DRAFT MEMORANDUM OF ASSOCIATION

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF
PENBROOK INVESTMENTS LIMITED
(incorporated under the Indian Companies Act, 1913)

1. The name of the Company is ''Penbrook Investments Limited".

2. The registered office of the Company will be situated in the Union Territory of Delhi.

3. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—**

a) to carry on the business of investment company and to invest, subscribe, acquire, hold, buy, sell, trade, dispose off or otherwise deal in stock, funds, shares, debentures, debentures stock, bonds, obligations, or other forms of securities on behalf of the Company;

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

b) acquisition by purchase, lease, exchange, hire or otherwise of any property Immovable or movable and any rights or privileges which the Company may think necessary or convenient to acquire or the acquisition of which in the opinion of the Company is likely to facilitate the realisation of any securities held by the Company or to prevent or diminish any apprehended loss or liability;

c) to acquire, hold, manage, maintain and dispose of such movable and immovable properties, assets, rights and interests as may be necessary for the attainment of the objects of the Company;

d) to promote, develop or assist in promoting or developing any business undertaking or industry, whether existing or new, and to form, establish, operate or manage the same, either independently or jointly with other persons, companies, Industrial Development Corporations, State or other public or private sector entities or foreign parties, and to promote subsidiaries for .such purposes and to merge or amalgamate with such subsidiaries or to enter into collaborations, associations or arrangements with any person or entity for consulting, advisory, technical, managerial or other services;

e) undertaking and executing trusts;

f) undertaking the administration of estates as executors, trustee or otherwise;

g) establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons; granting pensions and allowances and making payments towards insurance; subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object;

h) the acquisition, construction, maintenance and alteration of any building or works necessary or convenient for the purposes of the Company;

i) acquiring and undertaking the whole or any part of the business of any person or company, when such business is of nature which this Company is authorised to carry on;

j) to amalgamate with any other company having similar objects altogether, or in part, similar to those of this Company;

k) to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others;

l) to do all such other things as are incidental or conducive to the promotion or advancement of the business of the Company;

m) to enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint adventure, reciprocal concessions or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company; and

n) to act as financial consultants and provide advice or consultancy services in various fields of finance, taxation and accountancy and to act as consultant in financial industrial enterprises;

4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. The Capital of the Company is Rs. 5,00,00,000/-(Rupees Five Crores) divided into 50,00,000 (Fifty Lacs) shares of Rs. 10/-(Rupees Ten) each.