

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION

OF

Jana Capital Limited

1. The Name of the Company is: - **Jana Capital Limited**
2. The Registered Office of the Company will be situated in the **State of Tamil Nadu**¹.
3. **(I) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :—**

Subject to the approval of the Reserve Bank of India and such other Approvals as may be required from such authorities as may be prescribed by the Central Government from time to time:

- a. To invest in, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debenture stocks, bonds, negotiable instruments, securities of any company, Government, Public Body or authority, Municipal and Local Bodies, whether in India or abroad.
- b. To carry on the business of an Investment Company and to invest, buy, sell, transfer deal in and dispose of any shares, stocks, debentures, whether perpetual or redeemable debenture, debentures, stocks, securities of any Government, Local, Authority, Bonds and Certificates
- c. To carry on the business of an investment Company and invest in the purchase of or upon the security of and to buy, sell or otherwise deal in shares, stocks, units, debentures, debenture stock bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature whether incorporated or otherwise; and wheresoever constituted or carrying on business of immovable property and rights directly or indirectly connected therewith and or billion, including gold, silver and other precious metals and / or precious stones such as diamonds, rubies and / or any other asset.
- d. To carry on the business as an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes and to invest or to deposit or to hold fundin such articles (including gold, silver, jewellery, platinum, precious stones) and acquire purchase, sell or let on hire the same and materials, articles or things, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures , debentures stock bonds, notes, obligations and securities issued or guaranteed by any government sovereign ruler, commissioner, public body or authority, supreme independent, municipal local or otherwise in any part of the world

¹ The alteration of situation clause allowing the shifting of the registered office of the Company from State of Karnataka to the State of Tamil Nadu was approved vide Spl. Rsl. passed at the EGM held on 07.11.2024. The same was confirmed by the Regional Director, South-East Region, MCA Hyderabad by passing an order on 18.12.2024. Registrar of Companies , Bengaluru took note of the order passed by the Regional Director, South-East Region, MCA Hyderabad vide E-Form INC-28 on 19th December 2024. Registered Office of the Company is shifted to Hosur, Tamil Nadu with effect from 24th January 2025




either at the company's office or any other places of safe custody.

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

- a. To carry on the business of an investment company and to invest the capital and other money of the company in the purchase or upon the security of and to buy, sell, or otherwise deal in shares, stocks, units, debentures, debenture stock bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature whether incorporated or otherwise.
- b. To acquire, buy, purchase, sell, or otherwise deal in shares, stocks, bonds, debentures, obligations or other securities of any government, Municipality or other Public bodies, companies or associations and particularly of companies and associations formed for the establishment or working in any part of the world.
- c. To purchase for investments or resale land and house and other property of any tenure and any interest therein and to create, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land and house or other property and any interest therein and generally to deal in, lease, exchange or other wise with land and house property and any other property whether real or personal.
- d. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- e. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
- f. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
- g. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.
- h. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the objects of this Company.
- i. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
- j. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring


- k. all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
- l. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
- m. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
- n. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
- o. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
- p. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
- q. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
- r. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or

chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.

- s. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
 - t. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
 - u. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media 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 or organising exhibitions.
 - v. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.
4. 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.
5. The Share Capital of the company is Rs. 3,00,00,000/-/- (Rupees Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

*The Authorized Share Capital of the Company is increased from Rs. 2,00,00,000/- (Rupees Two Crores) Only to Rs. 3,00,00,000/ (Rupees Three Crore) only vide Ordinary Resolution passed unanimously by the Members of the Company at the Extraordinary General Meeting held on May 27, 2016.




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:

Names, addresses, descriptions and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witness
<p>1) RAGHUNATH SRINIVASA SON OF MRECHAMBAY KRISHNA SWAMY SRINIVASA No 2/1, REGAL MANOR, BRIDE STREET, LONGFORD TOWN, BANGALORE 560025 OCCUPATION-SERVICIE IN PRIVATE COMPANY - JANA LAKSHMI FINANCIAL SERVICES PRIVATE LTD</p>	<p>10 TEN</p>		<p>I witness to the subscriber who has subscribed & signed in my presence on March 18, 2015 at Bangalore.</p> <p>Further I have verified his identity details for their identification & satisfied myself of his identification particulars as filled in.</p> <p><i>[Signature]</i> March 18, 2015 Nagendra D. Rao, Practising Company Secretary son of Mr. Dattathreya A. Rao, 543/A, 7th main, 3rd cross, Hanumanthanagar, Bangalore - 560 019. Membership NO: FCS 5553 COP - 7731</p>

Date: March 18, 2015

Place: Bangalore



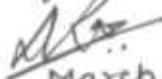
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Names, addresses, descriptions and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witness
<p>2) C.P. RANGARAJAN S/O. C. PARTHASARATHY C-2-1, Oakyard Apts 38th CROSS EAST END MAIN 9th Block JAYNAGAR, BANGALORE 560 069 SERVICE</p>	<p>10 TEN</p>	 	<p>I Witness to the subscriber who has subscribed & signed in my presence on March 18, 2015 at Bangalore.</p> <p>Further I have Verified his identity details for their identification Particulars as filled in.</p> <p> March 18, 2015 Nagendra D. Rao, Practising Company secretary, Son of Mr. Dattathreya A. Rao, 543/A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore - 560 019. Membership NO: FCS - 5553 COP - 7731</p>

Place: Bangalore

Date: March 18, 2015.

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:



Names, addresses, descriptions and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witness
<p>3) RADHAKRISHNAN VENKATA SUBRAMANIAM SON OF RADHAKRISHNAN VENKATA SUBRAMANIAM # 3G, BELVEDERE COURT, NO-6, STENCEE ROAD, FRASER TOWN, BANGALORE- 560005 SERVICE IN PRIVATE COMPANY (JAARALAKSHI FINANCIAL SERVICES PVT LTD)</p>	<p>10 TEN</p>	 	<p>I Witness to the Subscriber who has subscribed & signed in my presence on ^{March 18, 2015} March 18, 2015 at Bangalore.</p> <p>Further I have verified his identity details for their identification & satisfied myself of his identification particulars as filled in.</p> <p> March 18, 2015 Nagendra D. Rao, Practising Company Secretary Son of Mr. Dattathreya A. Rao, 543/A, 7th main, 3rd cross, Hanumanthnagar, Bangalore - 560019.</p>

Place: Bangalore

Date: March 18, 2015

Membership NO: FCS 5553
COP - 7731

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:



Names, addresses, descriptions and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witness
<p>4) N. S. RATAN Flat no: 5 Swamich Apartments, 4th Main Dally colony, BTM Layout I stage Bangalore - 560068 SERVICE</p>	<p>10 TEN</p>		<p>I Witness to the Subscriber who has subscribed & signed in my presence on March 18, 2015 at Bangalore.</p> <p>Further I have verified his identity details for their identification & satisfied myself of his identification particulars as filled in</p> <p> March 18, 2015 Nagendra D. Rao, Practising Company Secretary, 543/A, 7th main, 3rd cross, Hanumanthnagar, Bangalore - 560019. Membership NO : FCS- 5553</p>

LOP - 7731

Place : Bangalore

Date : March 18, 2015

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:




Names, addresses, descriptions and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witness
<p>5) SANTANU MUKHERJEE S/O LATE SWADESH RANJAN MUKHERJEE VILA 90, PRESTIGE OASIS RAJA MUKUNTE P.O. BENGALURU-560064 SERVICE</p>	<p>10 TEN</p>		<p>I Witness to the subscriber who has subscribed & signed in my presence on March 18, 2015 at Bangalore.</p> <p>Further I have verified his identity details for their identification & satisfied myself of his identification particulars as filled in</p> <p> March 18, 2015 Nagendra D. Rao Practising Company Secretary 543/A, 7th Main, 3rd Cross, Hanumanthnagar, Bangalore-560019. Membership NO: FCS 5553</p>

LOP- 7731

Place: Bangalore

Date: March 18, 2015


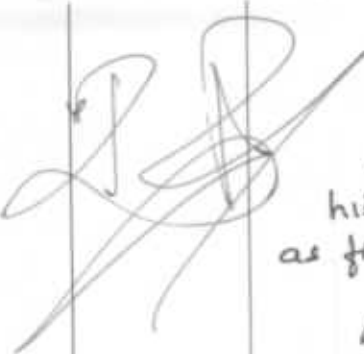

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Names, addresses, descriptions and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witness
<p>6) KOUSALYA SRINIVASAN RAMDAS 353/1, 37th CROSS, 5th BLOCK JAYANAGAR, BANGALORE 560041 FINANCIAL SERVICES</p>	<p>10 TEN</p>	 	<p>I witness to the subscriber who has subscribed & signed in my presence on March 18, 2015 at Bangalore.</p> <p>Further, I have verified his identity details for their identification particulars as filled in</p> <p> March 18, 2015 Nagendra D. Rao, Practising Company Secretary son of Mr. Dattathreya A Rao, 543/A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore - 560019. Membership No : FCS-5553 LDP - 7731</p>

Place : Bangalore

Date : March 18, 2015

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:

Names, addresses, descriptions and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witness
<p>7) RAMESH RAMANATHAN SON OF TULASILAMADAN SUBRAMANIAN RAMANATHAN 565, 3RD BLOCK, RMV SECOND STAGE, BANGALORE - 560094 OCCUPATION: SOCIAL SERVICE</p>	<p>49940 Forty nine Thousand Nine Hundred Forty</p> <hr/> <p>50,000 Equity Shares</p> <hr/> <p>EQUITY SHARE - FIFTY THOUSAND ONLY</p>	 	<p>I witness to the subscriber who has subscribed & signed in my presence on March 18, 2015 at Bangalore.</p> <p>further I have verified his identity details for their identification & satisfied myself of his identification particulars as filled in.</p> <p> March 18, 2015 Nagendra D. Rao, Practising Company Secretary son of Mr. Dattathreya A. Rao, 543/A, 7th main, 3rd Cross, Hanumanthnagar, Bangalore - 560019. Membership No - FCS 5553</p>

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