**MEMORANDUM OF ASSOCIATION OF A MERCHANT BANKING COMPANY**

MEMORANDUM OF ASSOCIATION

OF

P M G CAPITAL AND FINANCIAL CO. PVT LTD.

I. The name of the Company is R K G Capital and Financial Co. Pvt. Ltd.

II. The Registered Office of the Company will be situated in the State of ..............

III.The objects for which the Company is established are:

**A. Main objects of the company to be pursued by the company on its Incorporation**

1. To carry on the business of merchant banking to act as managers, registrars, issue house to issues of shares, stocks, debentures, bonds, units, participation certificates, deposit certificates, notes, bills, warrants, commercial bills, bills of exchange, promissory notes, commercial paper of any company, corporation or association or any other instrument whether or not transferable or negotiable, (hereinafter collectively referred to as the "securities"), to act as agents of and or dealers in the securities in the course of merchant banking business, discounting, rediscounting, buying, selling, underwriting and otherwise dealing in all securities, and to act as discount house for any of the securities, to act as financial consultants, advisers, and counsellors in investment and capital markets, to underwrite, sub-underwrite, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for the securities, to manage portfolio investments, to provide financial and investment assistance for the purposes herein, to manage and administer computer centres and clearing houses for the securities, to form consortium of managers, agents and purchasers for or of any of the securities, to act as brokers, dealers, and agents of or in connection with the securities, gold, silver and precious metals, to join any consortium for any financial arrangements whether in domestic market or in international market and whether by way of loans, guarantees, export and yard credits; to undertake the work of factoring of bills and other commercial papers, and to arrange and/or coordinate documentation and negotiation in this regard.

2. To act as trustees, administrators or managers of any investment trust or fund including any mutual fund, growth fund, income or capital fund, taxable or tax exempt fund, provident, pension, gratuity and superannuation fund, charitable fund, or any other fund in India or abroad, to act as trustees for bond holders, debentures holders and for other related purposes.

3. To act as Consultant and Adviser in organising, accepting, taking, implementing any takeover bids, compromise, arrangements, mergers, amalgamations, acquisitions, diversification, rehabilitation or restructuring of any business concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern or otherwise as may be required having regard to business exigencies; and to promote or procure incorporation, formation or setting up of concerns and undertakings whether as company, body corporate, partnership firm, organisation, or any other association of persons for engaging in any industrial, commercial or business activities.

4. To promote, set up, provide and/or participate as a member of consortium in providing venture capital, technology funds or any other funds for seed capital, risk capital, guaranteeing or providing such other financial assistance as may be conducive for development of new enterprises, innovative methods of production and development of existing and new technology, to identify projects, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies and investigation of industries on micro and macro level; to undertake appropriate service to identify scope or potential for economic and industrial development in any particular geographical area whether in India or abroad, to act as management consultant to advise the undertakings, business houses, enterprises, offices, trade, occupations, calling or professions by introducing modern methods, techniques and systems, and to render all assistance to them as may be necessary including by acting as agents for recruitment of personnel, technical, skilled, unskilled, supervisory, managerial or otherwise.

5. To carry on and undertake the business of equipment leasing and carry on all other operations incidental thereto of all types of equipments, vehicles, ships, trawlers, vessels, aircrafts, aeroplanes, flying machines, office equipments, computers, satellites and any other capital equipment, property and assets including all kinds of goods, articles or things whether movable or immovable.

6. To carry on the business of promotion, organising, procuring, incorporation of companies, institutions, funds, trusts, organisations, association of persons, whether incorporated or not and giving financial or other assistance in India or abroad independently or in association with any bank, company, financial institution, organisation, Government or any other agency whether incorporated or not, for any business of the company.

**Objects incidental or ancillary to the attainment of main objects**

7. To receive money in any form, borrow or raise money against security or without security on such terms and conditions and in such manner as the Company may consider expedient and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular against the security of bills of exchange, promissory notes and other negotiable or transferable or other instruments, debentures or issue of debentures, debenture stock, bonds, obligations, mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company.

8. To employ experts with or without payment, to investigate and examine into the conditions, prospects, value, financial viability of any business, concern, undertaking, person or persons and generally of any assets, property or rights.

9. To purchase, take on lease or on leave and licence or on exchange, rent or otherwise acquire any immovable or movable property, patent, licences, rights or privileges which the Company may think expedient or necessary for any business of the Company and to develop, turn to account and deal with the same and in palticular to construct, maintain any houses, buildings, tenements or works necessary or convenient for the purposes of the Company, and to pay for the same either in cash or in shares or securities or otherwise and to sell, let, lease or underlease or otherwise dispose off or grant right over any movable or immovable property belonging to the Company, if not immediately required for the business of the Company.

10. To purchase, take on lease, or on leave and licence, construct or reconstruct and adapt any buildings, tenements, offices, workshops, plants, equipments or machineries and other things necessary or convenient for the purposes of the Company.

11. To manage land, buildings, offices, workshops, plants and other properties both movable and immovable belonging to the Company and to collect rents and income.

12. To apply for, promote and obtain any order, directive, charter, rights, immunities, privileges, guarantees, grants, licences, concessions, regulations, ordinance or other authorisation or enactment of the Central or State, Foreign or any other authority for enabling the Company to carry out its business or any of its objects into effect, or for effecting any modification or change in any of the Company's business or constitution, that may seem expedient and to oppose any bills, proceedings, or applications which may seem to prejudice the Company's business or interests and for this purpose to take help of any expert and to incur necessary expenses.

13. To draw, make, accept, endorse, sell, discount, rediscount, negotiate, execute and issue bills of exchange, promissory notes, hundies, bills of lading, debentures and other negotiable or transferable instruments.

14. To open current or other accounts with any banks in India, abroad and to operate such accounts.

15. To invest the moneys of the Company not immediately required in deposits, funds, units, Government securities or other securities including shares and debentures, bonds, as may from time to time be determined by the Board of Directors, short-term money market instruments, sell or vary such investments from time to time and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

16. To acquire, purchase, takeover and/or amalgamate business of firms, persons, association of persons, companies whether incorporated or not which under existing circumstances, may conveniently or advantageously be combined with the business of the Company from time to time, to amalgamate or merge with companies whose business are so acquired, purchased or taken over and/or to enter into agreement with them for acquisition of such business.

17. To enter into any agreements with any Government, State or Central, Indian or Foreign or any other authority that 99may seem conducive to the attainment of objects of the Company and to obtain from any such Government or authority any rights, privileges, licences, guarantees, counter-guarantees, indemnities, grants, licences and concessions necessary or desirable to obtain and to carry out, exercise, use or comply with any such assessments, rights, privileges, guarantees, counter-guarantees, indemnities, grants, licences or concessions.

18. To establish, promote, subsidise, organise and assist or aid in establishing, promoting, subsidising, organising, assisting or aiding, companies, or partnerships of all kinds for the purpose of accepting and acquiring properties and assets, for furthering any of the objects of the Company.

19. To distribute any of the Company's property among its members subject to the provisions of the Companies Act, 1956 in the event of its winding up.

20. To establish offices, branches in India and elsewhere and to regulate and discontinue the same.

21. To subscribe or contribute to any charitable, benevolent or useful object of a public character which in the opinion of the Company, tend to increase its repute or popularity among its employees, customers or the public.

22. To sell, dispose off, or transfer the business, property and undertakings of the Company or any part thereof for the consideration which the Company may deem fit.

23. To do all or any of the matters hereby authorised in India or outside India either alone or in conjunction with or as factors, trustees or agents for any other company or persons or by or through any agents, factors or trustees.

24. To provide for the welfare of the persons in the employment of the Company or formerly in the employment of the Company and the wives, widows and families or the dependants of such persons by grant of money, pensions, allowances, or other payments and by providing or subscribing or contributing to provident funds and other associations, institutions, trusts and by providing or subscribing towards the places of instruction and recreation, hospitals, dispensaries, medical and other attendances and other assistance as the Company shall think fit and to form, subscribe to or to contribute to or otherwise assist charitable, benevolent, religious, scientific, national and or other institutions or objects; which shall have any moral or other claims to support or aid by the Company by reason of the nature or locality of the operations of the Company or otherwise.

25. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider to be in the nature of preliminary expenses out of the funds of the Company including the cost of advertisement, stationery, printing, the commission for underwriting and brokerage.

26. To refer to or agree to refer any claim, demands, dispute or any other question by or against the Company or in which the Company is interested or c6ncerned in any manner and whether between the Company and its member or members and/or his/their representatives, or between the Company and third parties to arbitration, execute agreement to refer such claim, demand, dispute or question to arbitration and to observe, perform and do all acts, matters and things to carry out or enforce the awards.

27. To establish Data Bank and information centres relating to industrial, agricultural, banking and other economic activities and to provide information to other banks, institutions, persons for the development of industries, agriculture, banking and other economic activities.

28. To acquire and hold membership in one or more stock/security exchanges, trade associations, commodity exchanges, clearing houses or association or otherwise in India or any part of the world, to secure membership privileges therefrom and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers, discount houses or any other association, membership of which will or is likely to facilitate any of the objects of the Company.

29. To carry on the above objects, whether within or outside India and whether by itself or by forming any subsidiary wholly owned by itself or along with other/others in India or anywhere in the world.

30. To lend or advance money with or without security and on such terms and conditions, as may be thought proper by the Company.

31. To acquire by subscription, purchase or otherwise and to accept, take, hold and sell shares, stocks, debentures or other securities of any other company, having objects altogether or in part similar to those of this Company or to carry on any of the obj9cts capable of being conducted so as directly or indirectly to benefit the Company.

32. To adopt such means of making known the business of the Company as it may seem expedient and in particular by advertisement in the press, circulars and seminars of works of art or general interest, by publication of books, periodicals and leaflets and by granting prizes, rewards and donations.

33. To create any fund including depreciation fund, reserve fund, sinking fund or any other fund whether for depreciation or for constructing, purchasing or maintaining any of the properties of the Company or any other purpose conducive to the interest of the Company.

34. To be a parent or a holding company and to hold shares, voting rights and power to appoint directors in the companies promoted by it and to act as agents for providing finance to the business houses, foreign exchange dealers and to transact hire purchase business and to allow other Companies to hold shares in the share capital of the Company or to become subsidiary of any other Company or companies.

35. To formulate, draw and implement any scheme or schemes to achieve the objects of the Company.

36. To levy and collect fees, service charges, remuneration for its financial or other services provided and interest for the advances and loans made by the Company.

37. To establish or maintain, institutes for or otherwise instruct people and train and conduct seminars, training programmes and workshop for any of the objects of the Company.

38. To place, to reserve or distribute the profits of the Company or reserves, any money received by way of premium on shares or debentures, or money received in respect of forfeited shares as bonus shares among the members of the Company.

39. To purchase or otherwise acquire all or any part of the business, property and liabilities of any Company, partnership, Society, or person formed for all or any of the objects of the Company and to conduct and carry on or liquidate and wind up any such business.

40. Generally to do all such other things as may appear to be incidental or conducive for the attainment of the objects of the Company or any of them.

**Other objects**

41. To provide information and guidance to the Government Authorities on economic policies and regulations, to procure various rights, charters, immunities, privileges, guarantees, indemnities, grants, concessions, licences, consents, approvals from Government or other authorities or agencies which may be required for establishing an undertaking or in diversification, expansion of the business of the Company.

42. To study, research, analyse and advise Governments, banks, financial institutions, business houses, and other organisations in formulating schemes for development, growth and expansion of the industries, investments, trade and business in the country.

43. To carry on the business of investment company by investing in shares, debentures, bonds and other marketable securities issued by any company, government, local authority or corporation constituted by any statute or otherwise.

44. To act as agents for any government, corporation or authority and for public or private bodies and persons,

45. To transact business as capitalists, promoters, financial and monetary agents in India and elsewhere. The liability of the members is limited.

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 opposite our respective names.

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Sr. Name of Subscriber Address, description No. of Equity Name, Address,

No. and Signature and occupation of shares taken by Description and

subscriber each subscriber Signature of

Witness

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Dated this………………….day of…………………………..20 …….