

THE COMPANIES ACT, 2013
(PUBLIC COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
CAPITAL TRADE LINKS LIMITED

- I. The Name of the Company is CAPITAL TRADE LINKS LIMITED.
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. (A) The objects to be pursued by the Company on its incorporation are:
 1. To carry on the business of exporters, importers, buyers, sellers, producers, distributors, suppliers, designers, maintainers, repairers, consultants, traders and dealers for the purpose of dealing and trading in all kinds of software and hardware of IT equipments in any manner by way of any means including *e-commerce* and to carry on the said business in India or elsewhere in the world by itself or through agents or others as may be deemed proper and to carry on the business of hire purchase company and to acquire, to provide on hire purchase basis of all types of industrial and offices plant, equipment, machinery, vehicles, required for manufacturing, processing, transportation and trading businesses and other commercial and service businesses.
 2. To finance the industrial enterprises by way of lending and advancing money.
 3. To lend or advance money to builders and other persons on securities of all description whether real or personal and to grant loans upon 'mortgage of any lands, buildings and hereditaments of whatever tenure for the improvement thereof or otherwise provided that the company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
 4. To carry on the business of finance, trust, legal trust and to finance Industrial Enterprises and to promote companies engaged in industrial and trading business.
 5. To carry on the business of commission agents, brokers, factors, consul-tarts, representatives, middlemen, real estate, iron and steel, foodgrains, importers and exporters.

6. To lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security (whether movable or immovable), as may seem expedient and, in particular to customers of and persons having dealings with the Company and to any other company or firm or person, as may be expedient and to establish and carry on the business of portfolio management and other financial and advisory service activities such as investment counseling, financial consultancy, advisory and consultants to investments in securities and to carry out such other activities related to savings and investments advisory services for clients and to manage the funds of investors by investment in various avenues and to distribute the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any financial intermediary, to contract for, and participate in any kind public issue and underwriting thereof and to acquire, buy, purchase, sell, or otherwise deal in shares, stocks, bonds, debentures, obligations or other securities of any government, Municipality or other Public bodies, companies or associations and particularly of companies and to carry on the business generally carried on by finance companies.

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

1. To purchase and otherwise acquire, own, import, sell, export and deal in all materials, substances, appliances, machines, containers and other articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the said business or any part thereof.
2. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engine, roadways, tramways, railways, branches of siding, bridges, reservoirs, water courses, wharves, electric works and other works and conveniences 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.
3. To buy, sell, manufacture, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials substances, article and things capable of being used in any business which this company is competent to carry on and to manufacture, experiment with, render, market-able and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the Company.
4. To purchase, take on lease of tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest, whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kinds which may appear to be necessary or convenient or any business of the company.
5. To pay for preliminary and pre-incorporation expenses of the Company.

6. Subject to the approval of shareholders under Section 293 of the Act, to sell, exchange, mortgage, let on lease, royalty or tribute grant licences, easements, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effect of the company for 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 whole or in part similar to those of the company or as may be approved by the shareholders.
7. 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 hire or 'them of shares or securities of the Company as paid up in full or in part or otherwise.
8. To lend and 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, provided that the company shall not carry on banking business within the meaning of Banking Regulations Act, 1949,
9. To undertake financial and commercial obligations, transaction and operations of all kinds,
10. To guarantee the performance of any contract or obligations of and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes; bonds, debenture stock, contracts, mortgages, charges, obligations: instruments and securities of any company or of any authority, supreme, municipal, local 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.
12. To subscribe for, underwrite, acquire, hold and sell shares, share-stock, debentures, debenture stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or Under-taking) of whatever nature and whatsoever constituted or carrying on business; and to, subscribe for underwrite, acquire, hold and sell shares, debentures and debenture stocks, and debenture bonds, mortgages, obligations and other securities issued and guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company,
13. To invest in other than in company's own shares any money of the Company not immediately required in any investments moveable or immovable as may be thought proper and to hold, sell or otherwise deal with investments, shares or stock in the company as may be necessary for the purpose, of the Company.

14. To Subject to Sec. 73 , 179 and 180 of the Act and the regulation made thereunder and the directions issued by 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 the 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 similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other person of Company, of any obligation undertaken by the Company.
15. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions trade marks, designs; licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information to any invention process or privileges which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly for indirectly or benefit the company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
17. To spend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
18. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees and otherwise.
19. To acquire and undertake all or any part of the business, property and liabilities of any persons or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
20. To procure the registration or recognition of the company in or 'under the laws of any place outside India.

21. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the equalization of all or any of the assets or control, management or development of the Company of any other object which in the opinion of the Company could or might directly or indirectly assist and Companies 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 shall think fit for service rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other company in which the Company may have an interest.
22. Subject to the provisions of section 230 to 232 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, 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.
23. To enter into any arrangements and take all necessary or proper steps with Government or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the company or furthering the interests of the members 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 whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out and to exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions, with the company may think it desirable to obtain and carry out., exercise and comply with any such arrangements, charters, decrees, rights, privileges or concession.
24. 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 exhibitions of works of art or interest, by publication books and periodicals and by granting prizes, rewards and donations.

25.
 - a. 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 -acquire by or belonging to the company in and person or Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company;
 - b. To accept gifts including by way of Awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donation to treat trusts for the welfare of employees, members, directors and/or their dependants, heirs and Children and for deserving object for and other persons also and to act as trustees.
26. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combinations, fire, accidents or otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families or dependants and whether or not in common with ,other persons or classes of person and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractories, dinning and recreation rooms; churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
27. To aid peculiarly or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or, troubles or the promotion of industry or trade.
28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the provisions of section 182 of the Act.
29. Subject to the provisions of the Gift Tax Act, 1951, and the Statutory amendments thereof, the Company has power to make and receive gifts either in cash or other moveable or immovable properties.
30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, 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 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 afore-said and the wives, widows, families and dependants- of any such persons and also establish and subscribe to any institutions, associations, 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.

31. 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 any) for the time being required by law.
 32. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- IV. The liability of 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 the Company is Rs. 32,00,00,000/- (Rupees Thirty Two Crores only) divided into 32,00,00,000/- (Thirty Two Crores) Equity Shares of Re.1/- each.”

We the several persons whose names and addresses are subscribed hereto 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:

S. No.	Names, addresses , description & occupation of each subscriber	Number of and type of shares security	Signature of Subscribers	Name , Addresses description and signature of witnesses
1.	Brij Goyal S/o Shri R.L. Goyal B-192, Gujranwala Town, Delhi-110033 Mechanical Engineer	1(One Only)	Sd/-	I witness the signatures of the subscribers. Sd/- Pradeep Aggarwal S/o Shri B.L. Agarwal B-72, Himalya House , 23, Kasturba Gandhi Marg, New
2.	Pawan Kumar Khator S/o Shri V.D. Khator A-2/6, Radhey Niwas, Krishna Nagar, Delhi-110051 Service	1(One Only)	Sd/-	
3.	Anil Kumar Rustagi S/o Shri B.D. Rustgi 423, Gali Sheesh Mahal, Bazar Sita Ram, Delhi-110006 Advocate	1(One Only)	Sd/-	
4.	Ashok Kumar S/o Shri Jaswant Rai House No. 9294, Gali No.6 Multan Dhandha, Pahar Ganj, New Delhi-110005 Service	1(One Only)	Sd/-	
5.	Krishan Kumar S/o Shri B.R. Gupta 3/6 D.B. Gupta Road Paharganj, New Delhi-110005 Service	1(One Only)	Sd/-	
6.	Anand Khauka S/o Shri Gauri Shanker Khauka 1622, Old Marwari Katra, Nai Sarak, Delhi-110006, Service	1(One Only)	Sd/-	
7.	Jalaj Shrivastav S/o Mr. J.P. Shrivastava E-I-40, Lajpat Nagar, New Delhi-110024 Service	1(One Only)	Sd/-	

Place: New Delhi

Dated: 10th day of Dec., 1984