

COMPANY NO. 55-106425

( SECTION 10(3) OF COMPANIES ACT, 1956 )

M/s. Yami Commercial's Limited

having by special resolution altered the provisions of its Memorandum of Association with respect to place of the Registered Office by changing it from the State of \_\_\_\_\_

Assam to the NCT of Delhi and

such alteration having been confirmed by an order of ChB Eastern Region Bench vide C.P. No. 75 (17)/ERB/99

bearing the date 25-8-99.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at NEW DELHI this  
Twenty second day of June  
Two Thousand.



REGISTRAR OF COMPANIES,  
NCT OF DELHI & HARYANA.

(Signature)  
REGISTRAR OF COMPANIES,  
NCT OF DELHI & HARYANA.



प्रमाणित प्रतिलिपि

CERTIFIED TRUE COPY

27/3/10  
14/07/09



Co. No. 02-02885



## Certificate for Commencement of Business

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

I hereby certify that VANI COMMERCIALS LIMITED which was incorporated under the Companies Act, 1956 on the Twenty Fourth day of February 1988 and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149 (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at Shillong this 25th day of February One thousand nine hundred and Eighty Eight.

CERTIFIED TRUE COPY

Sd/-

( S. DASGUPTA )

Registrar of Companies.

Assam, Meghalaya, Manipur, Tripura,  
Arunachal, Nagaland and Mizoram.





CERTIFICATE OF INCORPORATION

ता. No. 02-02885 को स. of 19 87-88

मैं एतद्वारा प्रमाणित करना हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अधिन निर्गमित को गई है और यह कम्पनी परिसीमित है।

I hereby certify that VANI COMMERCIALS LIMITED.

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. को दिया गया।

Given under my hand at SHILLONG this 24th (Twentyfourth) day of FEBRUARY — One thousand nine hundred and eighty-eight.

(S. Dasgupta)  
कम्पनियों का रजिस्ट्रार

Registrar of Companies

Assam, Meghalaya, Manipur Tripura, Nagal  
Arunachal Pradesh & Mizoram, Shillong

CERTIFIED TRUE COPY  
Assam, Meghalaya etc.  
Shillong.



**\*\* (The Companies Act, 2013)  
(Company Limited by Shares)**

**MEMORANDUM OF ASSOCIATION  
OF  
VANI COMMERCIALS LIMITED**

**I. The Name of the Company is VANI COMMERCIALS LIMITED**

**II. The Registered Office of the Company will be situated in the State of Delhi.**

**III. The objects for which the Company is established are:**

**(A) THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ARE:-**

1. To carry on the business of providing long term finance for construction or purchase of houses, flats, apartments, promises in India for residential and other purposes and to promote, sponsor, undertake and execute all types and kinds of housing, house building, and house development scheme and projects, residential, non-residential, commercial, Industrial, and otherwise including schemes and projects or and all types and kinds of land development, with a view to assisting private individuals, parties and persons including bodies corporate to acquire and own houses, flats apartments and other types or units or accommodation for residential, dwelling commercial, industrial and other purposes and to help aid and assist in promotion, sponsorship and executing of all sorts of land development and housing and house building schemes and projects as may be sponsored, promoted or executed by or through the agencies of contractors, suppliers and manufacturers end to sell and offer for sale either in residential or other units and complexes and either against instalment payments or by outright purchases any such land buildings, houses flats or apartments as may be developed, constructed, set up or promoted by the company or under the or with the help and assistance of the Company.
2. To carry on in India and elsewhere the business of providing financial technology and digital payment solutions, and to offer financial, technical, and advisory services, including but not limited to the issuance, management, distribution, and operation of prepaid instruments, digital wallets, stored value cards, vouchers, and similar instruments, whether in physical or electronic form, in accordance with applicable laws.

For VANI COMMERCIALS LIMITED



Director

3. To provide payment aggregator and payment gateway services, including acquiring, processing, settlement, clearing, routing, authentication, and authorization of payment transactions through cards, UPI, net banking, mobile wallets, and other electronic means; and to design, develop, license, operate, and maintain mobile applications, software platforms, APIs, and other digital infrastructure to enable secure electronic payments, merchant acceptance, and related fintech solutions.
4. To provide technology-enabled financial services including bill payments, reconciliation, settlement, reporting, fraud prevention, risk management, customer support, loyalty programs, credit scoring, and data analytics, and to offer POS devices, QR code systems, checkout solutions, and other merchant enablement tools to individuals and enterprises.
5. To carry on the business of financing and lending, including but not limited to providing loans, advances, personal loans, vehicle loans, credit facilities, hire purchase, leasing, bill discounting, supply chain finance, consumer finance, business loans, housing loans, loans against property and any other financing and lending product to corporates, businesses, professionals, contractors, dealers, home buyers, individuals, others as permitted under applicable laws and subject to regulatory approvals.
6. To acquire, manage, and realize financial assets and stressed assets, including secured or unsecured debts, receivables, and loan portfolios from banks, financial institutions, corporations, or individuals, and to deal in, manage, or dispose of such assets, whether directly or through asset reconstruction, securitization, or assignment, in compliance with applicable law.
7. To act as insurance intermediary, corporate agent, or broker for life, health, general, and other classes of insurance, and to provide insurance aggregation, digital onboarding, policy comparison, claim assistance, and allied services through online or offline means, and to collaborate with insurance companies and other regulated entities for marketing, servicing, and technology partnerships.
8. To engage in the business of distribution, facilitation, and intermediation in shares, securities, mutual funds, bonds, commodities, derivatives, and investment products permitted under law, and to act as sub-broker, trading member, or investment intermediary, and to provide technology platforms, advisory, and back-office support for financial trading, portfolio management, and wealth management activities.
9. To undertake all such lawful activities as are incidental, ancillary, or conducive to the attainment of the above objects, including entering into collaborations, partnerships, or joint ventures with banks, NBFCs, financial institutions, service providers, or technology

For ANI COMMERCIALS LIMITED



Director

companies, and to acquire, hold, or dispose of movable or immovable property necessary for carrying on the business of the Company.\*

\* The existing sub clauses from 2 to 4 of Clause III(A) i.e. the Main Object clause of Memorandum of Association ("MOA") of the Company shall be replaced with the new sub-clauses from 2 to 9 vide Special Resolution passed at Extra-ordinary General Meeting held on 21<sup>st</sup> November, 2025.

\*\* The company has adopted new set of Memorandum of Association of the company via passing special resolution passed at Extra-ordinary General Meeting held on 21<sup>st</sup> November, 2025.

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

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is

For VANI COMMERCIALS LIMITED



Director

authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
9. Subject to the Provisions of the Companies Act 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patentrights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trademarks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.

For VANI COMMERCIALS LIMITED



Director

13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
19. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. Subject to the Provisions of Companies Act 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
21. Subject to the Provisions of Companies Act 2013, to carry out amalgamation/arrangements / merger / of the Company with other company/ies as may be permissible by the provisions of the law.

For VANI COMMERCIALS LIMITED

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22. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.
23. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
24. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
25. Subject to the provisions of Section 179 to 183 of Companies Act, 2013, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
27. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
28. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or

For VANI COMMERCIALS LIMITED



Director

- deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
29. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
30. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
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 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
32. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
33. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

#### **IV. The Liability of the members is Limited.**

**V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 50000000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares."**

For VANI COMMERCIALS LIMITED



Director

We, the several persons whose names and addresses and occupations subscribed below 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 to our respective names.

Sl. No.	Name address, description & occupation of the Subscribers	No of Equity Shares taken by each Subscriber	Signatures of the Subscribers	Signatures Witness address with and occupation
1.	SUSHIL KUMAR KAJARIA S/O SH. RAMAVTAR AGARWAL R/O 2, MULLICK STREET, CALCUTTA - 700007 (BUSINESS)	10 (TEN)	Sd/-	Witness to all signatories Sd/- Gopal Goenka S/o Sh. Mohan Lal Goenka R/o 3/3, Bihari mLal Chakarbarly Lane Howrah-I Service CP No. 6485
2.	RATAN LAL SETHIA S/O SH. TARACHAND SETHIA R/O 8A, SHAMSUL STATION ROAD CALCUTTA-700017 (CHARTERED ACCOUNTANT)	10 (TEN)	Sd/-	
3.	RAMAWTAR GOYAL S/O LATE SH. RAM PRATAP GOYAL R/O 9/1B, PEUPREA MOHAN PAUL LANE, CALCUTTA - 700007 (BUSINESS)	10 (TEN)	Sd/-	
4.	PRAKASH CHAND JAIN S/O SH. POONAM CHAND JAIN R/O 121, CHITRANJAN AVENUE, CALCUTTA- 700073 SERVICE	10 (TEN)	Sd/-	
5.	PAWAN KUMAR AGARWAL S/O SH. GOVIND RAM AGARWAL R/O 34, EZRA STREET, CALCUTTA-700001 SERVICE	10 (TEN)	Sd/-	
6.	PURUSHOTTAM PANSARI S/O LATE SH. DIN DAYAL PANSARI R/O 34, EZRA STREET, CALCUTTA-700001 BUSINESS	10 (TEN)	Sd/-	
7.	BINOY KUMAR ADHIKARI S/O LATE SH HARIPADA ADHIKARI R/O 34, EZRA STREET, CALCUTTA-700001 SERVICE	10 (TEN)	Sd/-	
		70 (SEVENTY)		

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Dated: 24.02.1988

