

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)  
(Incorporated under the Companies Act, 1956)

**MEMORANDUM OF ASSOCIATION**

**OF**

**SMC GLOBAL SECURITIES LIMITED**

- I.** The Name of the Company is: - **SMC GLOBAL SECURITIES LIMITED.**
- II.** The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**
- III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**
  1. To act as stock and share brokers and to acquire and hold one or more memberships in stock / securities exchange, National Stock Exchange, O.T.C.E.I. (Over the Counter Exchange of India), trade associations, commodity exchanges, clearing houses or association or otherwise in India or any part of the world, to secure membership privileges there from.
  2. Subject to the approval of Securities and Exchange Board of India and other authorities wherever required, to carry on the business of stocks share broking and its allied metal such as acting at underwriters, the underwriters, brokers to the issue of securities, dealers in securities by telling transferring hypothecated and holding of shares, debentures and securities of all kinds and descriptions of issue of shares / debentures and securities of all kinds, lead managers, brokers and Sub brokers of stock and new issue of shares, debentures and securities of all kinds and descriptions, Advisors and Registrar to the issue of securities share transfer agent, investment business and investment counseling, portfolio manager, corporate counseling, brokers to fixed deposit, inter corporate investment, canvassers, financial consultants, financial and discount brokers, Advisors and consultants to the issue of securities of all kinds and descriptions in their all aspects in India or abroad and to manage arrange merger and acquisitions.
  3. To carry on arbitrary business and business of investment in India and abroad and for that purpose to invest in, acquire, subscribe for, sold shares, bond, stock, securities, debentures, debenture stocks issued or guaranteed by any company constituted and carrying on business in India or elsewhere in the world, any Government, State, Port trust, public body, or authority supreme, financial institutions, Municipal, local or other otherwise weather in India or abroad.
  4. Subject to approval of Securities and Exchange Board of India (SEBI) and other authorities wherever required to, act as depository participants of depository(s) and to undertake all activities, functions and responsibilities related to thereto and further to do all other matter incidental or identical to the same.

**5. Subject to approval of the Securities and Exchange Board of India (SEBI) and any other regulatory/government authorities wherever required and subject to the compliance with SEBI (Alternative Investment Funds) Regulations, 2012, SEBI (Portfolio Managers) Regulations, 2020 and any other applicable laws, regulations or rules, to act as investment advisors, asset/investment managers, co-investment portfolio manager, management consultants, financial consultants, trustee, settlor, sponsor of investment vehicles including alternative investment fund/s, to seek appropriate regulatory licensing and carry out activities as required and permitted by the concerned regulator/s and to render all other services/activities as are usually rendered by investment advisors, asset/investment managers, co-investment portfolio managers, management consultants, financial consultants, including support and incidental services, to clients in India and abroad.**

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

1. To invest any money of the company not immediately required in such investments other than shares or stock in the company as may be thought proper and to hold, such investments as may be necessary for the purpose of the company.
2. Subject to section 73, 74, 75, 76, 76A, 179 and 180 of the Act and the regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing, by mortgage, charge or lien upon all or any of the property or assets of the company (both present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or Company of any obligation undertaken by the company.
3. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instrument or securities.
4. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated, or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the company.
5. To guarantee the performance of any contract or obligations of and the payment of money of or dividends and interest on any stock, shares or securities of any company, corporation, firm or persons in any case in which such guarantee may be considered directly or indirectly to further the objects of the company.

6. To enter into agreement for rendering and obtaining technical collaboration and or technical services and or financial collaboration whether by way of loans or capital participation with individuals, firms or body corporate whether in or outside India for the attainment of its objects.
7. To agree to refer to arbitration any dispute present or future between the company and any other company, firm or individual and to submit the same to arbitration in India or abroad either, in accordance with Indian or any foreign system of law.
8. To form, incorporate or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets control, management or development of the company or any other objects which in the opinion of the company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it thinks fit for services rendered or to be rendered in obtaining subscription for or placing or assisting to place or to obtain subscription for or of guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligation or securities of any other company held or owned by the company or in which the company has any interest or in or about the formation or promotion of the company or the conduct of its business or in about the promotion of any other company in which the company may have any interest.
9. To procure the registration or recognition of the company in or under the laws of any place outside India.
10. To pay for preliminary and any pre incorporation and pre operation expenses of the company in any manner as the company may decide.
11. To exchange, mortgage, let on lease royalty or tribute, grant licensees, easements, options and other rights or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the company of such consideration as may be thought fit and in particular for stock, shares whether fully or partly paid up or securities of any other company having objects in whole or in part similar to those of the company.
12. To pay for any rights or property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise.
13. To advance money, either with or without security and give credit to such persons including Government and upon such terms and conditions as the company may think fit, and to undertake financial and commercial obligations transactions and operations of all kinds.

14. To open any accounts with any individual, firm(s) or bank(s) and to pay into and withdraw money from such accounts whether they be in credit or debit.
15. To acquire, build, alter, maintain, enlarge, pull down, remove or replace and to work manage and control any buildings, offices, shops, machinery, engine, electric works and other works and convenience which may seem necessary to achieve the main objects of the company and to join with any other person or company in doing any of these things.
16. To buy, repair, alter, improve, exchange let out on hire and import plant, machinery, tools, utensil, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry on in any of the businesses carried on by the company.
17. To purchase, take on lease, or tenancy or in exchange, hire take options or otherwise acquire for any estate or interest, whatsoever and to hold develop, work cultivate concessions, grants, decrees, licensees, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the company.
18. To send out to foreign countries directors employees or any other persons for investigating possibilities of any business trade or for procuring and buying of machinery or establishing trade connection or in promoting the interest of the company and to pay all expenses incurred in this connection.
19. To acquire and undertake all or any part of the business, property and liabilities or any persons or company carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of property suitable for the purposes of the company and to pay for the same either in cash or in shares or partly in cash and partly in shares.
20. Subject to the provisions of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the company is authorised to carry on.
21. To enter into any arrangements and take all necessary and proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the company may have interest and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members and to assist the promotion weather directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from and such Government authority and company and character contracts, decrees, rights, grants, loans privileges or concessions which the company may think it desirable to obtain and carry out exercise and comply with any such arrangements, characters or decrees, rights, privileges or concessions.

22. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising 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 and donations.
23. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person or company on behalf of or the benefit of the company and with or without any declared trust in favour of the company.
24. To accept gifts and to give gifts and donations or to create trusts for the welfare of employees, members, directors and/or their dependents heir and children and for any deserving object and for other persons also and to act as trustees.
25. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the provisions of the Act.
26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pension allowances or emoluments to any persons who are or were at any time in the employment or service 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 as aforesaid and the wives, widows families and dependents of any such persons and also establish an subsidies and subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interest 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 persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
27. To distribute among the members in specie or otherwise any property of the company, or any proceeds of sale or disposal of any property of the company in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
28. To do all such acts and other things as may be deemed incidental or conducive to the attainment of the main objects or any of them.
29. To apply for and become a Corporate Member of any stock exchange/exchanges or to take over any existing Share Broking firm at Delhi or other places as may be expedient in the interest of carrying on the objects of the Company as may be determined by the Board of Directors.

**IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

V. The authorized share capital of company is Rs. 95,51,00,000/- (Rupees Ninety Five Crores Fifty One Lacs) divided in to 47,75,50,000 (Seven Crore Seventy Five Lacs and Fifty Thousand) equity shares of Rs. 2/- (Rupees Two) each.

VI. We, the several persons whose names and addresses are subscribed hereto, 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 capital of the Company, set opposite our respective names:

S. No.	Name, Address, Description & Occupation of each subscriber	Number of and type of Equity Shares	Signature of subscriber	Name, Address, description and signature of witness
1.	<b>Mahesh Chand Gupta</b> S/o Shri Shyam Sunder Gupta R/o C-39, Anand Vihar, I.P. Extension, Delhi-110092 (Business)	100 Equity Shares	Sd/-	<p>I hereby witness the signatures of all the subscribers who have signed in my presence</p> <p>Sd/- (R.S. CHAUHAN) ACA M. No. 89108 S/o Shri J.S. Chauhan 3072/40, Gola Market, Darya Ganj, New Delhi-110002 D-19, Green Park, New Delhi--110016</p>
2.	<b>Subhash Chand Aggarwal</b> S/o Shri Madan Gopal Aggarwal R/o C-335, Saraswati Vihar, Delhi (Chartered Accountant)	100 Equity Shares	Sd/-	
3.	<b>Dinesh Chand Gupta</b> S/o Shri R.K. Gupta R/o C-39, Anand Vihar, I.P. Extension, Delhi-110092 (Business)	100 Equity Shares	Sd/-	
4.	<b>Om Kishan Gupta</b> S/o Shri R.K. Gupta R/o C-39, Anand Vihar, I.P. Extension, Delhi-110092 (Business)	100 Equity Shares	Sd/-	
5.	<b>Damodar Krishan Aggarwal</b> S/o Shri Madan Gopal Aggarwal R/o C-335, Saraswati Vihar, Delhi (Business)	100 Equity Shares	Sd/-	
6.	<b>Sushma Gupta</b> W/o Shri Mahesh Chand Gupta R/o C-39, Anand Vihar, I.P. Extension, Delhi-110092	100 Equity Shares	Sd/-	
7.	<b>Ashok K. Aggarwal</b> S/o Shri Madan Gopal Aggarwal R/o C-335, Saraswati Vihar, Delhi	100 Equity Shares	Sd/-	

Place: New Delhi

Dated: 5<sup>th</sup> day of December, 1994