

THE COMPANIES ACT, 2013¹
(COMPANY LIMITED BY SHARES)
(Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION
OF
RICHFIELD FINANCIAL SERVICES LIMITED

- I. The name of the Company is Richfield Financial Services Limited.
- II. The Registered Office of the Company will be situated in the ²State of Tamil Nadu.
- 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 Portfolio Managers, Investment Consultants, Issue Managers, Transfer Agents, Registrars, Underwriters, Sub-Underwriters, brokers, agents, dealers, trustees and financiers for shares, stock, bonds, units, debentures, government papers, savings instruments, securities of any form whether issued by any government or public authority or body corporate or acquired in open market or otherwise. To facilitate, negotiate and coordinate bill financing, factoring loan syndication, issue and dealing in commercial paper or similar instrument, whether singly, jointly, by forming a syndicate, consortium or otherwise and to do all such acts required for the promotion and development of primary and secondary capital, money and exchange markets and to carry on the business of financial services Company. To arrange fund in any manner for the development of Business and Industrial enterprises to undertake the work of mobilizing short term and long term finance for corporate bodies and financial institutions, to act as administrators or managers of investment trusts or funds to identify project, to prepare project profiles, project report, market research, feasibility studies and reports, pre investment studies, to identify or potential for economic and industrial development studies, to identify or potential for economic and industrial development in any area or location in India or abroad.
2. To acquire, underwrite, sub-underwrite, hold, purchase, sell, make advances upon and otherwise deal either for ready or on forward transaction in shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities, or any kind issued or guaranteed by any Company (body corporate or undertaking) of whatever nature there soever constituted or of whatever nature there soever constituted or carrying on business of shares, stocks, debentures, debenture stocks, bonds, mortgage, obligations and other securities, issued or guaranteed by any Government, Sovereign regular; Commissioners, Trusts, Municipal, local or other authority or body of whatever nature whether, in India or abroad to carry on all kinds of investment business.

¹ Adopted the new set of Memorandum of Association as per Companies Act, 2013 vide Postal Ballot on March 24, 2024.

² Substituted pursuant to the Special Resolution passed by the members of the Company through Postal Ballot on July 6, 2025. Prior to the substitution, the Clause II read as under –

“II. The Registered Office of the Company will be situated in the State of West Bengal.”

3. ³To carry on and undertake the business of finance, whether by making loans or advances or otherwise, gold loan, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of Plant and Machinery and equipment that the Company may think fit to any Company, body corporate, firm, society, trust, association or individual and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and for the purpose to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant and machinery, equipment, ships, aircrafts, automobiles, such as motor vehicles, motor cars, two wheelers, 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 carry on finance against shares, securities and any other valuable articles.
4. To invest, lend, advance, deposit or deal with the money belonging to, entrusted to or at the disposal of Company, or to give credit to any Company, Companies, Firms or persons, and in particular to the customers of the Company, with or without security and on such terms as may seem expedient and to give guarantees or securities for any such persons, firms, or Companies.
5. To subscribe, purchase, acquire, hold, sell, invest, dispose off or otherwise deal, for self and on behalf of others in shares, stocks, debentures, bonds, units, mortgages, obligations and securities issued to or guaranteed by Company or Mutual Fund and Government, Trust, Municipal, Local or other authority, and to invest by original subscription, syndicate participation, tender, purchase or otherwise out of the funds of the Company obtained either by subscription of capital, borrowings or by receipt of income from any trust which may be discretionary or otherwise or by gift of money received by the company from any person and also to invest in Badia finance and finance against shares and securities.
6. To become a corporate member of Stock Exchange, Security Exchange, OTC Exchange, any other recognized stock exchanges with trading privileges and to act as brokers and dealers for shares, securities, stocks, financial instruments, bonds, debentures, foreign exchanges and render consultancy services to their clientele whether in India and in abroad for investment in shares, debentures, bonds and all kinds of securities and to act as underwriters, issue managers, Lead Managers, Co-Managers, Portfolio Managers for all public issues including euro –issues or otherwise.
7. To carry on the business as full-fledged money changers subject to the rules and regulations prescribed in this behalf by the Reserve Bank of India, from time to time.

³ Insertion of sub-clauses 3-9 after the existing sub-clause 2 of the main objects of the Company under Clause III (A) was made vide Special Resolution of the members of the Company passed at the 32nd Annual General Meeting of the Company held on 24th September 2024.

8. To carry on the business of sub-agency of Money Transfer Companies, to solicit and procure Insurance Business, such as Life, General and Health Insurance as a Corporate Agent /Sub Agent.
9. To carry on micro finance business in compliance of all applicable rules and regulations.
- 10.⁴To carry out advertising, marketing, and promotional activities; to provide consultancy services in marketing; and to promote or advertise the products and services of other companies or entities for the purpose of generating revenue.

(B) Objects incidental or ancillary to attainment the main Objects:

1. To develop, establish and manage industrial areas and industrial estates and to provide electric power, communication facilities, raw materials and other facilities to industrial undertakings.
2. To provide financial assistance directly or otherwise to industrial and other concerns and to procure or assist in procuring such financial assistance by furnishing guarantees if required or otherwise.
3. To acquire by purchase, lease or otherwise, lands, mines, plantations and other immovable and other properties and to develop the same.
4. To grant and/or guarantee loans or advances to any Company, association or concern engaged in similar business in connection with the main business.
5. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or Company carrying on any business which the Company is authorised to carry on or which may seem suitable for the purpose of the Company.
6. To employ brokers, commission agents to provide for remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities, by granting of options to take the same, or in any other manner allowed by law.
7. To experiment or provide funds for experimenting inventions which may be brought to the notice of the Company by any person and which the Company may consider useful or remunerative and to obtain or assist in obtaining patent rights or privileges for any such inventions in India and elsewhere and to purchase or otherwise acquire any such inventions patents, patent rights or privileges when obtained by other and generally to purchase or otherwise acquire any patents or like privileges and inventions which the Company may think proper to acquire and pay for the same such consideration as the Company may think fit.
8. To work and utilise in such manner and for such purpose as can be conveniently carried on with the business of the Company the inventions, patents, rights, and privileges or any of them and to carry on such business having regard to the inventions in respect of which any such patents, rights or privileges are granted and to deal in or with products derived from the use of any such inventions.

⁴ Pursuant to the Special Resolution passed by the members of the Company through Postal Ballot on March 29, 2025, sub-clause 10 has been inserted under Clause III (A) titled 'The main objects of the Company to be pursued by the Company on its incorporation,' following the existing sub-clause 9.

9. To purchase, take on lease or in exchange, hire or by other means acquire or obtain options over any freehold or other property for any estate or interest whatsoever any rights, privileges or easements over in respect of any property, buildings, factories, mills, work, wharves, roads, machineries engines, transport vehicles, rolling stocks, plants live and deed stock or things and anymovable orimmovable property or rights which may be necessary or convenientfor-the purposes of the business of the Company or may enhance thevalue of any other property of the Company.
10. To build, construct maintain, alter, enlarge, pull down and remove or replace in contractual capacity any buildings, factories, mills, offices, works, roads, machineries, walls, fences, banks, dams, sluices or water courses and other work, and conveniences and to clear sites for the same which may be considered necessary by the Company or to advance the Company's interest and to contribute, subsidise, assist, take part of otherwise join any person in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
11. To pay all the costs, charges and expenses whatsoever and whatsoever incurred in connection with all matters preliminary and incidental to the said business and for the promotion, incorporation, establishment of the Company and to reimburse, compensate or remunerate by allotment to him or them of shares of the Company or credited and paid up in full or in part or by giving to him or them a share or interest in the profits of the Company or by paying in cash or by a combination of these modes or in such other manner and at such rate as the Company shall think fit and proper.
12. To acquire and undertake the whole or any part of the business, goodwill and assets of any person carrying on or proposing to carry on any of the business which the Company is authorised to carry on and to undertake all or any of the liabilities of such person, or to acquire interest or enter into any agreement or arrangement for sharing profit or co-operation or for mutual assistance with any such person to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon to hold and retain or sell, mortgage, grant option over and deal with any shares, debentures-stock or securities so received.
13. To enter into partnership or any other arrangement for sharing profits, co-operation, joint venture, reciprocal concession, licence or otherwise with any person carrying on or engage in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in any business or transaction capable of being conducted so as to benefit this Company and to give any special rights, licences, and privileges in connection with and in particular the right to nominate one or more person or persons, whether they be shareholders or not, to the Directors of the Company.
14. To amalgamate with any other firm, Company or corporation having objects, altogether or in part similar to those of his Company, subject to the provisions of the Companies Act, 1956.
15. To acquire any shares, stocks, debentures, bonds obligations or securities or any beneficial interest and whether or not fully paid up, by original subscription and tender, purchase, exchange or other-wise, and to guarantee the subscription

thereof and exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to permit the same to be held by any person or Company on behalf of or in trust for the Company.

16. To promote and pay all or part of the expenses for promoting one or more Company or Companies, society or societies, association or associations either in India or elsewhere for the purpose of acquiring and undertaking all or any of the properties and liabilities of the Company or for advancing directly or indirectly the objects or interest thereof and to any such Company, society or association all or any part of the property of the Company and acquired from every Company, society or association, such remuneration or price, payable in cash, shares (either fully or partly paid up), debenture or otherwise as the Company may think fit and to subsidise or otherwise assist any such Company, society or association or person.
17. To invest and deal with the moneys of the Company not immediately required and to borrow or raise money with or without securities or by the issue or sale of any bonds, mortgages, debentures, or debentures stock of the Company, whether perpetual or otherwise and to devote any money so raised to any of the objects to the Company.
18. To lend and advance money or give credit to such person or firm or body corporate and others having dealings with the Company and give guarantee or provide security for any such person, firm or body corporate for any purpose whatsoever and on any terms as the Company may think fit, provided that it shall not carry on any banking business as defined in the Banking Regulations Act, 1949.
19. Subject to provisions of the Act and as per Directives issued by the Reserve Bank of India, to receive moneys, securities or valuables on deposit at interest or for custody on such terms as the Company may think fit provided the Company shall not carry-on the business of banking.
20. To establish and support or aid in the establishment and support of the associations, funds, trusts and conveyances for the benefit of the employees, or ex-employees of the Company or the dependants of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful objects, but not intended to serve any political cause or purpose.
21. In the event of winding up of the Company, to distribute among the members of the Company, in kind, and property of the Company and in particular any shares, debentures, debenture-stocks, bonds or securities of other Companies or corporation, belonging to this Company may have the power of disposing as permissible under the Companies Act, 1956.
22. To enter into arrangement with any authorities whether Governmental, municipal, local or otherwise that may seem conducive to the Company's object or any of them and to obtain from any such authority rights, licence, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, licences, privileges and concessions.
23. To undertake and execute any trust which may be considered to be of benefit to the Company directly or indirectly for the purpose of the business of the Company.

24. To carry on any scientific research or other research which may be of benefit to the Company and to establish, conduct and carry on any educational or other institutions and research or such other activities for the attainment of the main objects.

25. To do the above things in any part of the world as Principals, agents, contractors, trustee or otherwise and by or through or in conjunction with other and to establish branches at places in and outside India as the Company may think fit.

IV. The liability of the member(s) is limited.

V. ⁵The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-five crores only) divided into 2,50,00,000 equity shares of Rs. 10/- each with the power to increase or decrease the Capital of the Company and to divide the shares into several classes and attach thereto respectively conditions in such manner as may for the time being be provided by the Articles of the Company.

⁵ Inserted by passing an ordinary resolution by the Members of the Company on 24th March, 2024 by means of Postal Ballot.

The authorised share capital of the Company of Rs. 25,00,00,000/- at the time of incorporation was modified from time to time by passing requisite resolutions by the members. The details of the modified authorised capital since incorporation till date is stated herein below:

DATE OF MODIFICATION	AMOUNT OF CAPITAL INCREASED (RS.)	TOTAL AUTHORISED CAPITAL (RS.)
Original Share Capital at the time of incorporation	25,00,000	25,00,000
09-03-1994	75,00,000	1,00,00,000
13-01-1995	2,25,00,000	3,25,00,000
21-08-1995	75,00,000	4,00,00,000
24-03-2024	21,00,00,000	25,00,00,000

We, the several persons whose names and addresses are subscribed below are desirous of being formed into the 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 to our respective names :-

Names, Addresses, Signatures Descriptions & Occupations of Subscribers	Number of Equity Shares taken by each Subscriber	Name, Address Description and occupation of witness
<p>RAJESH KUMAR KANKARIA S/o Surajmal Kankaria 33, Brabourne Road Calcutta-700 001 Chartered Accountant</p>	<p>1000 (One thousand)</p>	<p>Witness to all the Signatories: - PADAM KUMAR SHYAMSUKHA S/o Late Manak Chnad Shyamsukha 91, Netaji Subhas Road Calcutta-700 001 Chartered Accountant</p>
<p>RAJINI KANKARIA W/o R. K. Kankaria 33, Brabourne Road Calcutta-700 001 Housewife</p>	<p>1000 (One thousand)</p>	
<p>TOTAL</p>	<p>2000 (Two Thousand)</p>	

Calcutta
6th April, 1992

VADASSERIL
CHACKO
GEORGEKUTTY

Digitally signed by
VADASSERIL CHACKO
GEORGEKUTTY
Date: 2025.07.14
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THE COMPANIES ACT, 2013¹
(COMPANY LIMITED BY SHARES)
(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION
OF
RICHFIELD FINANCIAL SERVICES LIMITED

I. Interpretation

(1) In these regulations --

- (a) "the Act" means the Companies Act, 2013,
- (b) "the seal" means the common seal of the Company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

3. The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013.

II. Share capital and variation of rights

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be and allowed by law.

2. i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, --

¹ The new set of Articles of Association were adopted pursuant to members' resolution passed through Postal Ballot on March 24, 2024 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

- (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon be signed by two Directors or by a director and the Company secretary, wherever the Company has appointed a Company secretary:

Provided that in case the Company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

(iii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the Company.

4. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued

shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Lien

9. i) The Company shall have a first and paramount lien --

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made --

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board --

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of Shares

19. i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register --

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the Company has a lien.

21. The Board may decline to recognise any instrument of transfer unless --

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either --

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall --

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the Company may, by ordinary resolution, --

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock, --

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

39. i) The Company in general meeting may, upon the recommendation of the Board, resolve

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

40. i) Whenever such a resolution as aforesaid shall have been passed, the Board shall --

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power --

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General Meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time they are not within India, directors who are capable of acting who are not sufficient in number to form a quorum, any directors or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

44. i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, quorum shall be as provided under section 103 of Companies Act, 2013.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded shall be entitled to a second or casting vote.

Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Voting Rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares, --

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid

56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The persons hereinafter named are the Directors of the Company at the time of adoption of these articles.

1. SHRI RAJESH KUMAR KANKARIA
2. SHRI BIMAL KUMAR PATWARI
3. SHRI JAINARAYAN GUPTA
4. SHRI TARUN KUMAR BANERJEE
5. SHRI POONAM CHAND BOTHRA
6. SHRI S. NAVLAN

Unless otherwise determined by the Company in a General Meeting, the number of Directors shall not be less than three and more than Fifteen.

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them --

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

(b) in connection with the business of the Company

62. The Board may pay all expenses incurred in getting up and registering the Company.

63. The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

¹66A. Subject to the provisions of Securities and Exchange Board of India (Debtenture Trustees) Regulations, 1993 read with Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 (including any amendments or reenactment thereof, for the time being in force), the Board is required to appoint a person nominated by the debenture trustee(s) as a director on the Board of Directors of the Company within such period from the date of receipt of nomination from the debenture trustee(s) as applicable from time to time.

Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72. (i) A committee may elect a Chairperson of its meetings.

¹ Inserted by passing special resolution passed by the members through Postal ballot on March 29, 2026.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act, --

(i) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by a director and the Manager or Secretary shall not be satisfied by its being done by or to a director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.

The Seal

79. i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

80. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

85. i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the Company.

Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

Winding Up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder --

(i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Note: Article no. 27, 48 and 76 according to e-AOA (e-Articles of Association) shall not be included as they are applicable only in case of One person Company.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into the 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 to our respective names :-

Names, Addresses, Signatures Descriptions & Occupations of Subscribers	Number of Equity Shares taken by each Subscriber	Name, Address Description and occupation of Witness
<p>RAJESH KUMAR KANKARIA S/o Surajmal Kankaria 33, Brabourne Road Calcutta-700 001 Chartered Accountant</p>	<p>1000 (One thousand)</p>	<p>Witness to all the Signatories :- PADAM KUMAR SHYAMSUKHA S/o Late Manak Chand Shyamsukha 91, Netaji Subhas Road Calcutta-700 001 Chartered Accountant</p>
<p>RAJNI KANKARIA W/o R. K. Kankaria 33, Brabourne Road Calcutta-700 001 Housewife</p>	<p>1000 (One thousand)</p>	
<p>TOTAL</p>	<p>2000 (Two thousand)</p>	

Calcutta
6th April, 1992

certified to be true copy

for Richfield Financial Services Ltd

S. C. Chovadia

Director