

THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION

OF

****FIVE- STAR BUSINESS FINANCE LIMITED**

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

I. **The name of the company is FIVE-STAR BUSINESS FINANCE LIMITED

***[Name of the Company changed from FIVE STAR BUSINESS CREDITS LIMITED to FIVE-STAR BUSINESS FINANCE LIMITED and Clause I of the Memorandum of Association altered vide special resolution passed at the Extra Ordinary General Meeting held on 12th April 2016]*

II. The Registered Office of the company will be situated in the state of Tamil Nadu.

III. (A) The main objects to be pursued by the company on its incorporation are:

1. To carry on the business of Hire-purchase financing in all its branches and without prejudice to the generality of the foregoing, to finance for the Hire- purchase of movable properties of any kind including motor vehicles of all kinds of electronic, electrical goods such as air-conditioners, refrigerators, televisions or transistors and financing for the hire-purchase agreement relating to acquisition or development of plots of land or the acquisition or construction of houses and granting loans and advances for the purchase of plant and machinery under hire- purchase agreement.
2. To carry on the business of financing for any person, firm, company, association or institution, upon security of his or their undertakings, estate, assets, movable or immovable property or any part thereof or without security, upon such terms and conditions as may be deemed expedient and take such security either in the shape of mortgage, hypothecation, pledge or in any other form.
3. To carry on the business of buying and selling, hiring and letting on hire, leasing and letting on lease of movable properties of all kinds including plant, machinery, cold storage, refrigerators, air-conditioning machinery and equipment, internal communicating systems and equipment, computer, computer programme, software, office equipment of all kinds, security systems, tractors, tillers, commercial vehicles and motor vehicles of all kinds.
4. To carry on all kinds of guarantee and indemnity business and in particular to guarantee the payment of any money and the performance of any contract or obligation by any person, firm, company, association or institution.

5. To carry on the business of Merchant Bankers, Underwriters, Stock Brokers/ Sub Brokers, Portfolio Managers, Financial Consultants in all their aspects in India and outside and Foreign Exchange Dealers.

**(Clause III.A.3 and III.A.5 of the Memorandum of Association amended vide Special Resolution passed through Postal Ballot)*

III(B). Matters which are necessary for furtherance of the objects specified in clause III(A) are:

1. To draw, accept, endorse, discount, execute promissory notes, bills of exchange, bills of lading, bonds, warrants, debentures and other negotiable or transferable instruments.

2. * To open current or deposit account with any bank and to operate the same and to apply for and enjoy credit facilities from banks.

**[Clause amended vide special resolution passed at the Extra Ordinary General Meeting held on 28th July 2018]*

3. To amalgamate, enter into partnership or into any agreement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person, or firm or company carrying on or engaged in or about to carry on or engage in, any business or transaction which this company is authorized to carry on, or, engage in, so as to directly or indirectly benefit the company.

4. To enter into any arrangement with any government of State or Central, local authority or any person for the purpose of carrying out the objects of the company or furthering its interest and to obtain from any such government or authority or person any charities, subsidies, loans, grants, contracts, licences, rights, concessions, privileges which the company may think it desirable to obtain and exercise and comply with any such arrangements, rights, privileges and concessions.

5. To purchase or otherwise acquire and undertake the whole or any part of the business of any person, firm or company carrying on any business which this company is authorized to carry on.

6. To promote and form and to be interested in, and take, hold and dispose of shares in other companies, to transfer to any such company the property of this company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company, and subsidise or otherwise assist any such company.

7. To apply for, promote and obtain the incorporation, registration, or other recognition of the company, in any state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any acts of parliament laws, decrees, concession orders, rights or privileges that may seem conducive to the company's objects, or any of them, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interests.
8. To acquire any movable and immovable property, which the company may think it desirable to acquire by way of investment or with a view to resell or otherwise and to pay for the same.
9. To sell, lease, mortgage, exchange or otherwise dispose of the property, assets, or undertaking of the company or any part thereof for such consideration as the company may think fit, either for cash or for shares or other securities of any other company whether or not having objects altogether or in part similar to those of this company.
10. To acquire and hold by way of investment metals, bullion, gold and silver, silver articles, diamonds, precious stones, ornaments and jewellery and painting and coins and manuscripts and objects of art and to pay for the same either in cash or otherwise.
11. To undertake, carry out, promote and sponsor rural development comprising of any programme for the betterment of people of any rural area with a view to promote the social and economic status of the masses in those areas and to incur any expenditure on any rural development programme and to assist in the execution and promotion thereof whether directly or indirectly.
12. To undertake, carry out, promote, sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors may consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare of social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit.
13. *To receive securities and valuables of all kinds for safe custody and generally to carry on the business of a safe deposit company
**[Clause amended vide special resolution passed at the Extra Ordinary General Meeting held on 28th July 2018]*

14. *To borrow or raise money within the permissible limits without doing any banking business as defined in the Banking Regulation Act, 1949 and in security for the money so borrowed or raised to mortgage, charge or hypothecate or pledge the property of the company and to purchase, redeem or pay off any such securities.

**[Clause amended vide special resolution passed at the Extra Ordinary General Meeting held on 28th July 2018]*

15. To invest the surplus funds of the company from time to time in government securities or in other securities as may from time to time be determined by the Directors and to sell or vary all such investments and to execute all assignments, transfers and receipts and documents that may be necessary in that behalf from time to time.

16. To manage, sell and realize any movable or immovable property which may come into the possession of the company in satisfaction or part satisfaction of any of its claims.

17. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company.

18. To insure with any person or company against losses, damages, risks, and liabilities of any kind which may affect the company either wholly or partially.

19. To provide for and furnish or secure to any members or customers of the company or to any subscribers to or purchasers or possessors of any publication of the company, or of any coupons or tickets issued with any publications of the company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.

20. To provide for the welfare of the Managing Directors, and the employees or ex-Managing Directors, ex-Directors, ex-employees of the company and the wives, widows and families or the dependents of such persons, by building or contributing to building of houses, dwellings or chawls, or by grants of money pensions, providing insurance, allowance, bonus or other payments or by creating and from time to time subscribing or contributing to Provident Fund or other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, or other institutions, associations and objectives which shall have any moral or claim to support and aid by the Company either by reason of locality of operation or of public and general utility otherwise, subject to the provisions of the Companies Act, 1956.

21. To employ experts to investigate and examine into the condition, management prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.
22. To purchase, take on hire, or on lease and construct, maintain or later any building, store godown or office for the purpose of the company.
23. To help any charitable or benevolent object or to make donations to any national or public society subject to the provisions of the Companies Act, 1956.
24. To undertake and execute trusts.
25. To adopt such means of making known the business of the company as may seem expedient and in particular by advertisement in the press or by circulars, or by publication of books and periodicals or exhibition of works of art or interest and by the grant of prizes and donations, subject to provisions of the Companies Act, 1956.
26. To do all or any of the above objects in any part of the world in any capacity.
27. To open branches in any part of this country for the purpose of the company.
28. To carry on the business of financial advisers.
29. To carry on the business as auctioneers, underwriters, trustees and brokers.
30. To carry on the business of importers, exporters, buyers, sellers, traders and dealers in Motor Vehicles of all kinds and electronic and electrical goods of all kinds.
31. To act as selling and purchasing or other agents of manufacturing companies, insurance agents, publicity and advertising agents, and also to provide specialised services in investor relations relating to the above objects.
32. *Deleted
**[Deleted vide special resolution passed at the Extra Ordinary General Meeting held on 28th July 2018]*

[Clause III amended vide special resolution passed at the Extra Ordinary General Meeting held on 28th March 2015 as per Companies Act, 2013]

- IV. The liability of the members is limited.
- V. *The Authorized Share Capital of the Company is ₹ 55,00,00,000 (Rupees Fifty-Five Crores only) consisting of 55,00,00,000 (Fifty-Five Crores only) equity shares having face value ₹ 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 time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, condition or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary or modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

**[Clause V of the Memorandum of Association amended vide special resolution passed at the Extra Ordinary General Meeting held on 12th April 2016 for increase in Authorised Capital of the company from Rs. 12 Crores to Rs. 20 Crores by creation of additional 80,00,000 equity shares of Rs. 10/- each]*

**[Clause V of the Memorandum of Association amended vide special resolution passed at the Extra Ordinary General Meeting held on 28th July 2018 for increase in Authorised Capital of the company from Rs. 20 Crores to Rs. 30 Crores by creation of additional 1,00,00,000 equity shares of Rs. 10/- each]*

**[Clause V of the Memorandum of Association amended vide Confirmation Order of the Scheme of Amalgamation of Five-Star Housing Finance Private Limited with Five-Star Business Finance Limited dated 17th March 2020 issued pursuant to the provisions of Section 233 of the Companies Act, 2013 by the Regional Director, Southern Region, Ministry of Corporate Affairs]*

**[Clause V of the Memorandum of Association amended vide special resolution passed at the Extra Ordinary General Meeting held on 8th October 2021 for sub-division of Company's equity shares having face value of Rs 10/- (Rupees ten) each into equity shares having a face value of Re 1/- (Rupee One) each]*

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VI. We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sl. No.	Name and Signature of Subscriber	Address, Description and Occupation of Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description and Occupation of Witness
1.	(Sd.) R.VARALAKSHMI	W/o. D. Venkatesan 5/1 Kondalier Street, Madras – 79. (House Wife)	10 (Ten)	
2.	(Sd.) R. BASKARAN	S/o . K. S. Ramaswamy 21, C.S.M. Street, Madras – 79. (Business)	10 (Ten)	
3.	(Sd.) D. MEERA	W/o. B.C. Deenadayalan 13, Vedagiri Maistry St., Chintadripet, Madras-2. (House Wife)	10 (Ten)	
4.	(Sd.) R. SUGUNA	W/o. V.K.Ranganathan 12, Navaneethammal St., A.N.Colony, Madras-29. (House wife)	10 (Ten)	K Dhinakaran, Subscriber No. 7, was in Madras on 30.04.84 and signed in my presence (Sd.)
5.	(Sd.) M.K. MOHAN	S/o. M. Kothandapani 250, P.H.Road, Madras– 29. (Business)	10 (Ten)	P. RAVICHANDRAN S/o. D.Parthasarathy 44, Armenian Street, Madras - 1.
6.	(Sd.) S.D.V. CHANDRU	S/o, Late. S. D.Venkatesan 9, Dr. Vasudevan Road, Madras – 10. (Business)	10 (Ten)	Chartered Accountant
7.	(Sd.) K. DHINAKARAN	S/o. N. Kandaswamy 34/4 Vellore Main Road,	10 (Ten)	

8.	(Sd.) C. KALAVATHY	Arcot (N.A. Dt.) (Business) W/o. A. Chitrarasu 9, V.V. Koil Street, Madras - 29 (House wife)	10 (Ten)	
9.	(Sd.) C. SUGUANTHI	W/o. S.D.V. Chandru 9, Dr. Vasudevan Road, Madras - 10 (House wife)	10 (Ten)	
		Total	90 (Ninety)	