
MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
TATA CAPITAL FINANCIAL SERVICES LIMITED



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U67100MH2010PLC210201

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

TATA CAPITAL FINANCIAL SERVICES LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन-पत्र आज दिनांक उन्नीस नवम्बर दो हजार दस को मेरे हस्ताक्षर से मुंबई में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U67100MH2010PLC210201

2010 - 2011

I hereby certify that TATA CAPITAL FINANCIAL SERVICES LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Mumbai this Nineteenth day of November Two Thousand Ten .



(M. KANNAN)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

TATA CAPITAL FINANCIAL SERVICES LIMITED

One Forbes., Dr. V. B. Gandhi Marg, Fort,

Mumbai - 400001,

Maharashtra, INDIA



व्यापार प्रारंभ करने का प्रमाण-पत्र
कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में

कॉर्पोरेट पहचान संख्या : U67100MH2010PLC210201

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
TATA CAPITAL FINANCIAL SERVICES LIMITED

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक उन्नीस नवम्बर दो हजार दस को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण-पत्र आज दिनांक सोलह दिसम्बर दो हजार दस को मेरे हस्ताक्षर से मुंबई में जारी किया जाता है।

Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U67100MH2010PLC210201

I hereby certify that the TATA CAPITAL FINANCIAL SERVICES LIMITED which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Nineteenth day of November Two Thousand Ten, and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given under my hand at Mumbai this Sixteenth day of December Two Thousand Ten



(HENRY RICHARD)

कम्पनी रजिस्ट्रार / Registrar of Companies
महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

TATA CAPITAL FINANCIAL SERVICES LIMITED
One Forbes., Dr. V. B. Gandhi Marg, Fort,
Mumbai - 400001,
Maharashtra, INDIA



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

Corporate Identity Number: U67100MH2010PLC210201

(SECTION 102(1) OF THE COMPANIES ACT, 2013)
CERTIFICATE OF REGISTRATION OF ORDER CONFIRMING REDUCTION OF CAPITAL

TATA CAPITAL FINANCIAL SERVICES LIMITED having by special resolution passed on 2016-06-24 reduced its capital, and such reduction having been confirmed by an order dated 2016-08-05 of the Hon'ble High Court of Judicature at Bombay, Mumbai passed in Petition number CSP 464 of 2016.

I hereby certify that a copy of the said order and Minutes approved by the Hon'ble High Court of Mumbai showing the particulars of the capital and shares of the company as altered by the said order have this day been registered.

Given under my hand at Mumbai this nineteenth day of september two thousand sixteen

Ministry of
Corporate Affairs -
Govt of India

SATYA PARKASH KUMAR
Registrar of Companies (STS)
Registrar of Companies
RoC - Mumbai

Mailing Address as per record available in Registrar of Companies office:

TATA CAPITAL FINANCIAL SERVICES LIMITED
One Forbes,, Dr. V. B. Gandhi Marg, Fort, Mumbai, Maharashtra, India,
400001



THE COMPANIES ACT, 1956
THE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

TATA CAPITAL FINANCIAL SERVICES LIMITED

- I. The name of the Company is TATA CAPITAL FINANCIAL SERVICES LIMITED
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.
- III. The objects for which the Company is established are:

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of a leasing company, hire purchase company and finance company and to undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment/infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, as also services of every kind and description, computers, storage tanks, toll roads, communication satellites, communication lines, factories, rolling stock, moveable and immoveable property, to engage in all forms of securitisation, instalment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow, to transact business as promoters, financiers, monetary agents, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares or other securities.

2. To promote the formation and mobilization of capital, to manage capital, savings and investment, to act as a discount and acceptance house and purchase, finance, re-finance, co-accept, discount and re-discount bills of exchange(s) or any other kind of trade or financial bills or credit instruments, to act as or carry on the business of consultants, advisers, managers, experts and technical collaborators in matters pertaining to, without prejudice to the generality of the foregoing, portfolio management services, syndication of loans, counselling and tie-up for project and working capital, finance, syndication of financial arrangements whether in domestic or international markets, mergers and amalgamations, asset reconstruction or recovery, wealth management, infrastructure finance, corporate re-structuring, corporate planning & strategic planning, foreign currency lending or borrowing, project planning and feasibility, investment counselling, setting up of joint ventures, finances, management, marketing of financial and money market instruments and products, prospecting and projecting of businesses and valuation of undertakings, business concerns, assets, concessions, properties or rights or any other business area and to employ experts for any of these purposes and to promote or act as Investment Bankers, Merchant Bankers, Portfolio Investment Managers, Lead Managers or Co-Managers, Market Makers, Book Runners and further perform any other kind of role as an Intermediary or Advisor in the Securities Market.
3. To render services as brokers, commission agents, importers and exporters, and to act as trustees, executors, administrators, managers, agents or attorney, to carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any financial intermediary, to contract for, and negotiate and issue and participate in funding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities.
4. To act as money changers, brokers, dealers, agents, buyers and sellers of all foreign exchange in the form of currencies, travellers' cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary; to take positions, hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers' cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to deal in documents related to import or export trade, payables or receivables or securities either within or outside India; to engage in the foreign exchange money changing business, money transfer services in foreign exchange, either in the form of foreign currency notes / coins or travellers' cheques, cards (pre-paid, credit or debit) or any other negotiable instruments to or from India or abroad; to deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct

or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients; to manage, acquire, hold, exchange, dispose of monies, foreign exchange, investments, funds, pools relating to and/or emanating from India or elsewhere on its own behalf or on behalf of its clients, customers, dealers, brokers, agents, trusts, funds, Government or other bodies; to do the business of broking in exchange, currencies.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

5. To invest the capital or other funds of the Company in the purchase of acquisition of or rights in moveable and immoveable property, to use the capital, funds and assets of the Company as security for borrowing and the acquisition of or rights in moveable or immoveable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, or to finance their acquisition or leasing or hire purchase.
6. To lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security, 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 guarantee the performance of contracts by any such persons, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
7. To open current or savings or fixed deposit accounts with any bank and to pay into and draw money from these accounts.
8. To negotiate loans, borrow monies, issue secured or unsecured debentures, whether convertible or non-convertible, to negotiate indemnity contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities from banks, financial institutions, government or semi-government bodies and others, or on behalf of companies, firms, societies, associations and others.
9. To purchase, take on lease or in exchange, or otherwise acquire any lands and buildings and any estate or interest in, and any rights connected with any such lands and buildings and to develop and turn to account any land and/or buildings acquired by the Company and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, cultivating, letting and/or selling and by advancing money to any entering into contracts and arrangements of all kinds with builders, tenants and others.
10. To form, promote, subsidize and assist companies having similar objects and partnerships, to promote and acquire any concern as a running

business or otherwise or purchase any part of the assets of any concern or any Company or any interest or share thereto and to pay for the same including its goodwill either in cash/or by issue of shares or otherwise and invest the moneys of the Company for the said purposes.

11. To guarantee or become liable for payment of money or for performance of any obligation or undertaking or to undertake and execute any trust and/or appoint trustees thereof from time to time and vest funds or any property in the trustees and generally to transact all kinds of guarantee business or any business, undertaking transaction or operation commonly carried on or underwriters but not to carry on the business of the Banking Regulation Act or the Insurance Act.
12. To enter into agreements, contracts for, undertake or otherwise arrange for receiving, mailing or forwarding any circular, notice, report, material, brochure, article and thing belonging to any company, corporation, firm, institution or person or persons by means of delivery by hand, electronically or otherwise and to establish, hold or conduct competitions in respect of contribution or information suitable for insertion in any publications of the Company or otherwise for any of the purposes of the Company and to offer and grant prizes, rewards and premiums of such character and on such terms as may be expedient.
13. To act as agents for financial products such as deposits, units of mutual funds, insurance policies, government securities, shares, bonds, debentures and/or other financial instruments and to do the above in any part of the world and either as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others.
14. To apply for and to obtain assistance (financial, technical or of any other type) from Government and other organisations, companies, firms or individuals, national or international, for developing the business or businesses of the Company.
15. To enter into any arrangements with any Government or authorities, municipal, local or otherwise or any person, firm, institution or company in India or abroad that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person, firm, institution or company, rights, privileges, charters, contracts, licenses and concessions, including in particular rights in respect of waters, waterways, roads, and highway which the Company may think it desirable and to carry out, exercise and comply therewith.
16. To acquire, purchase, takeover and /or amalgamate business or undertakings of companies or firms which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate or merge with companies whose business are so acquired, purchased or taken over and/or to enter

into any agreement with the object of acquisition of such undertaking and/or business.

17. To aid pecuniary or otherwise any association, body or movement having for its object the solution, settlement, or surmounting of industrial or labour problems or troubles, or the promotion of industry or trade.
18. To acquire and secure membership, seat or privilege either in the name of the Company or its nominee or nominees in and of any association, exchanges, market, club or other institution in India or any part of the world for furtherance of any business trade or industry.
19. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith, and upon any such purchase, to undertake the liabilities of any company, association, partnership or person, having similar objects.
20. To act as agents or trustees for any person or company and to undertake and perform sub-contracts and to do all in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others, sub-contractors, trustees or otherwise.
21. To remunerate the employees of the Company and others, out of and in proportion to the profits of the Company, or otherwise apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of forfeited shares, and also any moneys arising from the sale by the Company of forfeited shares.
22. To acquire by purchase, lease, exchange, hire, concessions, grant or otherwise either absolutely or conditionally and either alone or jointly with others, any patents, licences, concessions, patent rights, trade marks, privileges and other rights for the object and business of the Company or 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 realization of any securities held by the Company or to prevent or diminish any apprehended loss or liability or which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims and to pay for all such property and rights purchased or acquired by the Company in any manner including by shares, debentures, debenture stock, or bonds or other securities held by the Company or otherwise and to manage, sell, develop, improve, exchange, let on lease, or otherwise dispose of or turn to account all such property and rights purchased or acquired by the Company and to acquire and hold and generally deal with in any manner whatsoever all or any property and rights, moveable or immovable and any right, title or interest therein which may form part of the security for any loans or advances made by the Company or which may be connected with any such security and all

at such times and in such manner and for such manner and for such consideration as may be deemed proper or expedient.

23. To promote, form and register, and aid in the promotions, formation and registration of any company or companies, subsidiary or otherwise, body corporate, partnership or any other association of persons for engaging in any business, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise, acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or for any of the objects mentioned in this Memorandum, and to subsidise or otherwise assist any such company.
24. To purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company.
25. To make donations to (by cash or other assets, or by the allotment of fully or partly paid-up shares, or by a call or option on shares, debentures, debenture-stock, or securities, of this or any other Company, or in any other manner, whether out of the Company's capital, or profits, or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place, or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company for charitable, scientific, religious or benevolent, national, public general or other objects which the Company may think proper and to make such other donations as may be permissible under the law.
26. To lend money, securities and property, or receive loans or grants or deposits.
27. Subject to the provisions of Sections 292 and 293 of the Companies Act, 1956, 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 or binding on the Company in such manner as may be thought fit, and in particular, by the issue or sale of debentures, debenture-stock, bonds; obligations, mortgages and securities of all kinds either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same, by trust deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company or otherwise howsoever, and to pledge or hypothecate any of the securities or investments of the kinds aforesaid. Provided the Company shall not carry on banking business as defined under Banking Regulations Act,

1949, and subject to the provisions of Section 58 A of the Act and Reserve Bank of India directives in force from time to time.

28. To pay for any business, property or rights acquired or agreed to be acquired by the Company and to remunerate any person or company and generally to satisfy any obligation of the Company by cash payment or by the issue, allotment or transfer of shares of this or any other company credited as fully or partly paid up or debentures or other securities of this or any other company.
29. To draw, make, execute, issue, endorse, negotiate, accept, discount, buy, sell, collect and deal in bills of exchange, commercial paper, treasury bills, hundies, promissory notes, bills of lading, railway receipts, warrants, debentures, bonds, mortgage backed securities, letters of credit or obligations, certificates, scripts, warehouse receipts, pass through certificates and other negotiable instruments or securities whether transferable or negotiable or mercantile or not.
30. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and 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 and costs, charges, expenses of negotiations and contracts and arrangement made prior to and in anticipation of the formation and incorporation of the Company, having regard to the provisions of the Companies Act, 1956 and for incidental to the raising of money for the Company.
31. To sell, mortgage, exchange, lease, grant licenses, easements and other rights over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including any stocks, shares or securities, of any other company, whether partly or fully paid up.
32. To sell, improve, manage, develop, exchange, loan, lease or let, under-lease, sub-let, mortgage, dispose of, turn to account or otherwise deal with any property of the Company or any portion of any premise for residential, trade or business purposes or other private or public purposes and collect rents and incomes therefrom.
33. 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, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or who are or were at any time Directors or Officers of the Company and the wives, widows, families and dependants of any such persons, by building or

contributing to building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments, or by creating and forming from time to time, subscribing or contributing to provident and other associations, institutions, funds or trusts, granting pensions and allowances, making payments towards Insurance and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money or donate to charitable, benevolent, patriotic, religious, scientific, national, or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or a public and general utility or otherwise.

34. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public, institutions, objects or purposes or for any exhibition.
35. To maintain local registers or places of business in any part of the world and establish and maintain branches, offices and agencies either through a subsidiary company or companies or otherwise at any place or places in India or other parts of the world for the conduct of the business of the Company or for the purpose of enabling the Company to carry on its business more efficiently and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any part of the world and to discontinue any such offices, branches or agencies.
36. To stand guarantors and be surety or answerable for the debts, or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans or the fulfillment of any obligations or performances by any such person, firm or company, and to enter into contracts of indemnity or guarantee on such terms and conditions as may seem necessary or expedient for effecting the same.
37. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund, whether for depreciation or preparing, repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redemption of preference shares, or for any other purposes conducive to the interest of the Company.
38. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company, and by any moneys received in respect of forfeited shares.
39. To encourage, promote and reward studies, researches, experiments, tests and investigations of any kind, nature and description that may be

considered likely to assist any of the businesses which the Company is authorized to carry on and further to acquire, preserve or disseminate information in connection with trade, commerce and industry, which the Company is, for the time being engaged in.

40. To undertake, carry out, promote, sponsor or assist directly or in any other manner any social or charitable activity or other programmes including those for promoting the social and economical development and welfare of or the uplift of the people in rural areas.
41. Subject to the provisions of the Companies Act, 1956, or any other enactment in force, to indemnify and keep indemnified officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or omitted to be done by them for and in the interests of the Company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
42. To apply for and promote any Act of any legislature, or order or other legislative or legal sanction, either in India or anywhere else in the world, and to take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interest, and to carry on any negotiations or operations for enabling the Company to carry out any of its objects into effect, or for effecting any modification to the Company's constitution or for any purposes deemed beneficial to the Company or likely directly or indirectly to promote the interest of the Company or its members; and to oppose any steps taken by any authority, Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members.
43. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned to arbitration and to observe and perform and do all acts, matters and things necessary to carry out or appeal against or enforce the awards, and to institute, conduct, defend, compound or abandon any legal or other proceedings by or against the Company and to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands against the Company and to appoint advocates, consultants and advisors in this connection.
44. To undertake, carry out, promote, sponsor or assist directly or in any other manner any activity for the promotion and growth of the national economy and national welfare through increased productivity, effective utilisation of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations and to discharge what the Directors consider to be the social and moral responsibilities of the Company to the consumers, employees, shareholders, society and local community.

45. To train or pay for the training in India or abroad of any of the Company's employees or to recruit and employ Indian or foreign experts in the interest of or in furtherance of the objects of the Company.
46. Subject to the provisions of Section 292 of the Companies Act, 1956, to invest the surplus funds of the Company, from time to time, by acquiring shares, securities, stocks, debentures, bonds, units or Government securities or other securities, stocks, or otherwise and in such manner as may from time to time sell or vary such investments as may be determined by the Directors and to exercise and enforce all rights and powers conferred by or incidental to such investments and execute all such assignments, endorsements, transfers, receipts and documents that may be necessary in that behalf.
47. To grant employee stock options in accordance with the provisions of the Companies Act, 1956 and as may be permitted by the Securities and Exchange Board of India or Reserve Bank of India, as the case may be.
48. To subscribe for, take, or otherwise acquire and hold shares, stock, debentures or other securities of any other company having objects altogether or in part similar to those of the company, firm or association or co-operative society.
49. To insure any of the property, undertakings, contracts, risks or obligations of the Company in any manner whatsoever.
50. To provide for and furnish or secure to any member or customer of the Company, any convenience, advantage, benefit or special privilege, as may be legally permissible and which may seem expedient or necessary, either gratuitously or otherwise.
51. To acquire and hold shares, debentures, securities which the Company is required to hold under any obligation of any company, association or public undertaking or issue by any Government, Municipal; or local authorities and to sell or otherwise dispose of any such shares, debentures, bonds, obligation or securities.
52. To employ officers, clerks, agents, field officers, canvassers, branch officers, auditors, labourers and other servants and brokers or commission agents and to pay or, as may be found fit expedient necessary or desirable, provide for payment to any or all of them as well as ex-employees, associates, directors or ex-directors of such remuneration, salary, bonus, commission, brokerage, incentives or ex-gratia or lump sum payment, as a token or in consideration of services rendered, whether presently or otherwise, to the Company or otherwise in the interests of the Company to do so.
53. To apply to become a member of any recognised Stock Exchange in India or abroad if so permitted or allowed and to apply for and become

member of any business, commercial/trade/ industrial association, clearing house, society, company, professional body, stock-exchange, depository and promote measures for the protection and/or promotion of the Company's trade, industry and persons engaged therein.

54. To nominate Directors or Employees of the Company in any subsidiary company or of any other company in which this Company is or may be interested or concerned.
55. To buy, sell, import, export and deal in merchandise, products, substances, commodities, articles and things required for the business of the Company.
56. To enter into collaborations, technical, financial or otherwise with any persons and other persons or with foreign companies or government and acquire by grant, purchase, lease, barter, licence or other terms of copyrights, formulae, process and other rights and benefits and to obtain financial and/or technical information, know-how and expert advice for providing or rendering services which the Company is authorized to provide or render.
57. To purchase, hire or otherwise acquire and maintain suitable buildings, ownership flats, apartments, furniture and other fittings for the purpose of achieving any of the objects for which the Company is established and to construct, alter or keep in repair any buildings, flats or premises belonging to the Company.
58. To distribute any of the property of the Company amongst the members in specie or in kind in the event of winding up subject to the provisions of the Companies Act, 1956.
59. To manage the funds of Investors by investing in various avenues like Growth Fund, Income Fund, Risk Fund, Exempt Fund, Pension/Superannuation Funds and to pass on the benefits of portfolio investments to the Investors as dividends, bonus, interest and to provide a complete range of personal, financial services like investment planning, estate planning, portfolio management consultancy/counselling services and to form, create establish, make, manage and maintain or produce the establishment, management and maintenance, either solely by the Company or jointly with any person(s), firm(s), body(ies), corporate, financial institution(s) or venture Capital Fund or any other fund in India or abroad and to do all such activities which are incidental to or ancillary to the attainment of this object.
60. To procure the incorporation, registration or other recognition of the Company, in any country, State or place, outside India 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 concessions, orders, rights or privileges, that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

61. Subject to the provisions of the Companies Act, 1956, to give any class or section of those who have dealings with the Company any rights over or in relation to any fund or funds, or a right to participate in the profits of the Company or in the profits of any particular branch or part of the business, or any other special privileges, advantages or benefits.
62. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned to arbitration and to observe and perform and do all acts, matters and things necessary to carry out or appeal against or enforce the awards, and to institute, conduct, defend, compound or abandon any legal or other proceedings by or against the Company and to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands against the Company and to appoint advocates, consultants and advisors in this connection.
63. To enter into partnership or into any arrangement for joint ventures in business for sharing profits, union of interest, lease, licence or otherwise, reciprocal concession or cooperate with any person, firm or company or to amalgamate with or acquire any person, firm or company carrying on or proposing to carry on any business having objects altogether or in part similar to those of the Company, or to sell, exchange, lease, surrender, abandon, amalgamate, subdivide, mortgage, reconstruct, restructure, de-merge or otherwise deal with either absolutely, conditionally or for any limited interest, all or any part of the undertaking, property, rights or privileges of the Company, as a going concern or otherwise, with any public body, corporation, company, society or association or to any persons, for such consideration as the Company may think fit and, in particular, for any stock, shares, debentures, debenture-stock, securities or properties of any other company, which the Company would or might derive any benefit, whether direct or indirect.
64. To undertake, carry out, promote, sponsor or assist directly or in any other manner any activity any agribusiness or other programmes including any programme for promoting the social and economical development and welfare of or the uplift of the public in any rural area.
65. To provide for and furnish or secure to any member or customer of the Company, any convenience, advantage, benefit or special privilege, as may be legally permissible and which may seem expedient or necessary, either gratuitously or otherwise.
66. To form, constitute, promote, register, incorporate, recognize, subsidise, organize, manage and assist or procure or aid in the formation,

constitution, promotion, registration, incorporation, recognition, subsidization, organization and assistance, or aiding any company or body companies of all kinds, under the laws or regulations in India and abroad, or setting up of concerns and undertakings whether as company, body corporate, partnership or any other association of persons, either as a subsidiary or otherwise, for engaging in any business whether arising from any contractual arrangement or otherwise, including enforcement of security or other similar arrangements, for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for engaging in any business and to pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of any other company by it and for preliminary expenses including all or any part of the costs and expenses of owners of any business or property acquired by the Company or for carrying on any business which the Company is authorised to carry on or for any other purposes which may seem directly or indirectly calculated to benefit the Company or to promote or advance the interests of the Company and to appoint and remunerate any directors, trustees, accountants or other experts.

67. To act as agents for investment, loan, payment transmission and collection of money, and for purchase, sale, improvement, development and management of all kinds of property, movable and immovable and of all kinds of business concerns and undertakings.
68. To take part in the management, supervision, organization or control of the business or operations of any company, association, firm or person and to act as agents, selling agents, buying agents, brokers, trustees or other officers or agents of any other company, association, firm or person, and for that purpose, to appoint and remunerate any directors, managers, trustees, accountants or other experts or agents or any other employees of any company in which the Company is or may be interested.
69. To do any form of business which the Reserve Bank of India or any other regulatory authority may specify as a form of business in which it is lawful for a Non-Banking Financial Company to engage.
70. To act as principal, agent, trustee, contractor, carrier, broker, underwriter, insurer, factor and either alone or in conjunction with others and either by or through agents, contractors, trustees or otherwise and to carry on business which may seem to the Company capable of being conveniently carried on or which are calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights.
71. To grant and issue letter of credits and circular notes and to issue, sell and encash travellers' cheques, to buy, sell and deal in foreign exchange and to provide facilities of all types for remittance of funds.

72. To provide consultancy by whatever name called for any travel, foreign exchange, money changing and / or related activities.

C. OTHER OBJECTS

73. To carry on in India or outside India the business of and act as management consultants, marketing consultants, technical and engineering consultants, consultants in respect of market research, sales promotion, data processing and programming by means of computers and data processing machines.
74. To deal in, hold, acquire, purchase, sell and dispose off estates, properties and such other assets on account or on behalf of individuals, firms, companies and other persons.
75. To act as custodians, executors, administrators or trustees of all kinds of property and assets.
76. To carry on the business of a trading Company, and as merchants, producers, importers, exporters, buyers, sellers, retailers and processors of, and dealers and agents in all kinds of commodities, materials, articles, equipments, appliances, apparatus, machinery, tools, spares and accessories, and goods including cotton and other fibres, fabrics of all kinds, oil seeds, minerals, chemicals, ornaments and jewellery, bullion, precious and semi-precious stones, objects of art, and products of every description, either raw or manufactured, or in the natural state or processed.
77. To set up or participate as a payment gateway for effecting payment against services and trade transactions carried out by internet sites and portals, to act as enablers for settlement of e-commerce or any other type of transactions for corporates, individuals or any other entities and to act as digital signature verification authority under the Information Technology Act, 2000.
78. To acquire or purchase, exchange, take on lease or otherwise, any premises for the construction and/or establishment of a safe deposit vault for facilitating custodial and/or depository securities services and maintaining therein fireproof and burglar-proof strong rooms, safe-deposit lockers and other receptacles for safe custody of deeds, securities, documents, money, jewellery and other valuables of all kind and managing such safe-deposit vault or vaults for the purposes of storage, gratuitously or otherwise letting on hire and otherwise disposing of safes, strong rooms, land other receptacles for safe keeping of valuable property of all kinds.
79. To undertake the activities of a Depository Participant or such other intermediary in terms of the Depositories Act, 1996, and the regulations made thereunder or any modification or re-enactment thereof and for that

purpose to obtain the membership of the National Securities Depository Limited or such other Depository as may be recognized by the Government from time to time under that Act.

80. To establish and operate data and information processing centres and bureaux and render services to customers in India and abroad by processing their jobs at data processing centres.
81. To carry on the business of creating, developing, designing and promoting websites, web portals and other web-based products including but not restricted to electronic communication, mailing services, encrypted transmission of data, video conferencing, online message, plug and play technology, to facilitate transaction of any nature on the net and provide solutions for all aspects of merchant banking, issue management services, share and stock broking, underwriting, intermediation in financial products of all types and without prejudice to the generality of the above includes stocks, fixed deposits, bonds, debentures, inter-corporate deposits, bills of exchange, promissory notes, government securities, units of UTI and other mutual funds, derivative products of all types, other money market or capital market instruments and securities issued or guaranteed by Central/State Governments, sovereign body, commission, public body or authority, local or municipal or company or body and generally all other securities as defined under Securities Contract (Regulation) Act, 1956, including amendment thereto, from time to time.
82. To utilize, develop technologies related to the internet, world wide web, electronic commerce, electronic business, wide area networks that are or may, at any time in the future, come into the domain for conducting any of the company's business and to create and manage an electronic market place by providing participating members a framework for logging their requirements, settlement of commitments and offering the internet and relevant technologies for use in all the aforesaid activities.
83. To distribute and market or facilitate in the distribution and marketing, whether by means of e-commerce or otherwise, on the basis of a commission, remuneration or fee, all kinds of financial products which includes, without prejudice to the generality, all kinds of capital and money market instruments, derivative products, insurance products and mutual fund schemes.
84. To undertake real estate business, and to buy, sell, lease, license or finance the buying and selling and trading in immoveable property, land, buildings, real estate, factories, and that to build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage, and control any buildings, offices, shops, roads, ways, branches or sidings, bridges, reservoirs, water-courses, wharves, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.

85. To carry on the business as forwarding agents, freight contractors, public carriers and owners of motor vehicles such as lorries, trucks, vessels, barges, planes, taxies and act as warehouses and otherwise as carriers by land, air and water.
86. To act in India and elsewhere as manufacturers, assemblers, fabricators, dealers, representatives, importers, exporters, traders of all kinds of automobiles, vehicles, machinery, plant, factory equipments, automobile/vehicle components.
87. To acquire and exploit agencies from any person, firm or company and to carry on the business of selling or purchasing agents, and to take up and exploit sole agencies; to act as mercantile agents, manufacturer's representatives, muddadums and brokers and to transact every kind of agency business and to act as commission agents generally.
88. To engage in and deal in all aspects of the business of issuing Credit/Debit/Charge/Smart/co-branded Cards, Store Value/Prepaid cards and any other type of instrument of a similar nature that can be issued electronically or in any other manner possible, presently or in future, to individuals, firms and Corporates or any other persons for any purpose permissible for the Company to carry on under law and also to market such cards, whether issued by any bank/Corporate or any other entity.
89. To carry on the business as brokers, sub brokers, market makers, arbitrageurs, investors and/or hedgers of commodities, agricultural products, metals, precious metals, diamonds, precious stones, petroleum products and securities, in spot markets and/or in futures thereof and of all kinds of derivatives of commodities, agricultural products, metals, precious metals, diamonds, precious stones, petroleum products or any other securities or derivatives permitted under the laws of India, and, for the purpose, to become members of commodity exchange/s including multi-commodity exchange/s facilitating, for itself or for clients, trades and clearing/settlement of trades in spots, in futures or in derivatives thereof.
90. To carry on or be interested in the business of producers, purchasers, sellers, dealers, distributors, exporters or importers of any kind of materials or commodities.
91. To establish and carry on the business as real estate developers, property owners, builders, estate agents, lessors, lessees, licencees, building constructors on job work or on works contract basis or otherwise and purchasers, vendors and dealers in real estates, buildings, structures, immoveable properties or any interest in immoveable properties, with or without construction in developed or under developed state.

IV. The liability of the Members is limited.

- V. *(a) The Authorized Share Capital of the Company is Rs. 55,00,00,00,000 (Rupees Five Thousand Five Hundred Crore) divided into:
- (i) Rs.25,00,00,00,000 (Rupees Two Thousand Five Hundred Crore) comprising 2,50,00,00,000 Equity Shares of Rs.10/- each; and
 - (ii) Rs. 30,00,00,00,000 (Rupees Three Thousand Crore) comprising 3,00,00,00,000 Preference Shares of Rs. 10/- each.
- (b) Minimum paid-up share capital of the Company shall be Rs. 5,00,000/- (Rupees Five Lakh only).

**The Authorised Share Capital of Rs. 4,000 crore was increased to Rs. 5,500 crore vide special resolution passed at the Extraordinary General Meeting of the Company held on 27th March, 2017.*

We, the several persons, whose names, addresses, descriptions and occupations are here under subscribed below, are desirous of being formed into a Company in pursuance of these 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, description, address and occupation of each subscriber	Number of equity shares taken by each subscriber	Signature of subscriber	Signature of the witness and his name, description, address and occupation
<p>1. Tata Capital Limited One Forbes Dr. V. B. Gandhi Marg Fort, Mumbai - 400 001 Company</p> <p>Authorised Representative Mr. S. H. Rajadhyaksha (Authorised by Resolution of the Board of Directors dated October 19, 2010)</p>	<p>49,994 (Forty Nine Thousand Nine Hundred and Ninety Four)</p>	<p>Sd/-</p>	<p>Witness for Subscriber 1 to 5 Ms. Yasmin M. Panthaki W/o Mr. Mehernosh K. Panthaki Hormuz Baug, 20/A, 3rd Floor, Kashinath Street, Tardeo, Mumbai – 400 034 Service</p>
<p>2. Mr. Praveen P. Kadle S/o Mr. Purushottam Venkatrao Kadle Flat No. 224, NCPA Apartments Nariman Point, Mumbai - 400 021 Service</p>	<p>1 (One)</p>	<p>Sd/-</p>	
<p>3. Mr. Shailesh H. Rajadhyaksha S/o Mr. Harishchandra K. Rajadhyaksha Hill View, 1st Floor, Raghavji Road, Gowalia Tank, Mumbai - 400 036 Service</p>	<p>1 (One)</p>	<p>Sd/-</p>	
<p>4. Mr. Govind Sankaranarayanan S/o Mr. Mambalikalath Sankaranarayanan 152, Palm Court, 2nd Floor, Flat No. 6, Maharshi Karve Road, Mumbai - 400 020 Service</p>	<p>1 (One)</p>	<p>Sd/-</p>	
<p>5. Mr. Kiran Joshi S/o Mr. Krishna Joshi 2/62, Dindoshi Snehsagar Society, MHADA Complex, Filmcity Road, Dindoshi, Malad (East) Mumbai - 400 097 Service</p>	<p>1 (One)</p>	<p>Sd/-</p>	

6. Ms. Avan K. Doomasia W/o Mr. Kayomars F. Doomasia Flat No. 4, 602/C, Indu Villa, Lady Jehangir Road, Matunga (East), Mumbai - 400 019 Service	1 (One)	Sd/-	Witness for Subscriber 6 and 7 Ms. Yasmin M. Panthaki W/o Mr. Mehernosh K. Panthaki Hormuz Baug, 20/A, 3 rd Floor, Kashinath Street, Tardeo, Mumbai – 400 034 Service
7. Mr. Rakesh Bhatia S/o Mr. J. C. Bhatia 7A, Maker Mahal, Perry Road, Bandra (West) Mumbai - 400 050 Service	1 (One)	Sd/-	
Total	50,000 (Fifty Thousand)		

Dated: November 11, 2010
Place: Mumbai