Office of the company will be situated in the National Capital Territory of Delhi.
- III. The objects to be pursued by the Company are as follows:-

**a) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:-**

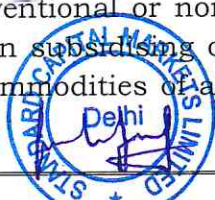
1. To act as advisor and/ or consultants on all matter and problems relating to administration , management , organization , manufacture , production, storage , process , system and account , training of personnel, marketing , distributing and selling methods and principle , to develop procedure and principles of and engage in research of all the problems relating to the administration, business methods, techniques, personnel for commercial, industrial and business purposes , distribution , marketing and selling, to collect analyse, process, interpret , distribute data , statistics and information relating to any type of business or industry , to analyse, collect, examine, consider, formulate, report and recommend on the means and or/ methods for extending and/ or developing and/ or improving and/ or promoting and/or managing any type of commerce, business or industry or organization and method techniques and procedures, to consider and evaluate problem relating to manufacture, production, storage, distributions, finance, purchasing, making and sale and/ or relating to the rendering of any Consultancy services, to render the above services to any person firm, company, trust, association, society, body corporate, government department, public or local authority , any other organization.
2. To take part in the promotion or formation of any company or undertaking both in India and abroad and for that purpose to act as an issue house, share transfer agents, managers to public - issue of share or debentures and other types of securities issued to public by any company undertaking or association, fixed deposit -schemes, financial advisers, technical consultants or in any other capacity to advice and render service like staff and management recruitment training and placement , technical analysis of date , electroaic date processing, preparation of project reports , surveys and analysis for implementation of project and their progress review, critical path analysis, organization and methods studies and other economic mathematical, statistical, scientific and other modern management techniques , and other consulting services of professional and technical nature and/ or consultants in any sophisticated management and financial techniques in India and abroad.
3. To act as under- writers, sub - underwriters, brokers to invest in, share, debentures, debe-turestocks, bounds, fixed - Deposits, Inter- Corporate, Deposits, units obligations and securities issued or guaranteed by Indian or foreign government, states, dominions, sovereign. Municipalities of public





Authorities or bodies and shares, stock, debentures, debentures stock, bonds, obligations, and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

4. To render services in the formation of companies, firms associations and preparing Memorandum and Articles of Association and to assist client in preparing the prospectus and other relating papers as may be necessary in respect of their public issue and to act as Manager/Agent to the public issue of various entities and to prepare project report, market feasibility report and to assist the clients in preparing loan application for financial institution, bank or other corporate bodies, as may be deemed fit and to negotiate under- writing contracts, other financial facilities with individuals, companies , banks , financial institutions and others.
5. To arrange for foreign technical and/or financial collaboration and to represent Indian or foreign industrialists and to negotiate with the collaboration on their behalf and to provide consultancy services to all entities for purchase of land, machinery , raw materials and/or for sale of their manufactured products whether within the union of India or abroad and to provide personnel recruitment services including the export of skilled , semi- skilled and unskilled personnel to foreign countries and to train the personnel for Indian and foreign under- takings.
6. To carry on the business as Authorized Dealer, Money Changer, Offshore Banker or any other person for the time being authorised to deal in Foreign Exchange or Foreign Securities or such other activities and to undertake Cross Border Inward Money Transfer activities subjects to the rules and regulations of Reserve Bank of India.
7. To carry on and undertake the business of financing and/or re-financing of all and every kind and description including working capital loans, loans against book debts, loans against receivables, consumer finance, personal loans, online personal loans, educational loans, lifestyle loans, agricultural loans, Forex loans, Gold Loan, mortgage loans, pledge loans, loans against shares, securities, capital market instruments, bill discounting, peer-to-peer lending, providing online platform for enabling crowd funding, providing technology platform for other entities, utilize technology platform provided by other entities directly or indirectly and promote the Company's business activities, and to provide fund based and non-fund based credits to various entities including but not limited to micro, small and medium enterprises, issuing of letter of credit, letter of guarantees, guaranteeing loans granted by other financiers, providing security for loans granted by other financiers, discounting of bills, hundies, cheques, drafts and deferred payment guarantees, engage in wholesale lending, financing the development of townships, development of real estate, construction of premises for residential/commercial/ industrial purposes, building of roads, canals, bridges, towers and other infrastructure projects, and to undertake financing the generation/cogeneration, transmission, distribution and supply of power of all kinds, whether conventional or non-conventional or similar transactions and to subsidize or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all, any, every kind and description, upon any

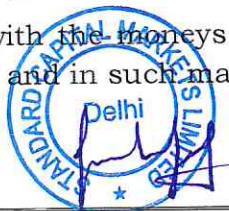




terms what so-ever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used, to undertake funding of infrastructure projects under build-own-operate-transfer or build-own-transfer model, undertake structured financing, syndicated/ syndication loans, take-out financing, mezzanine financing and such other financing models by whatsoever name called, for infrastructure as well as non-infrastructure purposes, to engage in purchase/sale of non-performing assets.

**b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:—**

1. To lend money either on mortgage of immovable property or hypothecation or pledge of movable property or without security, for such persons or Companies and upon such terms and conditions as the Company may deem fit, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act 1949.
2. To guarantee the payment of money on secured or unsecured basis or payable under or in respect of promissory notes, bonds debentures, debenture-stock contracts, mortgage charges obligation instruments and securities and generally to issue all kinds of indemnities and guarantees or become surety for the performance of any contracts or obligations of any Company, Authority, or any person.
3. Subject to section 183, 185 & 186 of the Act and the Regulations made there under and the Directions issued by the Reserve Bank of India, to receive money on loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures stock, perpetual or otherwise, or securitized structures and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company both present and 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 or such other person or company to give the lenders the power to sell and such other powers as may seem expedient and purchase, redeem or pay off any such securities.
4. To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
5. To invest and deal with the moneys of the Company, not immediately required, upon such securities and in such manner as may, from to time be determined.

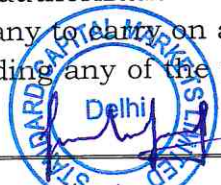




6. To acquire by purchase, exchange, lease or otherwise any movable or immovable property and any rights or privileges and to either retain the property or turn it to account as the Company may deem necessary or convenient for the purpose of any of its objects.
7. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in or being authorized to carry on any business or transaction of this Company.
8. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directed or indirectly to benefit this Company.
9. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
10. Subject to Sections 230 to 232 of the Act, amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
11. To establish or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of this Company for purpose that may seem to directly or indirectly benefit the Company's objects and to underwrite shares and securities therein.
12. To undertake and execute any trusts, including being a trustee, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
13. To establish, for any of the objects of the Company, branches or appoint agencies to establish any firm or firms at places in or outside India as the Company may deem expedient.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.



16. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
17. To transact all kinds of agency business, and in particular in relation to the investment of money the sale of property and the collection and receipt of money and to act as Managing Agents of any firm or Company.
18. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
19. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
20. To vest any movable or immovable property, rights or interests required by or received 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.
21. To undertake or promote scientific research relating to the main business or class of business of the Company.
22. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
23. To apply for, obtain, purchase or otherwise acquire and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, designs, patterns, copyrights, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise, develop, improve or grant licenses in respect thereof or otherwise turn to account the property, right or information so acquired.
24. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects and ancillary objects into effect or for extending any of the powers of the Company or for effecting and





modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.

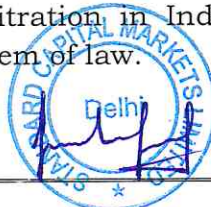
25. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
26. To sell, mortgage, exchange, lease, grant licenses, easements and other rights and in any other manner deal with or dispose of undertakings, properties, assets, rights and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other Company.
27. To remunerate any persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any 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.
28. Subject to the Provisions of Section 66 of Act, 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 winding up.
29. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, subject to provisions of Sec. 52 of the Companies Act, 2013.
30. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.
31. To accept gifts, bequests, devisers, subsidy or grants of any movable or immovable property or any right or interests therein from members or others.
32. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
33. Subject to the provisions of Section 180 to 183 of the Companies Act, 2013 to subscribe contribute or gift any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to





make gifts of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any Individual, body of individuals or bodies corporate.

34. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary 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 or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
35. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine, Subject to the provision of section 314 of Act.
36. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.
37. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
38. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other status or rule having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
39. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.





40. 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.

IV. The liabilities of the members is limited.

V. \*The Authorised Share Capital of the Company is ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore only), divided into 2,00,00,00,000 (Two Hundred Crore) Equity Shares of ₹ 1/- (Rupee One only) each.

Notes (\*):

- a) The Authorized Capital of the Company is increased from Rs. 50,00,000/- (Rupees Fifty Lac only) divided into 5,00,000 (Five Lakh) equity shares of Rs. 10/- (Rs. Ten) each to Rs. 5,00,00,000/- (Rupees Five crore only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 10/- (Rs. Ten only) each Vide special resolution of the members of the Company passed at the extra ordinary General Meeting of the Company held on 26<sup>th</sup> March 1993.
- b) The Authorized Capital of the Company is increased from Rs. 5,00,00,000/- (Rupees Five crore only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 10/- (Rs. Ten only) each to Rs. 50,00,00,000/- (Rupees Fifty crore only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rs. Ten only) each Vide special resolution of the members of the Company passed at the Annual General Meeting of the Company held on 30<sup>th</sup> September 2022.
- c) The Authorized Capital of the Company is increased from Rs. 50,00,00,000/- (Rupees Fifty crore only) divided into 5,00,00,000 (Five crore) equity shares of Rs. 10/- (Rs. Ten only) each to Rs. 1,00,00,00,000/- (Rupees Hundred crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rs. Ten only) each Vide Ordinary resolution of the members of the Company passed at the Postal Ballot of the Company, on 20<sup>th</sup> August 2023.
- d) The Authorized Capital of the Company is increased from Rs. 1,00,00,00,000/- (Rupees Hundred crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rs. Ten only) each to Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 15,00,00,000 (Fifteen Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each Vide Ordinary resolution of the members of the Company passed at the Extra Ordinary General Meeting of the Company, on 18<sup>th</sup> December 2023.
- e) The Authorized Capital of the Company sub-division of 1 (One) Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a face value of ₹ 1/- (Rupee One only) each fully paid from Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 15,00,00,000 (Fifteen Crore) equity shares of Rs. 10/- (Rs. Ten only) each to Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 1,50,00,00,000 (One Hundred Fifty Crore) Equity Shares of ₹ 1/- (Rupees One only) each Vide Ordinary resolution of the members of the Company passed at the Extra Ordinary General Meeting of the Company, on 18<sup>th</sup> December 2023.
- f) The Authorized Capital of the Company is increased from Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 1,50,00,00,000 (One Hundred Fifty Crore) Equity Shares of ₹ 1/- (Rupees One only) to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crore only), divided into 2,00,00,00,000/- (Two Hundred Crore) Equity Shares of ₹ 1/- (Rupees One only) each Vide Ordinary resolution of the members of the Company passed at the Extra Ordinary General Meeting of the Company, on 27<sup>th</sup> May 2024.





We the following persons whose names and addresses are subscribed below, 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 capital of the company, set opposite our respective names :-

Name of Subscriber	Address, description and occupation of the subscribers	No. of Equity shares taken by each subscriber	Signature of subscribers	Name address, description signature of witness and occupation
1. Meeta Kumar w/o Sh Ashwani Kumar	B-1/103, LATPAT N.P. CLAR NEW DELHI-24 w/o. SHRI ASHWANI KUMAR (HOUSEWIFE)	10	Meeta Kumar	I witness the signatures of all the subscribers  Vijay K. CHANDHARY 90 Sh Bhim Saini 25 Mansarovar colony Rohini-110041
2. ASHOK KUMAR SARDANA S/o SH. V. D. SARDANA	D-118, SAKET N-DELHI-110017 S/O SHRI VAGYA DUTT SARDANA CHARTERED ACCOUNTANT	10 (TEN)	AK S	
3. NARENDER K. ARORA S/o SH. M. C. ARORA	8/28 W. C. A. Opp. Shaheen Park Kand. B. Y. N. Delhi CHARTERED ACCOUNTANT	10 (TEN)	NK	
4. VIRENDER K. ARORA S/o SH. M. C. ARORA	MU-59, PITAM PURA, DELHI (SERVICE)	10 (TEN)	VA	
5. VIJAY KAKKAR S/o SH. S. L. KAKKAR	A-5/351 Paschim Vihar, N. Delhi (Service)	10 (TEN)	VK	
6. MANOHAR LAL VIJ S/o SH. SUNDER LAL VIJ	C-139, Minerva Road Conj. Bldg. N. Delhi (Chartered Accountant)	10 (Ten)	Manoj	
7. SURINDER KUMAR THUKRAL S/o DEWAN CHAND THUKRAL	34, Maitani Mahal Sunder N. Delhi (Service)	10 (Ten)	SK	

Dated: 24 (SEVENTY)  
24-01-1987  
Place: NEW DELHI.

