(The Companies Act 2013)
(Company Limited by shares)
Memorandum of Association
Of
SODHANI CAPITAL LIMITED

1. The Name of the company is SODHANI CAPITAL LIMITED.
2. The Registered office of the company will be situated in the state of **Rajasthan.**
3. The Object for which the company is established are:-

1. The objects pursued by the company on its incorporation are:-

1. #To carry on the business Mutual Fund Agent and to manage funds of clients by investing in andacquire, hold, sell, buy or otherwise deal in shares, debentures, bonds, units etc.as consultants in the field of portfolio management, shares, stock broking, mutual fund, commodities, management consultants, financial consultants, consultancy in marketing of financial products, project consultants, loan consultants, loan processing and to provide advice service, consultancy on matters relating to administration, management, import, export, organizational structure, commercial, legal, economic, labor, Industrial, technical, material, accounts, internal checks, direct or indirect taxes, secretarial, corporate and other laws, man power planning, selection and training of personnel, career counseling, communication, computer hardware and software, marketing, advertising market research and survey, getting foreign collaboration and technical collaboration.

2. *****To carry on the business in India and International Financial Services Centre of facilitating, promoting, and supporting the distribution of Alternative Investment Fund (AIF) schemes, Portfolio Management Services (PMS), stock broking through a franchise model, acting as intermediaries, facilitators, consultants, and referral agents for authorized franchisees, distributors, agents, and financial advisors and to establish, operate, and manage a network of franchise outlets, digital platforms, and service centers for marketing, investor education, onboarding, and investor relationship management related to AIF and PMS schemes managed by SEBI-registered or IFSCA-registered Asset Management Companies and Portfolio Managers.

3. To enter into agreements, collaborations, and partnerships with mutual fund companies, AIF managers, portfolio managers, regulatory authorities, financial institutions, and technology providers for enhancing and expanding the franchise-based indirect distribution business.

4. To receive and share commission, fees, remuneration, brokerage, and other income from distributors, agents, franchise partners, and product providers in accordance with regulatory guidelines and contractual arrangements.

5. To establish and operate platforms, channels, and networks, including digital and physical mediums, that connect investors with authorized mutual fund distributors and agents, and to conduct all activities ancillary to and connected with above services

6. ******To carry on the business of Direct Selling Agent (DSA), referral agent, facilitator, and service provider for banks, non-banking financial companies (NBFCs), housing finance companies, and other financial institutions for sourcing, marketing, and facilitating loans and financial products including but not limited to home loans, housing loans, mortgage loans, loan against property, personal loans, business loans, and other credit facilities; to identify prospective customers, generate leads, assist in documentation, processing, and coordination of loan applications, and to act as an intermediary between customers and lending institutions, in accordance with applicable laws and regulations.

#The Object of the company is changed vide special resolution passed in Extra ordinary General Meeting Held on May 22,2019

*Substituted Vide Ordinary Resolution passed by the Member at the Extra-Ordinary General Meeting of the company held on July 12,2013 consequent to increase of the authorized share capital from Rs. 100,000(Rupees One Lakhs Only) to Rs. 8,00,00,000 (Rs. Eight Crores Only).

**The Name of the Company is changed From Sodhani Capital Private Limited to Sodhani Capital Limited by deletion of private word Vide Special Resolution passed in Extra Ordinary General Meeting Held on July 29,2023.

***The Subdivision of the share of Rs. 10/- each to Rs. 5/- each was approved ordinary Resolution passed in Extra ordinary General Meeting Held September 14,2023

**** The Consolidation of the share of Rs. 5/- each to Rs. 10/- Each was approved by resolution passed in Extra ordinary General Meeting Held on November 15,2024.

***** A new object has been inserted in the object clause of the Memorandum of Association by passing a special resolution through postal ballot on 20th December 2025

****** A new object has been inserted in the object clause of the Memorandum of Association by passing a special resolution through postal ballot on 3rd May 2026

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2. Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import, and deal in all kinds of articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said business covered in the main object.
2. To advance, deposit, securities, and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others have dealt with the company and on such terms, as may deem expedient.
3. To guarantee the payment of money secured by or payable under or in respect of the business of the Company.
4. To purchase or otherwise acquire and sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose off and deal in real and personal property, and rights of all kinds and in particular, mines, quarries, land, building, hereditaments business concerns and undertakings debenture stocks mortgages, debentures, produce, concessions, options, contracts, patents, annuities, license, stocks, shares, securities, bonds, policies, book-debts, and claims, privileges and choose in action of all kinds, including any interest in real or personal property and any claims, against such property or against any persons or company and to carry on any business, concern or undertaking so acquired in connection with the business of the company.
5. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act. 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and 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 company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be. Subject to the provision of the Companies Act 2013 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable.
6. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of landing, warrants, debentures and other negotiable and transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
7. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit to the attainment of the main objects of the company.
8. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concern and promote measure for the protection of the trade, industry, and person engaged therein.
9. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information may be likely to further the objects of the Company.
10. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, shops, other works and conveniences which the company may think directly or indirectly conducive to its objects and connected with the mainline of business which the company will carry on or advance the interest of the company and to contribute or otherwise, assist or take part in the construction, maintenance, development, working control and management thereof and to join with any other person or company doing any of these things.
11. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the company.

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12. To vest any real or personal property rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favor of the company.
13. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.
14. To apply for purchase or otherwise acquire, protect and renew in any part of the world, patents, licenses, concession, patent rights, trademarks, designs and the like, conferring any exclusive or nonexclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use develop or grant license in respect there of otherwise turn to account the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
15. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any business which the company is authorized to carryon or having property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
16. To enter into any arrangements with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's object and to apply for, promote and obtain any Act of Parliament, privilege, concession, license or authorization of the Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out exercise and comply with any such Act, privilege, concession, license or authorization.
17. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
18. To amalgamate, the union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside or carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical know-how or for such other purpose that may seem calculated beneficial and conducive to the object of the Company.
19. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights liabilities and properties of the company or for any other purpose which may seem directly calculated to benefit the Company and to place or guarantee, the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
20. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
21. To establish and equip laboratories and carry on analytical experimental and other work or undertaking and search in relation to the objects of the Company.
22. To pay any premium or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or for the business, of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debentures-stocks or other securities of the Company or

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otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.

23. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by(i) Them in or in connection with the formation or promotion of the Company.
24. To adopt such means of making known the product, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, Social Media & Website by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.
25. To procure the company to be registered or recognized in any part of the world outside the Union of India.
26. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension allowance, emoluments, bonus, profit , sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such person and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
27. To aid peculiarly or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
28. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of the Companies Act, 2013
29. To make arrangements with persons engaged in any trade, business or profession for the concession to the company's members, ticket-holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
30. On winding up of the company, to distribute all or any of the property of the company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the company 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 and subject to Companies Act. 2013
31. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects of India elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
32. to carry on the business of marketing, telemarking, network marketing mark

4. The Liability of the Member is limited

5. **** The Authorised Capital of the Company is Rs. 80,000,000/- (Rupees Eight Crores only)

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