

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
AMC REPO CLEARING LIMITED

- I. The name of the Company is AMC Repo Clearing Limited.
- II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of the Registrar of Companies at Mumbai.
- III. The objects for which the Company is established are
 - A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE
 1. ****To facilitate, set up and carry on the business of clearing and settlement of repo and reverse repo transactions in corporate debt securities that are dealt with or traded on recognized stock exchanges, as may be permitted by SEBI and to ensure completion and guarantee of settlement and to facilitate, promote, assist, regulate and manage dealings in repo and reverse repo transactions in such corporate debt securities, as may be permitted by SEBI.**
 2. To initiate, facilitate, promote, assist, undertake and manage all activities in relation to Stock Exchanges, Money Markets, Financial Markets, Securities Markets, Capital Markets, custodial and depository services including but not limited to taking measures for ensuring greater liquidity, facilitating intra and inter market dealings and generally to facilitate Clearing and Settlement of transactions in corporate bonds.
 - B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:
 3. To frame and enforce Rules, Bye-laws, and Regulations as may be required for regulating the mode and manner, the conditions subject to which the business of the Corporation shall be transacted and the rules of conduct of the clearing members of the Corporation, including all aspects relating to clearing

****The Object Clause III (A) (1) was replaced with new Clause vide Special Resolution passed by Shareholders at their Extra-Ordinary General Meeting held on Friday, 26th November, 2021.**

membership, trading, settlement, including guarantee of settlements, settlement fund, constitution of committees, delegation of authority and general diverse matters pertaining to the Corporation and also including code of conduct and business ethics for the clearing members and from time to time, to amend or alter such rules, bye-laws and regulations or any of them and to make any new amended or additional rules, bye-laws or regulations for the purpose aforesaid.

4. To settle disputes and to decide all questions of trading, clearing and settlement, methods, practices, usages, custom or courtesy in the conduct of trade and business of the Corporation.
5. To fix, charge, recover, receive security deposits. admission fee, fund subscriptions, subscription from clearing members of the corporation or the company in terms of the Articles of Association and rules and regulation of the corporation and also to fix, charge and recover deposits, margins, penalties, ad hoc levies and other charges.
6. To facilitate resolution of disputes by arbitration or to nominate arbitrators or umpires on such terms and in such cases as may seem expedient; to set up Regional or local arbitration panels and to provide for arbitration of all disputes and claims in respect of all transactions relating to or arising out of or in connection with or pertaining to the business of the corporation and including arbitration of disputes between clearing members of the corporation and between clearing members of the corporation and persons who are not clearing members of the corporation but constituents of clearing members of the Corporation; and to remunerate such Arbitrators, Regional Arbitration panels or Local Panels and to make, amend and alter rules, bye- laws and regulations in relation to such arbitration proceedings, the fees of arbitrators, the costs of such arbitration, and related matters and to regulate the procedures thereof and enforcement of awards and generally to settle disputes and to decide all questions of usage, custom or courtesy in the conduct of trade and business in securities.
7. To act as a custodian or depository of corporate bonds, by itself or in association with or through any other company or person or Department of the Government or authority for purposes of storage, in any form gratuitously or otherwise, letting on hire and otherwise disposing off safes, strong rooms and other receptacles for money, securities and documents or securities of all kinds.
8. To establish and maintain or to arrange or appoint agents, to establish and maintain clearing house for the objects and purposes of the Company or maintain a stock holding and clearing corporation, depository clearing house or division and to control and regulate the working and administration thereof.

9. To enter into any arrangements with the government which may seem desirable and to obtain from such Government any powers, rights, licences, privileges or concessions which may be deemed necessary and desirable for the purposes set out in the Memorandum.
10. To act as Trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any other trusts and also undertake the office of or exercise the powers of executor, administrator, receiver, custodian and trust corporation.
11. To enter into arrangements with any State or Authority central state municipal local or otherwise which may seem conducive to Company's objects or any of them and to obtain from any such Government or Authority any concession grants or decrees rights or privileges whatsoever which the Company may think fit or which may seem to the Company capable of being turned to account and to comply with work, develop, carry out, exercise and turn to account any such arrangements, concessions, grants, decrees, rights or privileges.
12. To acquire, collect, preserve, disseminate or sell statistical or other information in connection with the trade, to maintain a library and to print, publish, undertake, manage and carry on any newspaper, journal, magazine, pamphlet, official year book daily or other periodical quotation lists or other works in connection with or in furtherance of the object of the Corporation.
13. To improve and elevate the technical and business knowledge of persons engaged in or about to be engaged in trade, banking, commerce, finance or company administration or dealing in stocks, shares and securities of any other kind or in connection therewith and with a view thereto to provide for delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award certificates and diplomas and to institute and establish scholarships, grants and other benefactions and to set up or form any such technical or educational institutions and to run and administer it.
14. To subscribe for becoming a member of and co-operate with any other association whether incorporated or not, whose objects are to promote the interests represented by Corporation or to promote general commercial and trade interests and to procure from and communicate to such association such information as may further the objects of the Corporation or promote measures for the protection of the trade or any interest therein.
15. To take part in the management of or set up an advisory or research division and act as consultants and advisers for the setting up and organising of dealing in securities or clearing and settlement in India or abroad, and to act as consultants for securities and their marketing and advising on the incidents and features of the business of the Corporation and to enter into an association with

any Exchange in India or abroad whether by subscription or on a co-operation principle for furthering the objects of the company.

16. To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interest, with any person or persons, company or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprises which this company is authorised to carry on or conduct or from which the company would or might derive any benefit whether direct or indirect.
17. To acquire and take over either the whole or any part of the business, goodwill, trademarks, patents, property, assets and liability of any person or persons, firm, body corporate or corporation carrying on any business which it is authorised to carry on.
18. To open Banking accounts with any Bank and pay into and draw money from such accounts.
19. To pay out of the funds of the Company all costs, charges and expenses which the company may lawfully pay with respect to the promotion, formation, establishment and registration of the Company and/or the issue of its capital or which the Company shall consider to be preliminary including therein the cost of printing and stationary, professional, lawyers or any other experts' fees and expenses.
20. To appoint trustee or trustees (whether individuals or corporations) to hold securities on behalf of and to protect the interest of the company.
21. To amalgamate with any Company or companies or associations having objects altogether or in part similar to those of this company.
22. To form, promote, subsidise or organise and assist or aid in forming, constituting, promoting, subsidising organising and assisting or aiding companies or partnership of all kinds for the purpose of acquiring any undertaking or any property whether movable or immovable, whether with or without liability of such undertaking or company or any other company, for advancing directly or indirectly the objects hereof and to take or otherwise acquire hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise assist or manage or own any such company.
23. To do in India or any other part of the world either as principals, agents, trustees, contractors or otherwise either alone or in conjunction with others and either by or through agents, contractors, trustees or otherwise to the attainment of objects of the Company.

24. To own, establish or have and maintain offices, branches and agencies in or out of India for its business and for securing its customers.
25. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states and territories thereof and in any or all foreign countries and for this purpose and agencies therein as may be convenient.
26. To subscribe, contribute, make donations or grants or guarantee money for any general or useful object or fund or institution and to aid pecuniarily or otherwise, any association, body or movement.
27. To establish and support or assist in the establishment and support of any funds (whether settlement Fund or Investor Protection Fund or any other funds) trusts and conveniences calculated to advance and further the objects and purposes of the Company and the Capital and Financial markets in general.
28. To make payments or disbursements out of the funds or other movable property of the Company for any of the purposes specified in the those presents and the Articles of Association and Rules, Bye-laws and Regulations of the Corporation and to make draw, accept, endorse, discount, execute warrants, debentures or other negotiable or transferrable documents.
29. To seek for and secure openings and opportunities for the employment of capital with the view to prospect, inquire, examine, explore and test the capital and security markets and despatch and employ expeditions, commissions and other agents for the business of the company.
30. To borrow, raise loans in any form, receive deposits, create indebtedness, to receive grants or advances (whether interest free or not) equity loans or raise any monies required for the objects and purposes of the company upon such terms and in such manner and with or without security as may from time to time be determined and in particular by the issue of debentures, debenture stock, bonds or other securities, provided always and it is hereby expressly declared as an original and fundamental condition of any such borrowing or raising of monies, that in all cases and under all circumstances any person claiming payment whether of principal or interest or otherwise howsoever in respect of the monies so borrowed or raised shall be entitled to claim such payment only out of the funds, properties and other assets of the Company which alone shall be deemed to be liable to answer and make good all claims and demands whatsoever under and in respect of the monies so borrowed or raised and not the personal funds, properties and other assets of all or any one or more of the Members of the Board of Directors or members of the Company, their or his heirs, executors, administrators, successors and assigns who shall not and shall not be deemed to in any way incur any personal liability or render themselves or himself personally subject or liable to any claims or demands or

be charged under and in respect of the monies so borrowed or raised and in the event of the funds, properties and other assets of the Company being insufficient to satisfy the claims of all persons claiming payment as aforesaid, the right of any such person shall be limited to and he shall not be entitled to claim anything more than his part or share of such funds, properties and other assets of the Company in accordance with the terms and conditions on which the monies have been so borrowed or raised;

31. To invest, lend or advance the monies of the Company not immediately required in or upon such security and with or without interest and in such other investments as may from time to time be determined by the company.
32. For all or any of the purposes of the Company to draw, make, accept, endorse, discount, execute, issue, negotiate and sell bills of corporation, promissory notes, cheques, bills of lading, warrants, debentures and other negotiable instruments with or without security and also to draw and endorse promissory notes and negotiate the same and also take and receive advances by discounting or otherwise with or without security, upon such terms and conditions as the company deems fit and also to advance any sum or sums of monies upon materials or other goods or any other things upon such terms and securities as the company may deem expedient.
33. To receive money on deposit or otherwise upon such terms and conditions and to give guarantee and indemnities in respect of debts and contracts of others.
34. To secure or discharge any debt or obligation of or binding in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the assets and property (present and future) and the uncalled capital of the Company or by the creation and issue on such terms as may be thought expedient, of debentures, debenture - stock, or other securities of any description or by the issue of shares credited as fully or partly paid-up;
35. To remunerate any person or company for the services rendered or to be rendered in acting as trustees for debentures, debenture stocks holders, or placing or assisting to place or guarantee the placing of any of the shares in the company's capital or debenture, debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business or for guaranteeing the payment of such debentures or debenture stock and interest.
36. To insure any of the properties, undertakings, contracts, risks or obligations of the company in any manner whatsoever.
37. To give guarantee, and carry on and transact every kind of guarantee and counter guarantee business and in particular the payment of any principal

monies, interest or other monies secured by or payable under debentures, bonds, debenture-stock, mortgage, charges, contracts, obligations, securities and instruments and the payment of dividends on and the repayment of the capital stocks, shares, securities and instruments of all kinds and descriptions.

38. To undertake and subscribe for, conditionally or unconditionally, stocks, shares and securities of any other company;
39. To issue derivatives or acquire and sell any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, incorporation or auction or otherwise and to subscribe for the same either conditionally or, otherwise, and to guarantee to the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof in furtherance of the objects of the Company.
40. To erect, construct, extend and maintain suitable building(s) or premises for the use by the Company or its members and for any other purposes of the Company and to alter, add, modify, change to or remove or replace or substitute, or augment space in any such building or buildings.
41. To acquire by purchase, taking on lease or hire purchase or on suppliers' credit or otherwise and to develop any property movable or immovable and any rights or privileges necessary or convenient for the purposes of the company and in particular any land, buildings, easements or safe deposit vaults or depositories or custody facilities.
42. To sell, mortgage, exchange, lease, let, underlease or sub-let, grant licences, easement 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 considerations as may be thought fit, including any stocks, shares or securities of any other company, whether partly or fully paid up.
43. To apply for, purchase or otherwise acquire any patents, brevets, inventions, licences, concessions, rights, privileges and the like conferring of any exclusive or limited right to use any secret or other information as to invention which may seem capable of being used for any of the purposes of the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licences, privileges in respect of or otherwise turn to account the property rights or information so acquired and to assist, encourage and spend money in making experiments of all inventions, patents and rights which the Company may require or propose to acquire.
44. To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India and elsewhere,

45. To distribute any of the property of the Company in specie among the members in the event of winding up subject to the provisions of the Companies Act, 1956.
 46. To train or pay for the training in India or abroad of any of the company's employees or any candidate in the interest of or for the furtherance of the company's objects.
 47. To provide for the welfare of employees or ex-employees of the company and the wives and families or the dependents or connections of such person by building or contributing to the building of houses or dwellings or by grants of money pensions, allowances, bonus or other payments or by creating from time to time, subscribing or contributing to provident and other associations institutions funds or trustees and by providing or subscribing or contributing towards place of instruction and recreation hospitals and dispensaries medical and other attendance and other assistance as the company shall think fit.
 48. To indemnify officers, Directors, promoters and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done, for and in the interest of the Company or for any loss or damages or misfortune whatever happens in execution of duties of their offices or in relation thereto.
 49. To do all such other things as are incidental or conducive to the above objects or any of them.
- IV. The liability of the Members is limited.
- V. *The Authorized Share Capital of the Company shall be INR 1,50,00,00,000 (Rupees One Fifty Crore only) divided into divided into 15,00,00,000 (Fifteen Crore) Equity Shares of INR 10/- (Rupees Ten only) each.

*The Authorized Share Capital of the Company was increased from INR 15,00,000 (Rupees Fifteen Lakhs Only) to INR 1,50,00,00,000 (Rupees One Fifty Crore only) vide Special Resolution passed by Shareholders at their Extra-Ordinary General Meeting held on Friday, 09th July, 2021.

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

Sr. No.	Name, address, description and Occupation of the Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature, Names, address, descriptions and occupation of Witnesses
1	Nilesh Dhirajlal Shah, 501, 5th Floor, Radhika CHS, Gulmohar Road, Plot No. 55, JVPD Scheme, Vileparle (West), Mumbai 400 049, Subscriber cum Director, Occupation-Service	1	Sd/-	<p>I witness to subscriber who has subscribed and signed in my presence on 09th April, 2021 at 1.00 P.M. Further I have identified his identity details for his identification and satisfied myself of his identification particulars as filed in:</p> <p>Signature: Sd/-</p> <p>Name: Pradeep Kumar Purwar Father's Name: Gopal Krishna Purwar Address: D-1/1202, Maple, Neelkanth Greens, Behind Happy Valley, Manpada, Thane West – 400 610, Maharashtra, India Occupation: Professional</p>
2	Saurabh Manoj Nanavati , B 3/4, 535, Meghdoot, Linking Road, Near Khar Telephone Exchange, Khar (West), Mumbai 400 052 Subscriber cum Director, Occupation- Chief Executive Officer of Invesco Asset Management (India) Pvt. Ltd.	1	Sd/-	
3	Athmanathan Balasubramanian, Bunglow No. 18, Lakshmi Niwas, Atur Park CHSL, Sion Trombay Road, Chembur, Mumbai 400 071Subscriber cum Director, Occupation- Service	1	Sd/-	
4	Vinay Muralidhar Tonse, C/ 11, Kinellan Tower, 100A Nepean Sea Road, Mumbai, Maharashtra 400 006, Subscriber cum Director, Occupation- Service	1	Sd/-	

5	Radhika Gupta, 3, Elysium, 67 D Monte Park Road, Near Bandra Gymkhana, Bandra (West), Mumbai 400050 Subscriber, Occupation-Service	1	Sd/-	<p>I witness to subscriber who has subscribed and signed in my presence on 09th April, 2021 at 1.00 P.M. Further I have identified his identity details for his identification and satisfied myself of his identification particulars as filed in:</p> <p>Signature: Sd/-</p> <p>Name: Pradeep Kumar Purwar Father's Name: Gopal Krishna Purwar Address: D-1/1202, Maple, Neelkanth Greens, Behind Happy Valley, Manpada, Thane West – 400 610, Maharashtra, India Occupation: Professional</p>
6	Gopalakrishnan Pradeepkumar, 203, Mayfair Gardens, Azad Lane, Behind Shoppers Stop, Andheri (West), Mumbai, 400 058, Subscriber, Occupation-Professional (CEO of Union Asset Management Company pvt. Ltd)	1	Sd/-	
7	Venkatesh Srinivasan, 501, Hansraj CHS, Union park sion trombay road, Chembur, Mumbai-400071 Subscriber, Occupation-Service	1	Sd/-	
Total		7		

Date: 09/04/2021

Place: Mumbai