

THE COMPANIES ACT, 2013*
A COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
MUTHOOT CAPITAL SERVICES LIMITED

- I. The name of the Company is MUTHOOT CAPITAL SERVICES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Kerala.
- III. ***A. THE OBJECTS TO BE PURSUED BY THE COMPANY ARE:-**
 1. To do financing of all types of motor vehicles, machinery, etc. and to lend money on security of movable or immovable property or properties and to undertake and carry out and in particular the financing of Hire Purchase contracts or agreements relating to property or assets of any description whether fixed or movable and to give unsecured loans and also to act as agents or intermediaries of any activity which a Non-Banking Financial Company is permitted by law from time to time.
 2. To carry on the business of leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant, machinery and equipment that the Company may think fit to assist in financing of all and every kind and description of Hire Purchase or Deferred Payment or similar transactions and to subsidize finance or assist in subsidizing or financing the same and maintenance of any goods or articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of movable and immovable property including plant and machinery, equipment, automobiles, computer, all consumer, commercial and industrial items, lands and buildings 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 and from India or from any part of the world and to provide leasing advisory counselling services.
 3. To carry on the business of Merchant Banking, Issue Management, Portfolio Management, Discretionary Portfolio Management, Dealers and agents of motor cars, to act as Registrars to an Issue, Share Transfer Agents, Underwriters, Stockbroker of any stock exchange(s), Sub-broker to any stockbroker, custodian, Bankers to the Issue, Collecting Agents, Debenture Trustee, Investment Advisors, Financial Advisors, Equity and Debt Market Researchers, Full-fledged Money changers, Authorised Dealers in Foreign Exchange, Venture Capitalist, Dealer for Wholesale Debt Instruments, and Dealer for Equity Instrument to execute bought out deals, and such other services which are directly or indirectly related to the Capital Market, Money Market and Financial Service Operations.

****As amended by the shareholders vide resolution dated 15th October 2017***

4. To act as an operator in any manner or category under the Payment and Settlement Systems Act, 2007 including pre-paid payment instruments, card schemes, cross-border in-bound money transfers, Automated Teller Machine (ATM) networks and centralized clearing arrangements, as may be generally or specifically permitted by the Reserve Bank of India from time to time.
5. To carry on the business of generating, storing and distributing of all types of renewable and non-renewable energy, including from sources such as wind, solar, hydro, etc. and also to finance whether by way of lease or hire purchase or under any other mode of financing, any undertaking for setting up of the business of generation, storing and distribution of all types of renewable and non-renewable energy.
6. To carry on the business of selling, distribution, marketing as a Corporate Insurance agent and brokers, of all kinds of insurance products of various companies in various fields of insurance such as life, pension & employee benefit, health, fire, marine, cargo, marine hull, aviation, oil & energy engineering, accident, liability, motor vehicles, transit & other products of non-life insurance business and provide advisory and consultancy services relating to insurance business. **

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:- *

1. To finance industrial enterprises and to promote companies engaged in industrial and trading business.
2. To act as financial consultants and manage the share portfolios of various individuals, firms and companies.
3. To negotiate loans, underwriting contracts, mortgages, equity participation, cash credit, overdrafts and other financial facilities from Bank, Financial Institutions, Government or semi-Government bodies and others on behalf of the companies, or associations which they are assisting to promote.
4. To borrow or raise money with or without security and/or by the issue or sale of any bonds mortgages, debentures or debenture-stock of the Company, other perpetual or otherwise and to utilize any money so raised to any of the objects of the Company and to advance and lend money and assets of all kinds upon such terms as may be arranged subject to Section 58-A and RBI directives.
5. To lend and advance money or give credit with or without security to such persons or companies and on such terms as may seem expedient and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and also to transact all kinds of trust and agency business.

****As amended by the shareholders vide resolution dated 15th October 2017***

*****As amended by the shareholders vide resolution dated 15th June 2024***

6. To receive money on deposit or loan and to borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien upon all or any of the property or assets 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 any other person or Company, as the case may be subject to Section 58-A and RBI directives.
7. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
8. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices and conveniences which may seem calculated directly or indirectly, to advance the interest of Company and to join with any other person or Company in doing any of these things.
9. To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on (or proposing to carry on) any business which the Company is authorised to carry on.
10. To sell, transfer or dispose of the business, property or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.
11. To apply for, purchase or otherwise acquire, (and protect and renew in any part of the world) any patents (Patent Rights) brevets d 'invention (trademarks, designs), licenses, concessions and the like, conferring any exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop in respect of or otherwise turn to account the property, right or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
12. To amalgamate with any other Company or companies, to enter into any partnership or partially amalgamate with or acquire interest in the business of any other Company, person or firm carrying on or engaged in or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any arrangement profits, or for co-operation or for limiting competition or for mutual assistance, with any such persons, firm or Company.
13. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint venture, reciprocal concession or co-operation with any person or persons, or Company or companies carrying on, or engaged in or about to carry on, or being authorised to carry on or

engage in any business or transaction which this Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as to benefit this Company.

14. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
15. To invest and deal with the surplus moneys of the Company in such manner as may from time to time be expedient or be determined by the Board of Directors.
16. To mortgage, hypothecate, pledge, all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the Company.
17. 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.
18. To (establish or) promote (or concur in establishing or promoting) any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the share, debentures or other securities of any such other Company.
19. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
20. To pay all preliminary expenses on any Company promoted by the Company or any Company in which the Company is or may contemplate being interested, including, in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
21. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid-up fully or in part or otherwise.
22. To vest any real or personal property, right or interest acquired by or belonging to the Company in 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.
23. To (subscribe for) take or otherwise acquire, and hold shares (stock, debentures or other securities) of any other Company having objects altogether or in part similar to those of the Company.
24. To apply for, promote and obtain any Act or Parliament Charter, privilege, concession, license or authorisation of any Government, State or Municipality, provisional order or license of the Board of Trade or other authority for enabling the Company to carry out any of its objects into effect or for any other purpose which may seem expedient.
25. To enter into any arrangements with any governments or authorities supreme, municipal, local, or otherwise, or any person or Company 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 Charters,

- contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
26. To establish and maintain or procure the establishment and maintain 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 service of the Company, or of any Company which is a subsidiary Company or is allied to or associated with the Company or with any such subsidiary Company or who are/were at any time Directors or Officers of the Company or of any such Company as aforesaid, and the wives, widows, families and dependents of any such person, and also to establish and subsidize and subscribe to any institutions, 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 payments or towards the insurance of any such other person as aforesaid, and do any of the matter aforesaid, either alone or in conjunction with any such other Company as aforesaid.
 27. Subject to the provisions of the Companies Act, 2013, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up.
 28. To subscribe or donate to or otherwise and benevolent, charitable, national or other institutions, or objects of public character or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise loss, damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereof.
 29. To indemnify officers, directors, agents and servants of the Company against proceedings, costs, damages, claims, and demands in respect of anything done by them for and in interest of the Company or any loss, damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereof.
 30. To adopt such means of making known the business 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.
 31. To procure the Company to be registered or recognised by any part of the world.
 32. To employ officers, clerks, agents, field officers, treasurers, auditors, laborers and other servants and brokers or commission agents and to pay or provide for the payment to them of such salaries, commission, brokerages or remunerations as may be found fit, expedient, necessary or desirable.
 33. To appoint agencies or establish branches for and in connection with any of the objects of the Company in India or elsewhere.
 34. To accept gifts, bequests, divides and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.
 35. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing, and in such manner by such

means from time to time to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars, likely to advance these objects or for giving merit or awards, scholarships, loans or any other assistance to deserving students or other scholars or person to enable them to pursue their studies or academic pursuits or researches or to take up establishment not any Medical Research Centre to collect information and advices on modern techniques for treatment of diseases for the benefit of the rural areas either by itself or through any of the agencies and for establishing, conducting, or assisting any institution, fund, trust, having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner, in order to implement any of the above-mentioned objects or purposes, transfer without consideration or at fair or concessional value and subject to provision of Company's Act divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any Public Institutions.

36. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area likely to promote and assist rural development and that the words "rural areas" shall include such areas as may be regarded as rural areas under Section 35 CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force as rural areas and in order to implement any of the above mentioned object or purposes, transfer without consideration, or at such fair or concessional value and subject to provision of Companies Act divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any Public Institutions.

37. To enter into Foreign/Indian collaboration for the purpose of business of the Company.

IV. *The liability of the Members 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. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each with the power to increase or reduce such capital from time to time.

*** As amended by the shareholders vide resolution dated 15th October 2017.**

**** As amended by the shareholders vide resolution dated 06th June 2017.**

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 against our respective names:-

SI. No.	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber
1.	Mr. Thomas John Muthoot T.C. 4/1008(1) Kawdiar P.O. Trivandrum	One	Sd/-
2.	Mr. Mathew M. Thomas Muthoot House Kozhencherry	One	Sd/-
3.	Mr. Thomas George Muthoot Muthoot Towers, M.G. Road Ernakulam	One	Sd/-
4.	Mr. Thomas Muthoot T.C. 4/1008(1) Kuravankonam, Trivandrum - 3	One	Sd/-
5.	Mrs. Janamma Thomas Muthoot House Kozhencherry	One	Sd/-
6.	Mrs. Preethi John T.C. 4/ 1008(1) Kuravankonam Trivandrum - 3	One	Sd/-
7.	Mrs. Nina George Muthoot Towers M.G. Road, Trivandrum	One	Sd/-

8.	Mrs. Remmy Thomas T.C. 4/1008(1)Kuravankonam, Trivandrum - 3	One	Sd/-
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Witness:

Biju T.B

Chartered Accountant, C/o Mohan & Mohan Associates
Radha Bhavan, Ravipuram, Cochin