

**COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**GOGIA CAPITAL GROWTH LIMITED**

- I. The Name of the Company is **GOGIA CAPITAL GROWTH LIMITED** \*1,2,3
- II. The Registered office of the Company will be situated in the **National Capital Territory of Delhi.** \*4
- III. The objects for which the Company is established are:-
  - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
    - 1) To act as advisers, underwriters, consultants, registrar and/or Manager to the Public Issue of the companies.
    - 2) To render services to the clients in preparing prospectus, agreements, underwriting agreements, undertakings and other relating papers as may be necessary in respect of their public issue.
    - 3) To assist the clients/companies in preparing their loan applications to industrial, finance corporation of India, Industrial development bank of India, banks and/or such other central or state financial institutions as may be deemed fit and to prepare agreements, undertakings, deeds.
    - 4) To act as Stock and Share Brokers/Sub Brokers and to take membership of Stock Exchanges in India and abroad, to become Depository Participants and manage on behalf of individuals, firms, companies, and other persons in relation to shares, stocks, bonds, securities, units, mutual funds, debentures and other deposits to assist, to control, to negotiate loans and underwriting, to provide services for and as merchant Bankers, Share Registrars.
    - 5) To act as a Dealer or Member or both for OTC Exchange of India and to conduct the business of Sale and Purchase of shares and other Securities Listed with OTC Exchange of India as a Broker.
    - 6) To acquire as membership of National Stock Exchange of India Ltd. for the Capital Market Segment and Wholesale Debt Market Segment for dealing in securities as a Broker.

**Notes:**

1. The company was originally incorporated with name "Gogia Capital Services Private Limited w.e.f. 16/06/1994
2. The name Gogia International Securities Limited was changed to Gogia Capital Services Limited w.e.f. 02/04/2009
3. The name Gogia Capital Services Limited has been changed to Gogia Capital Growth Limited w.e.f. 28/06/2024
4. The registered office of the company was changed from 100/1A,GF, The Capital Court, Munirka, Delhi-110067 to 6<sup>th</sup> Floor, The Capital Court, OLOF Palme Marg, Munirka, Delhi 110067 w.e.f. 11/12/2019
5. The Authorized Capital of the company was increased to Rs.12,50,00,000 w.e.f. 29/11/2021

*Certified true copy*  
*Rhathi Lal*




- 7) To conduct the Business of Money changer as per Foreign Exchange Regulation Act, 1973.
- 8) To arrange Technical and financial Collaboration and Joint Ventures for the Projects in India from abroad.
- 9) To arrange Loans and Venture Capital from Indian financial Institutions and Banks and also from Foreign Financial Institutions and Banks.
- 10) To arrange Loans and Venture capital from Indian financial Institutions and Banks and also from Foreign Institutions and Banks.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:**

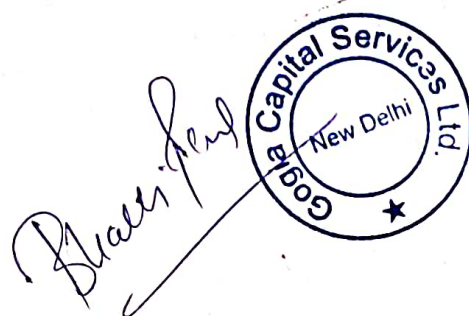
1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
4. 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 favor of the Company.
5. 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.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To acquire and takeover 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 authorised 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.

*Placed for*

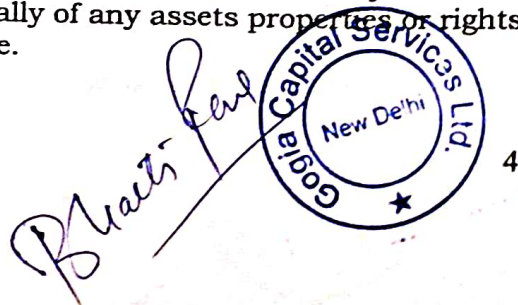




8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and 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.
9. Subject to Sections 391 to 394, 394A of the Act, to 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.
10. 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.
11. To apply for, obtain, purchase or otherwise acquire and prolong 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-marks, 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 or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. 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 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 proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.

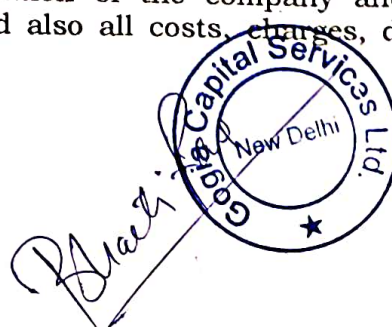


14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory 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.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. 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 the Company.
19. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets 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 such company having main objects altogether or in part similar to those of the Company.
20. Subject to the Provisions of Section 100 to 105 of the 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.
21. 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 the provisions of Sec. 78 of The Companies Act, 1956 & The Companies Act, 2013 (To the Extent Applicable).
22. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.





23. To accept gifts, bequests, devises or donations of any movable or immovable property or any right or interests therein from members or others.
24. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, and research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
25. Subject to the provisions of Section 292, 293, 293-A & 293-B of The Companies Act, 1956 & The Companies Act, 2013 (To the Extent Applicable) to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations 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.
26. 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 donations, 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 dependents 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 insurance of 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.
27. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
28. 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 the act.
29. To pay out of the funds of the company all costs, charges and expenses 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 incidental to the acquisition by the company of any property or assets.

30. 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 the connection.
31. 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, 1956 & The Companies Act, 2013 (To the Extent Applicable) or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
32. 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.
33. 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.
34. To carry on the business of Internet Service Providers (ISP) by obtaining license from the Government, other ISP's lay, establish, procure, purchase, maintain, operate, rent, dispose or sell backbone network, gateways and to do all related work thereto and provide, VPN, LAN, WAN, MAN, Broadband Services, Private Networks, Voice over Internet (VoIP), Email, Web Hosting, Cable ISP's ISDN services, V-SAT, Dial-up connection, Leased Lines and all other services of every description related thereto.
35. To carry on the business of providing Business Process Outsourcing, IT enabled services, IT Studios, call centers, medical transcription services, back office service, data processing, internet services, maintenance, support & service, enter into any collaboration, after sales and other technical services, to carry on business as marketing consultants and technical consultants both in domestic & global marketing.
36. To carry out the business of IT Park Development and provide IT Infrastructure, IT Infrastructure Maintenance.
37. To engage in Real Estate Promoters, Developers & Project Management Association including civil, mechanical, electrical, and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments industrial, domestic and other purposes.

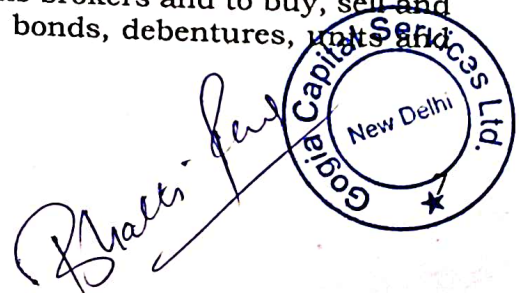
*Shakti Paul*

Godrej Capital Securities Ltd.  
New Delhi

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38. To carry on the business of drilling & blasting pipe jacking, segmental lining, soil nail, rock bolt, concrete, textured paint, anchorage, grouting, jet grouting, earth moving, rock excavation, demolition blasting, horizontal directional drilling (HDD), mineral exploration, mining, concrete structure.
39. To construct, develop, restore the properties/building for customers/clients.
40. To carry on the business of maintenance, manufacturer, repair and recondition of all type of software and hardware, networks, equipment and computer of all type whether hardware or software, and to carry on the business of providing business process outsourcing, IT enabled services, call centers, KPO and to set up in India or abroad call centre, business process outsourcing centre's giving advice relating to business of BPOs (Business Process outsourcing) and call centers and to take franchise from other companies, institutes, universities etc. to imparting training under their trade name or self branding.
41. To carry on the business of tobacconists in all its branches and to sell, make-up and manufacture tobacco, cigars, cigarettes and snuff.
42. To act as cargo agents, travel agents, ship brokers, charter party contractors, ship agents, packing forwarding and clearing agent, salvors, wreck removers wreck raisers, auctioneers, inspectors and observers of quality control custom-house agents, commission agents and general sales agents for any of the air lines, steam-ship companies, railway and transport companies or any such person.
43. To carry on the business of cold storage of fruits, vegetable seeds, fish, meat, agricultural products, milk, dairy products and such other perishable items of all types.
44. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.
45. To carry on the business as manufacturers, stockiest, importers and exporters of and dealers in bolts, nuts, nails, hooks, and such other hardware items of all types.
46. To undertake and execute, in India or any part of the world, turnkey projects for electrical installations, air-conditioning, refrigeration, heating, cooling, ventilation humidification sanitary, thermal and accustic insulation work.
47. To carry on the business as shares and stocks brokers and to buy, sell and deal in all kind of shares stocks, securities, bonds, debentures, ~~units and~~ such other instruments of all types.



48. To carry on the business of manufacturers, developers and to deal in computers, computer parts, hardware, software, internet, E-mail, website, fax, telex, telephones and other media of communication.

49. To act as management consultants, financial consultants, tax consultants, human resource consultants and provide advice, and consultancy services in various fields, such as general, administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, real estate consultant, foreign collaborations, joint venture agreements, foreign investments, transfer or exchange of technology between India and/or foreign companies, quality control and data processing, hardware and software consultants and marketing agents, training, survey and policy formation in the field of management.

**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 Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty lakh) divided into 12500000 (One Crore Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. \*5**

***\*substituted vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Company held on 29<sup>th</sup> November 2021***

*Rhakti Jain*





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:-

S. No.	Name, addresses, descriptions and occupations of each subscriber	No. of shares taken by each subscriber	Signature of Subscribers	Names, Addresses description and Signatures of witnesses
1.	Satish Gogia, S/o Shri. K.C. Gogia 133, Satya Niketan, New Delhi – 21 Occ. Chartered Accountant	10	Sd/-	<p>I witness the signatures of both the subscribers</p> <p>Sd/- (Sunil Kumar) F.C.A. S/o Sh. R.C. Kulshreshtha D-306, Anand Vihar, Delhi - 110092</p>
2.	Dr. (Mrs.) Monica Gogia W/o Satish Gogia 133, Satya Niketan, New Delhi – 21 Occ. Doctor	10	Sd/-	
	TOTAL	20 (Twenty)		

Place: New Delhi

Dated: 07-06-1994

