

**THE COMPANIES ACT, 1956**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**DOLAT INVESTMENTS LIMITED**

- I. The name of the Company is **DOLAT INVESTMENTS LIMITED**
- II. The Registered Office of the Company will be situated in the Union Territory of Daman & Diu.<sup>1</sup>
- III. The Objects for which the Company is established are :
  - A. **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**<sup>2</sup>

“So long as the company is engaged in stock broking as a member of any recognized stock exchange in India, it will engage itself in only such business as a member of a recognized stock exchange is permitted to engage in under the Securities and Contracts (Regulation) Rules, 1957, and the Rules, Bye-laws & Regulations of the Stock Exchange.”<sup>5</sup>

1. To carry on the business of brokerage in all kinds of shares, stocks, debentures, bonds, securities, commodities, currencies and all kinds of equity, debt or other financial instruments and to carry on the business of brokers in capital market segment, derivatives segment, interest rate futures segment, wholesale debt segment, currencies derivatives segment, commodities derivatives segment and to carry on all or any of the activities that may from time to time be permitted by any Recognized Stock Exchanges for its members and to do all such other acts, deeds, and things which are reasonable, incidental or necessary to any of the above objects.<sup>5</sup>
2. To buy, sell or deal in all types of commodities traded on the Commodities and/or Spot Exchange(s) in India or abroad in cash or derivatives segments including forward contracts and to carry on business of investing and/or trading in commodities including gold, silver or other precious metals through dealer, merchants, agents and the Commodities Exchange(s) and/or Spot and/or Bullion Exchange(s)

including taking and/or giving physical delivery of commodities, articles, products, metals including gold, silver and other precious metals.<sup>3</sup>

3. To carry on the business of trading in shares, stocks, debentures, debenture-stock, bonds, obligations, units, derivatives in all segments and to carry on the business of an investment Company and to buy, sell, underwrite, invest in, acquire, hold shares, stocks, debentures, debenture-stock, bonds, obligations, units, derivatives and other investments and Securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations, units and other investments and securities issued or guaranteed by any Government, State, dominions, Sovereign rulers, Commissioners, public body or authority, Supreme, Municipal local or otherwise, firm or person whether in India or elsewhere.<sup>5</sup>

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A):<sup>2</sup>**

4. To payout of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its Capital including brokerage and commission for obtaining applications, for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
5. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction, which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
6. To undertake or participate in the formation, management, supervision or control of the business operations of any other company, firm or person, for the purpose of acquiring any of the properties or furthering any of the objects of the Company.
7. To receive money in any form, borrow or raise money on such terms and conditions as the Company may consider expedient and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit, and in particularly mortgages of the Undertaking(s) and all or any of the immovable property (present and

future) and the uncalled capital of the Company, or by the creation and issued, on such terms as may be thought expedient, of shares, bonds, debentures or debenture stock, perpetual or otherwise, or other securities of any description.<sup>2</sup>

8. To purchase, acquire or undertake or take over the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company carrying on or proposing to carry on or ceasing to carry on any business profession or activity which the Company is authorised to carry on, or possessed of property or rights suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, Money's worth or otherwise as may be deemed fit.
9. To enter into any arrangements with any Governments or authorities that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, licences and concessions, which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
10. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, concessions, properties or rights.
11. To sell, mortgage, exchange, grant leases, licences, easements and other rights in respect of, improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other company, whether partly paid up or fully paid up.
12. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
13. To draw, make, accept, endorse, discount, negotiate, execute and issue

bills of exchange, promissory notes and other negotiable or transferable instruments.

14. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
15. To donate or gift, in cash or kind, for any national, charitable, benevolent, public, or to any institution, club, society, research association, fund, university, college or any other person or body.
16. To apply for, secure, acquire by grant, legislative, enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy and charter, licence, power, authority, franchise, concession, right or privilege, which any Government or Authority or any Corporation or other public Body may be empowered to grant, and to pay for aid in and contribute towards carrying on the same into effect.
17. To apply for promote, and obtain any statute order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
18. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, licences, concessions and the like or any secret or other information, the acquisition of which may seem calculated directly or indirectly to benefit the Company.
19. To establish and maintain or procure the establishment and pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary 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 of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such

person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

20. To open bank accounts of all kinds including overdraft accounts, and to operate the same.
21. To distribute amongst the Members of the Company in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of the winding up of the Company, subject to the provisions of the Companies Act, 1956.
22. To invest and deal with the moneys of the Company not immediately required in any manner.
23. To adopt such means of making known and advertising the business of the Company as may seem expedient.
24. To purchase, take on lease or license or in exchange, or otherwise acquire any immovable or movable property, rights or privileges, which the Company may think necessary or convenient for any business of the Company and to develop and turn to account and deal with the same and in particular any land, tenements, buildings and easements in such manner as may be thought expedient and to construct, maintain and alter any immovable or movable property or works necessary or convenient for the purpose of the Company and to pay for the same either in cash or in shares or securities or otherwise and to sell, let, lease, or otherwise dispose of or grant right over any movable or immovable property belonging to the Company, if not immediately required for the business of the Company.<sup>2</sup>
25. To undertake, aid or promote research in economic, fiscal, commercial, financial, agricultural, medical, industrial, mining, technical and scientific problems and matters.
26. To become member of other bodies of persons and associations, including Societies, Clubs and Companies limited by guarantee, whether formed for profit or for non-profit activities.
27. To carry on the businesses of undertaking and setting up projects on turn key basis.
28. To carry out the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee or otherwise, and by or through

trustees or agents or otherwise, and either alone or in conjunction with others.

29. To buy, sell, trade or deal in currency, currency derivatives, shares, stocks, securities including all kinds of derivatives on all recognized stock exchanges.<sup>2</sup>

30. To invest or deal with the money and to lend or place deposits with security or otherwise either for or without interest with other companies, institutions, banks, local authorities, trusts or other bodies (whether incorporated or otherwise), and to invest the surplus funds of the Company from time to time in securities / instruments of companies, banks local authorities, co-operative societies, trusts or other bodies (whether incorporated or otherwise), units of Unit Trusts or Mutual Fund Schemes, Government Securities, Treasury Bills, Commercial Papers, Certificates of Deposits and other instruments and securities as may from time to time be determined by the directors and from time to time to sell or vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.<sup>2</sup>

31. To amalgamate or merge with, or absorb or takeover any company or companies or any body corporate, whether or not having similar objects with the Company, or to sell, exchange, lease, underlease, surrender, abandon, amalgamate, merge, demerge, slump-sale, subdivide, mortgage or otherwise deal with, either absolutely, conditionally or for any limited interest, all or any part of the undertaking(s), property rights or privileges of the Company, as a going concern or otherwise, to / with any public body, corporation, company, society or association, or to any person or persons, whether or not having similar objects as of this Company, for such consideration as the Company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, merger, absorption, acquisition, takeover, demerger, slump-sale or any other arrangement, as the case may be.<sup>2</sup>

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.<sup>2</sup>

- V. The Authorised Share Capital of the Company is Rs.18,10,00,000/ (Rupees Eighteen Crores Ten Lacs only) divided into 18,10,00,000 (Eighteen Crores Ten Lacs) Equity Shares of Re.1/- (Rupee One only) each. The Company has power from time to time, to increase or reduce its capital and to divide the shares in the Capital for the time being into other Clauses and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the company or the legislative provisions for the time being in force in that behalf.<sup>4</sup>
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End Notes:

- 1) Changed Registered office of the Company from the State of Tamil Nadu to the Union territory of Daman & Diu vide Certification of Registration of Regional Director order for change of state by Registrar of Companies, Goa dated 05.05.2015
- 2) Altered / Amended following by passing special resolution by the Members of the Company on 29th January, 2018 by means of Postal Ballot and registered by the Registrar of Companies, Goa, vide certificate dated 02<sup>nd</sup> February, 2018:
  - i. Title of Part A and Part B of Clause III
  - ii. Substituted with new sub clause 7 and 24 in Part B of the Objects Clause (Clause III)
  - iii. Inserted new sub clauses 29 to 31 after existing sub clause 28 under Part B of the Objects Clause (Clause III)
  - iv. Deleted existing clauses 29 to 62 in Part C of the Objects Clause (Clause III)
  - v. Replaced with Companies Act, 2013 in place of Companies Act, 1956\
  - vi. Substituted with new Clause IV
- 3) Object clause 2 has been replaced, vide special resolution passed through postal ballot process (result declared on 02.05.2014).
- 4) Authorised share capital increased from Rs.9,05,00,000 (divided into 9,05,00,000 equity shares of Re.1/- each to Rs. 18,1 0,00,000 (divided into 18,1 0,00,000 equity shares of Rs.1/- each) as per Shareholders resolution dated 28<sup>th</sup> September, 2007.
- 5) Altered / amended below clauses of MOA by passing resolution in BM dated 06.03.2019 subject to approval of Members and Registrar of the Companies
  - a) Replaced clause new sub clause 1 along with heading in Part A of the Objects Clause (Clause III). Earlier clause 1 was Substituted by passing special resolution by the Members of the Company on 29th January, 2018 by means of Postal Ballot.
  - b) Replaced new sub clause 3 under Part A of the Objects Clause (Clause III)

We, the several persons whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company 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.

Name, Address, Description and occupation of Subscribers	No or Equity Shares taken by each Subscriber	Signature of Subscribers	Signature. Name, address, description and occupation of witness
1) Suresh Raghunath Mule (S/o, Raghunath Mule) 8/A, M.A. Mehta Bldg., Navroj Lane, Ghatkopar (W), Bombay - 400086. SERVICE	1 (One Equity)	Sd/-	Sd/- NALIN SAKARCHAND PAREKH (S/O. SAKARCHAND DEVCHAND PAREKH) CHARTERED ACCOUNTANT A/5, MINISUVRAT DARSHAN, NAVROJ LANE, GHATKOPAR (W), BOMBAY 400086.
2) Smt. Bhagwati Dolatrai Shah (W/o. Dolatrai Amratlal Shah) B/5, Triveni, 1st Floor, S.V. Road, Santacruz (W), Bombay 400054. BUSINESS	1 (One Equity)	Sd/-	
3) Smt. Harsha Harendra Shah (W/o. Harendra Dolatrai Shah) B/5, Triveni, 1st Floor, S.V. Road, Santacruz (W), Bombay 400054. BUSINESS	1 (One Equity)	Sd/-	
4) Smt. Bimla Nalin Parekh (W/o. Nalin Sakarchand Parekh) A/5, Munisuvrat Darshan, Navroj Lane, Ghatkopar (W), Bombay 400086. BUSINESS	1 (One Equity)	Sd/-	
5) Pankaj Dolatrai Shah (S/o. Dolatrai Amratlal Shah) B/5, Triveni, 1st Floor, S.V. Road, Santacruz (W), Bombay 400054. BUSINESS	1 (One Equity)	Sd/-	
6) Shilpa Rajendra Shah (W/o. Rajendra Dolatrai Shah) B/5, Triveni, 1st Floor, S.V. Road, Santacruz (W), Bombay 400054. BUSINESS	1 (One Equity)	Sd/-	
7) Shailesh Dolatrai Shah (S/o. Dolatrai Amratlal Shah) B/5, Triveni, 1st Floor, S.V. Road, Santacruz (W), Bombay 400054. BUSINESS	1 (One Equity)	Sd/-	

**Bombay : Dated:** 14<sup>th</sup> February, 1983.