MEMORANDUM OF ASSOCIATION OF
IDFC FIRST BHARAT LIMITED

(Incorporated under the Companies Act, 1956)
(Company limited by Shares)

I. The name of the Company is IDFC FIRST Bharat Limited

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

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

1 To arrange for direct and/or indirect financing to individuals or groups of individuals, through commercial banks, financial institutions or other financing institutions and/or agencies by carrying on the business of a business correspondent and/or business facilitator in accordance with the rules and regulations framed by the Reserve Bank of India from time to time and to undertake various services, including but limited to services such as: identification of borrowers; collection, preliminary processing and submission of loan applications including verification of primary information/data and other KYC information; create awareness about savings and other financial products and education and advice on managing money, budgets and debt counselling; understanding financial concepts; process and submit of applications to banks; promote, nurture and monitor self help groups, joint liability groups or credit groups or micro and small enterprises; conduct post-sanction monitoring; handholding of clients including underserved and economically weaker sections of society; follow- up for recovery; disburse small value credit; undertake recovery of principal/collection of interest and collection of small value deposits; sale of micro insurance/mutual fund products/pension products/other third party products; receive and deliver small value remittances and other payment instruments; provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949 or carry on any activities that shall result in the Company carrying on non-banking financial activities as understood by the Reserve Bank of India; and for this purpose:

a) to enter into strategic alliances, joint ventures, partnerships, arrangement or other forms of association with, or make financial or other investments in, any other person, firm, Company, bank, financial institution and other bodies corporate;

b) to act as an agent of any person or persons (whether individuals, firms, companies, bodies corporate(s), Government, State, Sovereign, public body or authority, supreme, local or otherwise or other entities) for retailing, selling, purchasing, leasing, transferring, managing, operating, servicing, marketing, maintaining and supporting such of its products, programs, activities and services as may be entrusted to this Company; and

c) to promote, own, establish, operate or maintain branches and other outlets or media, data, call or contact centers or other remote facilities for trading, marketing, distribution or conducting transactions including (without limitation) electronic data interchange, transaction initiation, processing, clearing or settlement services by means of electronic, computer or automated machines network or by any other modes of communication in loyalty, database, financial and other products or services.

2 To carry on and undertake the business of research, consultancy, technical assistance and training in the field of livelihood promotion, development finance, micro finance and other financial services, as intermediary for other companies or organizations.

3 To carry on the business of leasing and hire purchase Company and to acquire, to provide on lease or to be provided on hire purchase basis, all types of industrial sheds, offices, plants, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business and such other commercial and service business.

4 To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the foregoing "programme on rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural areas under the Income Tax Act 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural area and Directors may in their discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority of Central Government or any other appropriate authority.

5 To undertake, carry out, promote and 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 consider likely to promote national welfare, or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc., for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarship, or loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc., having any one of the aforesaid objects, as one of its objects by giving donations otherwise in any other manner, and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration of at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or Trust of Funds as approved by the Central Government or State Government or any other appropriate authority.

6 To carry on business as market research consultants, transfer agents, valuers and estate agents and to act as intermediaries in the introduction of sellers purchasers, partners, and employees.

7 To build, own and run information data bases through computer and telecommunication networks and provide the data for users on charge basis.

8 To subscribe, acquire, hold and sell all kinds of shares (equity or preference), securities, debentures, bonds and other financial instruments to promote and control companies incorporated in India or elsewhere in the world.

9 To carry on and undertake the business of development and consultancy for financial services including leasing, hire purchase, loans, investments, underwriting, broking, merchant banking, venture capital, factoring, project financing, banking, risk management, insurance, social security, pension funds, social venture and investment funds, foreign exchange, commodity futures and derivatives.

10 To carry on the business and profession of advisors, consultants, trainers and researchers and render services in the field of agricultural development, industrial development, market development, habitat and environmental development and financial services, to individuals, firms, companies, associations, societies, trusts, unregistered groups, Government Departments, public or local authorities or any other enterprises which are engaged in business, commerce, research, public welfare, public administration or military services, in the matters pertaining to administration, management, organization, manufacture, production, storage process, systems, finance

and accounts, recruitment and training of personnel, purchasing, marketing, engineering, etc.

11 To carry on the business of providing risk management services to agricultural, commercial, industrial and habitat development activities.

12 To carry on any other business which can be undertaken by a Business Correspondent as per applicable regulations and guidelines, from time to time.

(B) Matters which are necessary for furtherance of the objects specified in clause 3(A) are:

1. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into partnership and/or filling in tenders for various contracts, which may seem profitable or beneficial to the Company.

2. To purchase or otherwise acquire, construct, erect, lay down, maintain, enlarge, alter, work and use, all lands and buildings, easements, gas, other works, machinery, plants, mills, stock, lamps, pipes, motors, fittings, meters, apparatus, materials and things as may be necessary, incidental or convenient in connection with the business carried on by the Company.

3. To purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold any estates of interest and to let, sub-let in whole or in part, develop, manage and exploit any lands, buildings, machinery easements, rights, privileges, plants, stock-in-trade, business concerns, option, contract claims, choose-in-action and any real and personal property of any kind necessary or convenient for any business of the Company.

4. To apply for, aid in, promote and obtain any Act of Parliament, charter, privilege, concession, license of authorization of any Government, State or Municipality, provisional order or license of any authority for enabling the Company to carry any of its objects or for extend any of the powers of the Company or for effecting any modifications of the constitution of the Company or for any other purpose which may seem expedient and to make representation against any proceedings or application which may seem calculated directly or indirectly to prejudice the interest of the Company.

5. To apply for, obtain, purchase or otherwise acquire and protect, prolong and renew any patents, patent rights, brevets-d-inventions, processes, scientific, technical or other assistance, manufacturing processes, know-how and other information designs, patterns, copyrights, trade-marks, licenses, concessions and like rights or the benefit or right of use thereof, which may seem capable of being used for in connection with any of the purposes of the Company on payment of any fee, royalty or their consideration

and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or sell or otherwise deal with the same.

6. To establish and maintain for any purposes of the business, Company can have its agencies, branches, places, or divisions thereof at all places and carry on business in any country or place in any part of the world or elsewhere as the Company think fit.

7. To enter into any arrangement or agreement with any Governments or Authorities, supreme, municipal, local or otherwise, or Company or any of them for sharing profit, union of interest, exchanging of shares, joint venture, reciprocal concession or co-operation and engage in any business or transactions which this Company is authorized to carry on and to obtain from such government, authority or Company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry-out exercise and comply herewith.

8. To take or otherwise acquire and hold shares, debentures, debenture-stock and other securities in or to finance any other Company having objects similar to or related to those of this Company.

9. To acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, Municipality, public body or other local authority and to acquire by original subscription, tender, purchase, exchange or otherwise any such shares, debentures, debenture stock, bonds, obligations to security and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof and to exercise and endorse all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, debenture stock, bonds obligation or securities.

10. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchase or otherwise acquired by the Company or any services rendered to the Company.

11. To promote, form and register, and aid in the promotion, formation and registration of any Company or companies, subsidiary or otherwise, i.e., for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose, which may seem directly or indirectly calculated to benefit the Company and to transfer to any such Company or any other Company of all or any of the objects mentioned in this Memorandum, and to undertake works, duties and business of any Company on such terms as may be arranged for the purpose of the main objects of the Company.

12. To participate in investments other than the Company's own shares and to deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient be determined.

13. To invest money, with or without security and generally make advances of such sum or sums of moneys upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the Company with or without security and upon such terms and subject to such conditions as the Company may deem expedient.

14. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights, suitable for any of the purposes of the Company as well as assets and liabilities of any person, firm or Company carrying on any business which the Company is authorized to carry on.

15. To lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without securities to such persons or companies in such manner and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and guarantee performances of contracts by any such persons or companies, provided that the Company shall not carry on any business which may come within the purview of the Banking Regulation Act 1949.

16. Subject to sections 73, 74, 76A, 179, 180, 181, and 185 of the Companies Act, 2013 and the regulations made thereunder and the directions issued by Reserve Bank of India, to borrow, raise, or secure the payment of money or to receive money on deposit at interest for any of the purpose of the Company, and at such time and in the manner as may be thought and in particular by the issue of debentures, perpetual or otherwise, debentures convertible into shares of this or any other Company or perpetual annuities and as security for any such money so borrowed, raised or received any of such debentures or debenture stock so issued to mortgage, pledge or charge the whole and any part of the property, assets or revenue and profits of Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem, and pay off any such securities.

17. To mortgage, hypothecate, pledge all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the Company.

18. To open an account or accounts with any individual, firm, or Company or with any bank or financial institutions and to pay into and to withdraw money from such account or

accounts and to draw, make accept, endorse, discount execute and issue promissory notes, bills of exchange, letters of credit, hundies, bills of lading, railway receipts, warrants, debentures, and other negotiable or transferable instruments of all descriptions and to buy, sell and deal in the same.

19. To pay for any property or rights acquired by or for any services rendered to the Company either in cash or fully or partially paid up shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has the power to issue or by the rights or options, or partly in one mode and partly in other, and generally on such terms as the Company may determine.

20. To pay out of the funds of the Company for costs, charges and expenses of and incidental to the formation and registration of the Company, and any Company promoted by the Company and any such other Company and incidental of the negotiations between the promoters, preliminary to the formation of the Company and other pre-incorporation or preliminary and other expenses and also all costs, charges, imposition and expenses of and incidental to the acquisition by the accomplishment of all or any formalities or of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company, which the Company may think necessary or proper in connection with any of the aforesaid purposes.

21. To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interests therein from members or others.

22. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company and its allied companies or their dependents or connections and to make payments towards insurance for any such purpose and to establish, join and support trust, funds or scheme (whether contributory or non-contributory) with a view to provide pensions or allowances for any such persons or any other associations, institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such person.

23. Subject to sections 182 and 183 of the Companies Act, 2013, to make donations to such person or persons either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious, benevolent, national public or, other institutions or objects or for any exhibition for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefits of the employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and

bonuses either by way of annual payments or a lump sum and make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.

24. To undertake and/or execute any trusts either gratuitously or otherwise.

25. To insure any of the properties, undertakings contracts, risks or obligations of the Company in any manner whatsoever.

26. To carry out any type of Corporate Social Responsibility activities.

27. To provide for the welfare of employees or ex-employees of the Company and their spouses and families or the dependents, relatives or connections of such persons by building or contributing to the pensions, allowances, bonus or other payment, or by creating and from time to time 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 create stock option trusts for the employees.

28. To train or pay for training in India or abroad of any of the Company's employees or offices or any candidate in the interest of or furtherance of the Company's objects.

29. 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 Company and with or without any declared trusts in favour of the Company.

30. To refer any questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon each case and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants or advisors in this behalf.

31. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the Company is engaged.

32. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation, for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.

33. To sell, lease, mortgage, or otherwise dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.

34. Subject to applicable provisions of the Companies Act, 1956 or Companies Act, 2013 as may be applicable, to amalgamate, enter into partnership or into any manner and arrangement whatsoever (whether with or without liquidation of the Company) for sharing profits, union of interest, co-operation, joint ventures or reciprocal concessions, with any person, firm or body corporate, whether in India or outside, carrying on or engaged in, any business transaction which this Company is authorized to carry on or and further enter into any arrangement or contract with any persons, association or body corporate, whether in India or outside, for other purposes that may seem calculated, beneficial, financial, and conducive to the objects of the Company.

35. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the Company.

36. To enter into any foreign collaboration for providing technical know-how or other services or for obtaining technical know-how or other services on such terms and conditions as may be thought fit and/or financial collaboration in all its aspects.

37. To collect, supply, and disseminate or open information bureaus to employ correspondents, authors, writers, and others and to pay for news information, caricatures, articles, copyrights, rights for publication and translation and other rights in respect of any liberty, scientific, artistic, commercial or other matters and to publish the same or to dispose of the same to act as agent or contractors to investigate or inquire into any matter of occurrence, to sell intelligence, information, or tender, advise on payment or otherwise in matters, financial, legal, scientific, commercial, sociological or religious.

38. To purchase, take on lease, holding fee, hire, exchange or otherwise, acquire and to hold and maintain and deal in sale or otherwise dispose of movable and immovable property or parts thereof and rights over or connected with land, estates, concessions, mills, plants, machinery, buildings, factories, railways, sidings, roads and other ways, work apparatus, implements, stock-in-trade, patents, inventions, trademarks, copyrights, rights and privileges, motors and other vehicles, for use on land, business concerns, undertakings of every description, mortgages, shares, stocks, debentures, securities, policies, book debts, claims, any interest in movable or immovable property,

and to establish and to carry on any business in connection with any of the above or which may be calculated to enhance the value of any of the properties or rights of the Company or to facilitate the disposition thereof.

39. To take on lease, hire purchase, or acquire by license or otherwise any plots, lands, rights over or connected with lands, materials, factories, plants, buildings, works machinery, apparatus, stock in trade, patent, inventions, trademarks, rights, privileges, and movable and immovable properties of any description which may be deemed necessary or convenient for any business which the Company is authorized to carry on.

40. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property including land, building, basements, stock-in-trade, plant and machinery of every kind and any right or privileges which the Company may think necessary or convenient or appropriate for the purposes of its business.

41. To develop and turn to account any land acquired by the Company or on which it is interested and in particular by laying out and preparing the same for building purposes; constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paying, draining farming, cultivating, letting into contract, and arrangements of all kinds with builders, tenants and others.

42. To establish, construct, acquire, hire, hold, work, let and sell; mill, factories, works, stores, warehouse, godowns, shops, granaries and distributing centers for all products of the Company, machineries, and appliances suitable for manufacture of any of the products of the Company.

43. To improve, manage, develop, and grant rights or privileges in respect of all or any part of the property and rights of the Company.

44. To obtain any rights, concessions and privileges, permission and the like periodical or otherwise which may be considered conducive to the interests or to the business of the Company from any Government, States, Municipalities, local boards, museums, libraries or any authorities supreme or otherwise, and to enter into arrangements in connection therewith and to carry out, use, exercise and to comply with, such rights, privileges, concessions and permissions and arrangements.

45. To apply for, tender, purchase or otherwise acquire any contracts, sub- contracts, licenses and concessions for or in relation to the objects or business herein mentioned and to undertake, carry out, execute, dispose of or otherwise turn to account the same.

46. To establish and carry on schools or colleges and to provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences, directly or indirectly to advance the cause of education whether general, professional, technical and primarily for the purpose of promoting the interests of the Company.

47. Subject to sections 73, 74, 76A, 179, 180, 181, and 185 of the Companies Act, 2013, to borrow or raise money in such manner as the Company shall think fit and to arrange the repayment of any money 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 person or body corporate of any obligation undertaken by the Company or any other person or Company, as the case may be.

48. To acquire from any person, firm, or body corporate whether in India or elsewhere; technical information, processes, engineering know-how, manufacturing, installation and operation data, plans, lay-outs and blue prints useful for the design, manufacture, erection and operation of plant required for the foregoing business of the Company and acquire any grant or license, any other rights and benefits in the foregoing matters and things, and to accept expeditions and commission and to employ and remunerate experts or other agents in connection therewith, with a view to secure any of the objects of this Company.

49. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any business which this Company is authorized to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangements for sharing profits or for co- operation or for joint venture or reciprocal concession with any such person, firm or Company and to give or accept by way of consideration for any of the acts, or things aforesaid or property acquired any shares, debenture-stock or securities that may be agreed upon and to hold and to retain or sell, mortgage and deal with any shares, debenture-stock or securities so received.

50. To expend money on experimenting upon and testing and improving or securing any process or processes, patent or patents or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.

51. To appoint and remunerate any person, firm or employees for services rendered, directly or indirectly, on profit sharing basis, either in cash or by issue of shares to them or otherwise and if thought fit to include participation in the control and management of the Company's business either by conferring the rights to nominate one or more directors with or without special powers or otherwise.

52. To engage, employ, suspend, dismiss agents, managers, superintendents, assistants, clerks, and other servants and labour and to remunerate any such persons at such rate as thought fit, to grant pension or guarantee to any such person or to his widow or children and generally provide for the welfare of all the employees.

53. Subject to restrictions prescribed by the Companies Act, 2013, to indemnify officers, directors, secretaries and servants of the Company against proceedings, causes, damages, claims & demands in respect of anything done by them for and in the interest of the Company or for any loss, damages or misfortune, whatever, which shall happen in the execution of the duties of their office or in relation thereto.

54. To appoint and remunerate engineers, contractors, managers, brokers, canvassers, agents /and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same.

55. To acquire and take over the running of the business along with all or any of assets and liabilities of other individuals, firms, associations or bodies corporate carrying on the similar nature of business as given above.

56. To give publicity to the business and products of the Company by means of advertisement in the press, pamphlets, hand bills, circulars, cinema slides, or by publication of books, pamphlets, catalogues, instruction books, technical articles, periodicals and exhibitions of works of art by granting rewards, prizes and donations or by participating in technical conferences, symposia or the like or in any other suitable manner.

57. To establish, support, or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

58. To become member of or to enter into any arrangement with any institution, association or Company carrying on or which may carry on research and other scientific work in or investigation in connection with all or any of the activities mentioned in the main objects or industry or other trades or industries allied therewith and to acquire shares of any such institutions, association or Company and contribute towards the capital or funds thereof.

59. To appoint or nominate Directors or Managers on any subsidiary Company or of any other Company in which this Company is or may be interested.

60. To undertake the office of or duties of or act as trustees, custodian, executor, administrative agent, committee manager, attorney, delegate, substitute, treasurer any other office or situation of trust or confidence for any person or persons, Company, corporation, Government, State, colony, province, dominion, sovereign authority,

supreme, municipal, or local otherwise and generally to undertake, perform and discharge any trust, agency, business and any office of confidence.

61. To do all or any of the above things and as such other things as are incidental to or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principals, agents, consultants, contractors, trustees, or otherwise and by or through trustees, agents, consultants or otherwise and either above or in conjunction with others.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. [The Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs.10/- each and 2,50,00,000 (Two Crore Fifty Lakhs Only) Preference Shares of Rs.10/-each". The share capital of the Company (whether original, increased or reduced) may be subdivided into such classes of shares as may be allowed under the law for the time being in force relating to the companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by Articles of Association of the Company.]

1. The Capital clause of this Memorandum of Association amended vide Special Resolution passed at the EGM held on 14.03.2014.
2. The objects clause of this Memorandum of Association amended vide the Special Resolution passed at the EGM held on 13.10.2016.
3. The Name clause of this Memorandum of Association amended vide Special Resolution passed at the EGM held on 21.03.2017.
4. The Name clause of this Memorandum of Association amended vide Special Resolution passed at the EGM held on 05.03.2019.

SIGNATURE PAGE TO FOLLOW

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

<table>
<tr><th>S. No.</th><th>Names, addresses, description and occupation of subscribers</th><th>No & Class of shares taken by subscriber</th><th>Signature of Subscribers</th><th>Name, address and description of witness</th></tr>
<tr><td>1</td><td>S. DEVARAJ SOCIAL SERVICE
S/O.R. SATHIYA NATHAN,
2-A, ALLI STREET,
ANNAMALAI NAGAR,
TIRUCHY, 620 018.</td><td>5000
EQUITY
SHARES OF
RS. 10/- EACH</td><td>(SIGNED)</td><td rowspan="2">I WITHNESS THE SIGNATURE OF BOTH THE SUBSCRIBERS

(SIGNED)

MR.P.SHANMUGARAJ
CHARTERED
ACCOUNTANT S/O.R.
PARTHASARATHY
1028, T.H. ROAD
THIRUVOTRIUR,
CHENNAI – 600019.</td></tr>
<tr><td>2</td><td>D.RINNIE PROFESSOR,
W/O. MR.S. DEVARAJ,
2-A, ALLI STREET,
ANNALAMALI NAGAR,
TIRUCHY, 620 018.</td><td>5000
EQUITY
SHARES OF
RS. 10/- EACH</td><td>(SIGNED)</td></tr>
<tr><td></td><td>Total</td><td>10,000</td><td colspan="2">TEN THOUSAND SHARES.</td></tr>
</table>

Dated: the 29th day of April, 2003 at Trichirapalli

ARTICLES OF ASSOCIATION OF
IDFC FIRST BHARAT LIMITED

(Incorporated under the Companies Act, 1956)
(Company limited by Shares)

1. Regulations contained in Table 'F' in First Schedule to the Companies Act, to the extent applicable, shall apply to the Company so far only as they are not inconsistent with any of the provisions contained in these Articles.

2. In these Articles, unless the context otherwise requires:

(a) "Articles" means these articles of association of the Company or as altered from time to time.

(b) "Board" shall mean the board of directors of the Company.

(c) "Companies Act" shall mean the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force as amended from time to time and any previous company law (including Companies Act, 1956), as far as may be applicable to the Company.

(d) "Company" shall mean IDFC FIRST Bharat Limited.

(e) "Depository" means a depository as defined in the Depositories Act, 1996.

(f) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Companies Act.

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

Except as provided above and unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act.

SHARE CAPITAL

3. The authorised share capital of the Company is as stated in the memorandum of association of the Company, with the power to increase or reduce its capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles and to vary, modify or abrogate any such rights, privileges or conditions only in such manner as may for the time being be provided by these Article or the Companies Act. The rights of the shareholders shall be determined at the time of issue thereof.

4. The share capital of the Company may comprise of the following classes:

(a) equity share capital:

(i) with voting rights; or

(ii) with differential rights as to dividend, voting or otherwise in accordance with prescribed rules; and/or

(b) preference share capital.

5. Subject to the provisions of the Companies Act and these Articles, the shares in the capital of the Company shall be under the control of the directors who may issue allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions, either at a premium or at par and at such time as the directors may from time to time think fit.

6. Any shares of the original or increased capital may, from time to time, be issued with any such guarantee or any right of preference, whether in respect of dividend or of repayment of capital or both or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred or qualified rights as compared with any shares previously issued or subject to any such approvals or conditions and with any special right or limited right or without any right of voting and generally on such terms as the Company may, from time to time, determine.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. The Company shall have the right to convert any of its unissued equity shares into preference shares and vice versa with such rights, privileges and conditions attaching thereto as may then be decided upon. The Company shall also be entitled to issue preference shares which are liable to be redeemed and that if and when any redeemable preference shares are issued, the compulsory provisions of the Companies Act shall be complied with. Such preference shares shall be redeemed in any of the modes permitted by the Companies Act and subject to the conditions prescribed by the Companies Act or regulations of the Company, to the extent applicable.

9. The rights of the holders of any class of shares, for the time being forming part of the capital of the Company may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of the holders of those shares.

Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

10. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

11. Subject to the provisions of the Companies Act, the Company shall have the power, by means of a special resolution to be passed at a general meeting of the Company, to issue sweat equity shares of a class of shares already issued.

12. The Company may, by ordinary resolution:

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless, to the applicable provisions of the Companies Act; or

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

13. The Company may, subject to compliance with the provisions of the Companies Act, capitalise its profits or reserves for the purpose of issuing fully paid-up bonus shares.

14. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

(a) its share capital;

(b) any capital redemption reserve account; and/or

(c) any securities premium account.

15. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Companies Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

16. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –

(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

(b) employees under any scheme of employees' stock option; or

(c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

(2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of public offer, preferential offer or private placement, subject to and in accordance with the Act and the Rules.

17. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

18. The Company may accept from any Member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up. Such Member shall not be entitled to any voting rights in respect of this additional amount paid by him, until that amount has been called up by the Company.

19. The Company may, subject to compliance with the provisions of the Companies Act, pay dividend to its Members in proportion to the amount paid-up on each share.

TRANSFER OF SHARES

20. Any transfer of shares in the Company shall be in compliance with the provisions of the Companies Act.

21. The Board may, subject to the provisions of the Companies Act, decline to register or acknowledge any transfer or transmission of shares. The Board shall within a period of 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferor and the transferee or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

22. No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any shares shall be executed by or on behalf of the transferor or by or on behalf of the transferee and shall specify the name, address and occupation if any, of the transferee, along with the certificate relating to the securities, or if no such certificate is in existence, along with the letter of allotment of securities, and the transferor shall be deemed or remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

23. Subject to the provisions of the Companies Act, the instrument of transfer of any share shall be in writing in the prescribed from and duly stamped by the prescribed authority under the Companies Act within the prescribed time.

24. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or refused in terms of these Articles.

TRANSMISSION OF SHARES

25. On the death of a Member, the survivor or survivors where the Member was a joint holder, the executor or administrator of a deceased Member or a holder of a succession certificate in respect of shares of a deceased Member where he was the sole or only surviving holder shall be the only persons recognised by the Company as having any title to his interest in the shares and the Company shall not be bound to recognise such executor or administrator unless such executor or administrator shall have first obtained Probate or Letters of Administration or other legal representation as the case may be from a duly constituted court in India. Provided that in any case where the Board in their absolute discretion think fit, the Board may dispense with the production of Probate or Letters of Administration or Succession Certificates upon such terms as to indemnity, affidavit or otherwise as the Board may deem fit and register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a Member. Nothing in this Article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other Persons.

26. Any person becoming entitled to a share in consequence of the death or insolvency of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

(i) to be registered himself as holder of the share; or
(ii) to make such transfer of the share as the deceased or insolvent Member could have made.

27. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the share before his death or insolvency.

28. If the Person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

29. If the Person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

30. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

31. Subject to the other provisions of these Articles, in the event of law permitting the recognition of nominations made for the transmission of shares in the event of death of a shareholder, the Company shall recognize the same in accordance with the applicable provisions of law.

32. In the event of there being a specific procedure for transmission of dematerialized shares in the applicable rules, bye-laws and regulations, the said procedure shall apply.

SHARE CERTIFICATES

33. The certificates of shares shall be issued in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

Provided that in the event of any applicable law or regulations requiring compulsory dematerialization of shares and prohibiting the Company from issuing any share certificate the Company may refuse to issue any share certificate

34. A certificate may be renewed or a duplicate of a certificate may be issued if such certificate:

(a) is proved to have been lost or destroyed, or defaced;
(b) having been defaced or mutilated or torn, is surrendered to the Company; or
(c) has no further space on the back thereof for endorsement of transfer.

35. The manner of issue or renewal of a certificate or issue of a duplicate thereof, the form of a certificate (original or renewed) or of a duplicate thereof, the particulars to be entered in the register of Members or in the register of renewed or duplicate certificates, the form of such registers, the fee on payment of which, the terms and conditions, if any, including terms and conditions as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence, on which a certificate may be renewed or a duplicate thereof may be issued, shall be such as prescribed by the Companies (Share Capital and Debentures) Rules, 2014 or any other Rules in substitution or modification thereof.

36. A person subscribing to shares offered by the Company shall have the option either to receive a certificate for such shares or hold the shares in a dematerialized state with a Depository. Where a person opts to hold any shares with the depository, the Company shall intimate such Depository the details of allotment of the shares to enable the depository to enter in its records the name of such Person as the beneficial owner of that share.

DIRECTORS

37. The directors of the Company shall be appointed reappointed and shall be liable to retire by rotation in accordance with the Companies Act.

38. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).

39. The Company shall appoint such number of independent directors and ensure that the Board, at all times, comprises of such number of independent directors as required under the Companies Act.

40. The directors shall not be required to hold any qualification share(s) in the Company.

41. Any casual vacancy in the Board shall be filled up at a meeting of the Board.

42. The Board shall have power to appoint additional directors on the Board, subject to the provisions of the Companies Act.

43. Subject to the provisions of the Companies Act, the Board may appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India. The alternate shall automatically vacate office upon the earlier of (a) the return of the original director to India, and (b) completion of the tenure of the director to whom he is an alternate.

44. The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

KEY MANAGERIAL PERSONNEL

45. The Board may, from time to time, appoint 1 (one) or more of their Members to be a managing director or a whole-time director of the Company to hold such office on terms and conditions as they may deem fit and delegate such power to him as they may deem proper from time to time, remove or dismiss him or them from office and appoint another in his/their place.

46. The Board may fix the remuneration of such managing director(s) and whole-time director(s), whether by way of salary or commission or by conferring a right to participate in the profits of the Company or by combination of any of the above.

47. An individual may be appointed or reappointed as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

The Board may appoint a whole-time secretary of the Company possessing the prescribed qualification for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them. The duties of the whole-time company secretary will be as per the Companies Act and as directed by the Board from time to time.

48. Subject to applicable provisions of the Companies Act, the Company may appoint a chief financial officer, to perform such duties as may be required from time to time.

49. A Director may also be appointed as chief executive officer, manager, company secretary or chief financial officer.

MEETINGS OF DIRECTORS

50. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Provided, however, that the meeting of the Board shall be held at least once in every calendar quarter and at least 4 (four) such meetings shall be held every year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings. Meetings of the Board may be held within or outside India, subject to the provisions of the Companies Act.

51. The chairperson, any director, manager, secretary or such other officer of the Company may at any time, as may be authorized by the directors shall, upon the requisition of a director, convene a meeting of the Board.

52. Any question arising at any meeting of the Board shall be decided by a majority of votes and in case of equality of votes, the Chairman shall have a second or casting vote.

53. The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles or in the Companies Act, insofar as applicable, shall apply to discussions through audio conferencing, video conferencing, as the case may be.

54. Subject to provisions of the Companies Act, a director may participate in and vote at a meeting of the Board by means of a video conferencing or similar communications equipment which allows all persons participating in the meeting to see and hear each other and record the deliberations. Where any director participates in a meeting of the Board by any of the means above, the Company shall ensure that such director is provided with a copy of all documents referred to during such Board meeting prior to the commencement of the Board meeting.

55. A meeting of the Board at which quorum is present shall be able to exercise all or any of the authorities, powers and discretion which by or under the Companies Act of these presents are vested in or exercisable by the Board generally.

56. If quorum is not present within 1 (one) hour from the time appointed for holding the meeting, the meeting shall stand adjourned to such time and place as may be decided by the Board. The provisions of these Articles in relation to the convening of such adjourned general meetings shall apply.

57. Subject to the provisions of the Companies Act, the Board shall constitute such committees, including a Nomination and Remuneration Committee and may delegate any of its powers to committees of the Board consisting of such Member(s) or Members of its body as it thinks fit, and it may, from time to time, revoke and discharge any such committee of the Board, either wholly or in part, and either as to persons or purposes. Every committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment shall have like force and effect as if done by the Board.

58. Subject to the provisions of the Companies Act, no resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or to all the Members of the committee, as the case may be, at their address registered with the Company in India by hand delivery, by post, by courier or through electronic means as prescribed under the Companies Act and has been approved by a majority of the directors or Members of the committee, who are entitled to vote on the resolution.

59. The Board may, at any time and from time to time, by power of attorney, appoint any person or persons to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions, as the Board may from time to time think fit, and such appointment (if the Board deems fit) may be made in favour of any company or the Members, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain any such powers for the protection of convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such attorneys as aforesaid to sub-delegate all or any of the powers, authorities and directions for the time being vested in them.

GENERAL MEETINGS

60. A general meeting of the Company may be called by giving not less than
21 (twenty one) days' notice, provided however that a general meeting may be called with shorter consent in accordance with the provisions of the Companies Act.

61. All general meetings other than the annual general meeting shall be called extraordinary general meeting.

62. The Board may, whenever it thinks fit, call an extraordinary general meeting.

63. Annual General Meeting may be held at any place within the city, town or village in which the registered office of the Company is situated. General meetings, other than the Annual General Meeting may be held at any place. Subject to the Companies Act and where the Company makes arrangements at the shareholders may attend the aforesaid meetings by way of video conference or through any other medium as may be permitted under the Companies Act.

64. If at any time there are not within India directors capable of acting who are sufficient in

number to form a quorum, any director or any 5 (five) Members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

65. Save as herein otherwise provided, 5 (five) Members present in person or by proxy or through authorized representative shall form quorum. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and at the time when each item of business is being conducted.

66. If quorum is not present within 1 (one) hour from the time appointed for holding the meeting, the meeting shall stand adjourned to such time and place as may be decided by the Board. The provisions of these Articles in relation to the convening of such adjourned general meetings shall apply.

67. The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Company. The chairperson shall have a second or casting vote in case of an equality of votes, whether on show of hands or electronically or on a poll.

68. If there is no such chairperson, or if he is not present within 15 (fifteen) minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors/shareholders present shall elect one of the Members as the chairperson of the meeting.

69. The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

70. The Company shall cause minutes of the proceedings of every general meeting of any class of Members or Creditors to be prepared and signed in such manner as may be prescribed by the Rules within thirty days of the conclusion of every such meeting concerned in books kept for that purpose with their pages consecutively numbered.

71. At any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded or the voting is carried out electronically, be decided on a show of hands.

72. Any Member of a Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf. Such proxy shall have the right to speak at such meeting and shall be entitled to vote, whether by show of hands, a poll or otherwise. Further a person appointed as proxy is permitted to act on behalf of any number of Members and/or any number of shares, without any limit.

73. The instrument appointing a proxy shall be in such form as the Company may deem fit, shall be in writing and shall be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, by an officer or an attorney duly authorised by it.

74. On a poll taken at a meeting of a Company, a Member entitled to more than 1 (one) vote, or his proxy or other person entitled to vote for him, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

75. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

Accounts

76. The Company shall cause to be kept proper books of account with respect to:-

    (a) all sums of money received and expended by the Company and the matters in respect of which receipt and expenditure take place;
    (b) all receipt and payments and deposits and other money received and loans and other facilities granted by the Company;
    (c) the assets and liabilities of the Company

77. The books of account shall be kept at the Registered Office of the Company or such other places as the Board of Directors think it subject to Section 128 of the Act.

78. Financial Statements, i.e. Balance Sheet, Profit and Loss Account, Cash Flow Statement, Statement of changes in equity, if applicable, and any explanatory note annexed to, or forming part of any document referred to hereinbefore and consolidated Financial Statements, if any, shall be in such form and shall be signed in accordance with the Companies Act and Rules thereunder and other applicable laws, if any.

AUDIT

79. At least once in every year, the accounts of the Company shall be balanced and audited and the correctness of Financial Statements, i.e. Balance Sheet and Profit and loss Account, etc. shall be ascertained by one or more auditor or auditors to be appointed as required by the Companies Act.

EXECUTION OF NEGOTIABLE INSTRUMENTS

80. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

SECRECY CLAUSE

81. No Member shall be entitled to require discovery of any information of the Company's trading or any other matter which may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the directors it will not be expedient in the interest of the Company to communicate the same.

INDEMNITY AND INSURANCE

82. Subject to the provisions of the Companies Act, every director of the Company, officer (whether managing director, manager, secretary or other officer) or employee or any person

employed by the Company as Auditor shall be indemnified by the Company against liability in respect of matters which arise from acts or omissions of the relevant person in the ordinary course of discharging his or her authorised duties other than liability which arises as a result of that persons dishonesty, fraud or negligence, and it shall be the duty of the directors to pay, out of the funds of the Company, all costs, losses and expenses (including travelling expenses) which any such director, officer, other employee, or Auditor may incur or become liable to by reason of any contract entered into or act or deed done by him as such director, officer, other employee or Auditor or in any way in the discharge of his duties.

83. Subject as aforesaid, every director, officer, other employee, or Auditor of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or discharged in connection with any application under the Companies Act in which relief is granted to him by the Court or the Tribunal.

84. The Company may take and maintain any insurance as the Board may think it on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

GENERAL AUTHORITY

85. Wherever in the Companies Act or any other regulations, it has been provided that any company shall have any right, privilege or authority or that any company cannot carry out any transaction unless it is so authorised by its Articles, then and in that case this Article hereby authorises and empowers this Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Companies Act, without there being any other specific Article in that behalf herein provided.

1. Articles of Association amended vide resolution passed at Extra Ordinary General Meeting of the Members held on 13.10.2016.
2. Articles of Association amended to change the Name of the Company vide Special Resolution passed at the EGM held on 21.03.2017.
3. Articles of Association amended to change the name of the Company vide Special Resolution passed at the EGM held on 05.03.2019

SIGNATURE PAGE TO FOLLOW

<table>
<tr><th>S. No.</th><th>Names, addresses, description and occupation of subscribers</th><th>Signature of Subscribers</th><th>Name, address and description of witness</th></tr>
<tr><td>1</td><td>S. DEVARAJ SOCIAL
SERVICE
S/O.R. SATHIYANATHAN, 2-A,
ALLI STREET, ANNAMALAI
NAGAR, TIRUCHY, 620 018.</td><td>(SIGNED)</td><td rowspan="2">I WITHNESS THE
SIGNATURE OF BOTH THE
SUBSCRIBERS

(SIGNED)

MR.P. SHANMUGARAJ
CHARTERED ACCOUNTANT
S/O.R. PARTHASARATHY 1028,
T.H. ROAD THIRUVOTRIUR,
CHENNAI – 600019.</td></tr>
<tr><td>2</td><td>D.RINNIE
PROFESSOR,
W/O. MR.S. DEVARAJ, 2-A,
ALLI STREET, ANNALAMALI
NAGAR,
TIRUCHY, 620 018.</td><td>(SIGNED)</td></tr>
</table>

Dated: the 29^{th} day of April, 2003 at Trichirapalli