TABLE -F

COMPANY LIMITED BY

SHARES

ARTICLES OF

ASSOCIATION OF

THIRUKOCHII FINCAP LIMITED[1]

Interpretation

I. (1) In these Articles, unless the context otherwise requires, the following expressions shall have the meanings assigned to them hereunder:

1. **"Act"** means the Companies Act, 2013, and includes any statutory modification, amendment, re-enactment thereof for the time being in force, and all rules, regulations, notifications, and circulars issued thereunder.
2. **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Company"** means THIRUKOCHI FINCAP LIMITED[1].
4. **"Financial Year" or "Year"** means the financial year of the Company commencing on 1st April and ending on 31st March of the succeeding year, or such other period as may be prescribed under the Act.
5. **"Member" or "Shareholder"** means the duly registered holder, from time to time, of the shares of the Company.
6. **"Seal"** means the common seal of the Company, if any.

(2) Unless the context otherwise requires:

1. Words and expressions used in these Articles and not defined herein shall have the meanings respectively assigned to them under the Act or any statutory modification or re-enactment thereof in force at the relevant time.
2. Words importing the singular shall include the plural and vice versa.
3. Words importing any gender shall include all genders.
4. Words importing persons shall include individuals, companies, bodies corporate, firms, associations, and other legal entities.
5. References to a "person" shall include such person's successors, legal representatives, administrators, and permitted assigns.

(3) The Company is a public company within the meaning of Section 2(71) of the Act.

(4) A company which is a subsidiary of a company not being a private company shall be deemed to be a public company in accordance with the provisions of the Act, notwithstanding anything contained in its articles.

(5) These Articles shall be read and construed in conformity with the provisions of the Act. In the event of any inconsistency between these Articles and the Act, the provisions of the Act shall prevail.

[1] Name of the company has been changed from Jayanth Financial Services Private Limited to Thirukochi Fincap Private Limited vide special resolution passed at the EGM held on 08 August 2025.
[1] Name of the company has been changed from Thirukochi Fincap Private Limited to Thirukochi Fincap Limited Pursuant to conversion from Private company to public company vide special resolution passed at the EGM held on 20 February 2026.

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Share Capital and Variation of rights

11. (1) The Authorised Share Capital of the Company shall be as specified in Clause V of the Memorandum of Association of the Company divided into such number of shares of prescribed face value as amended from time to time, which may be increased or reduced in accordance with the provisions of the Companies Act, 2013.

(2) Subject to the provisions of the Companies Act, 2013 and the rules made thereunder, and these Articles, the shares in the capital of the Company shall be under the control of the Board of 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 and either at a premium or at par and at such time as they may from time to time think fit.

(3) Without prejudice to the generality of the foregoing:

(a) any further issue of share capital shall be made in accordance with the applicable provisions of law relating to rights issue, preferential allotment, private placement, or public issue, as the case may be;

(b) all securities of the Company shall be issued and held in dematerialised form, where required under applicable law;

(c) any issue, allotment, or transfer of shares shall be subject to applicable directions, guidelines, and approval requirements, if any, prescribed by the Reserve Bank of India;

(d) no issue or allotment of shares shall result in any change in control or management of the Company requiring prior approval of the Reserve Bank of India, unless such approval has been duly obtained; and

(e) the Board shall ensure compliance with all applicable statutory and regulatory requirements in relation to issue and allotment of shares.

(2) (1) Every person whose name is entered as a member in the Register of Members shall be entitled to receive share certificates in accordance with the provisions of the Companies Act, 2013 and applicable rules made thereunder, except where shares are held in dematerialised form.

(2) The Company shall, within:

(a) two months from the date of incorporation, in the case of subscribers to the Memorandum;

(b) two months from the date of allotment of shares; and

(c) one month from the date of receipt of the instrument of transfer or intimation of transmission, issue one certificate for all shares held by a member without payment of any charges, or several certificates each for one or more of such shares upon payment of such fee as may be prescribed under applicable law.

(3) Every share certificate shall be issued under the common seal of the Company, if any, or shall be signed in accordance with applicable law, and shall specify the shares to which it relates and the amount paid-up thereon.

(4) In respect of shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate to any one of such joint holders shall be sufficient delivery to all such holders.

(5) All provisions relating to issue, holding, and transfer of securities shall be subject to applicable directions, if any, issued by the Reserve Bank of India and other regulatory authorities.

(3) (i) If any share certificate is worn out, defaced, mutilated, or torn, or if there is no further space on the reverse for endorsement of transfer, then upon production and surrender of such certificate to the Company, the Board may issue a new certificate in lieu thereof, and if any share certificate is lost or destroyed, a duplicate certificate may be issued upon proof of such loss or destruction to the satisfaction of the Company and on execution of such indemnity and/or furnishing of such security as the Board may deem fit.

(ii) The issue of a duplicate share certificate shall be subject to compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, and upon payment of such fees and out-of-pocket expenses as may be prescribed under applicable law.

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(iii) Nothing contained herein shall apply to securities held in dematerialised form, and all such matters shall be governed by applicable depository regulations.

(iv) The issue of duplicate certificates and related matters shall also be subject to applicable directions, if any, issued by the Reserve Bank of India.

The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

(4) Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder.

(5) (i) The Company may exercise the powers of paying commission conferred by sub-section (6) of Section 40, provided that the rate or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed under the rules made pursuant to sub-section (6) of Section 40.

(iii) Such commission may be satisfied by the payment of cash, by the allotment of fully or partly paid shares, or partly in one way and partly in the other.

(6) (i) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Companies Act, 2013 (India), and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall, mutatis mutandis, apply; provided that the quorum for such meeting shall be at least two persons holding or representing by proxy not less than one-third of the issued shares of the class concerned.

(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) Subject to the provisions of Section 55 of the Companies Act, 2013, the Company may, with the sanction of an ordinary resolution, issue preference shares on the terms that they are to be redeemed on such terms and in such manner as the Company may, before the issue of such shares, determine by a special resolution.

Lien

(9) (i) The Company shall have a first and paramount lien-

(a) on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by such person or his estate to the Company.
Provided that the Board of Directors may, at any time, declare any share to be wholly or in part exempt from the provisions of this Article.

(ii) The Company's lien, if any, on a share shall extend to all dividends and bonuses declared from time to time in respect of such shares.

(10) The Company may sell, in such manner as the Board of Directors thinks fit, any shares on which the Company has a lien.
Provided that no such sale shall be made-

(a) unless a sum in respect of which the lien exists is presently payable; or

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(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share, or to the person entitled thereto by reason of death or insolvency.

(11) (i) To give effect to any such sale, the Board of Directors may authorise any person to execute an instrument of transfer of the shares sold in favour of the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

(12) (i) The proceeds of any sale of shares effected in enforcement of the Company's lien shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares prior to the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

(13) (i) The Board of Directors may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving not less than fourteen days' notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(14) A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be required to be paid by instalments.

(15) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

(16) (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment to the time of actual payment at the rate of ten per cent per annum, or at such lower rate, if any, as the Board of Directors may determine.

(ii) The Board shall be at liberty to waive payment of any such interest, wholly or in part.

(17) (i) Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these Articles relating to payment of interest, costs and expenses, forfeiture, or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

(18) The Board of Directors-

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by such member.

(b) Upon all or any of the monies so advanced, the Company may (until the same would, but for such advance, become presently payable) pay interest at such rate, not exceeding twelve per cent per annum or such other rate as the Company in general meeting may determine, as may be agreed upon between the Board and the member paying such sum in advance.

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Transfer of shares

(19) (i) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and the transferee.

(ii) The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof.

(20) The Board of Directors may, subject to the right of appeal conferred by Section 58 of the Companies Act, 2013 (India), decline to register:

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the Company has a lien.

(21) The Board of Directors may decline to recognise any instrument of transfer unless:

(a) the instrument of transfer is in the form prescribed under the rules made pursuant to sub-section (1) of Section 56 of the Companies Act, 2013;

(b) the instrument of transfer is accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to establish the right of the transferor to make the transfer; and

(c) the instrument of transfer relates to only one class of shares.

(22) On giving not less than seven days' previous notice in accordance with Section 91 of the Companies Act, 2013 and the rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board of Directors may, from time to time, determine.
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

(23) (i) On the death of a member, the survivor or survivors where the member was a joint holder, and the nominee or nominees or legal representative(s) where the member was a sole holder, shall be the only persons recognised by the Company as having any title to the interest of the deceased member in the shares.

(ii) Nothing contained herein shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased member with other persons.

(24) (i) 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 be properly required by the Board of Directors and subject as hereinafter provided, elect either-

(a) to be registered himself or herself as the holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(c) the Board of Directors 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 such death or insolvency.

(25) (i) If the person becoming entitled to a share in consequence of the death or insolvency of a member elects to be registered as the holder of the share, such person shall deliver or send to the Company a notice in writing, duly signed, stating that he or she so elects.

(ii)If such person elects to transfer the share, he or she shall give effect to such election by executing an instrument of transfer of the share.

(iii)All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall apply 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 an instrument of transfer executed by that member.

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(26) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which such person would be entitled if he or she were the registered holder of the share.
However, such person shall not, before being registered as a member in respect of the share, be entitled to exercise any rights conferred by membership in relation to meetings of the Company.
Provided that the Board of Directors may, at any time, give notice requiring any such person to elect either to be registered as a member in respect of the share or to transfer the share, and if such notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.

Forfeiture of shares

(27) If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board of Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on such member requiring payment of so much of the call or instalment as remains unpaid, together with any interest which may have accrued thereon.

(28) The notice referred to in the preceding Article shall

(a) specify a further day, not being earlier than the expiry of fourteen days from the date of service of the notice, on or before which the payment required by the notice is to be made and

(b) state that, in the event of non-payment of the amount specified therein on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(29) If the requirements of any notice referred to in the preceding Articles are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors to that effect.

(30) (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board of Directors thinks fit.

(ii) At any time before such sale or disposal, the Board may cancel the forfeiture on such terms as it thinks fit.

(31) (i) A person whose shares have been forfeited shall cease to be a member of the Company in respect of such forfeited shares, but shall, notwithstanding such forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by such person in respect of the shares.

(ii) The liability of such person shall cease if and when the Company has received payment in full of all such monies in respect of the shares.

(32) (i) A duly verified declaration in writing that the declarant is a Director, Manager or Company Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii)The Company may receive the consideration, if any, given for the share on any sale or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share and

(iv)The transferee shall not be bound to see to the application of the purchase money, if any, nor shall the transferee's title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, sale or disposal of the share.

(33) The provisions of these Articles relating to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

(34) The Company may, from time to time, by an ordinary resolution passed in a general meeting, increase its share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

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(35) Subject to the provisions of Section 61 of the Companies Act, 2013, the Company may, by an 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 such 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 that fixed by the Memorandum;

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

Subject to the provisions of Section 62 of the Companies Act, 2013 (India), the Company may increase its subscribed capital by the issue of further shares, which shall be offered:

(a) to persons who, at the date of the offer, are holders of equity shares of the Company, in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares (rights issue);

(b) to employees under a scheme of employees' stock option, subject to a special resolution passed by the Company and subject to such conditions as may be prescribed under the Act and rules made thereunder; or

(c) to any persons, whether or not those persons include the persons referred to in clauses (a) or (b), either for cash or for consideration other than cash, if authorised by a special resolution, and subject to the price of such shares being determined by the valuation report of a registered valuer and in accordance with applicable provisions of the Act and rules made thereunder.

(36) Where shares are converted into stock-

(a) the holders of such stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might, before the conversion, have been transferred, or as nearly thereto as circumstances admit.
Provided that the Board of Directors may, from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose. However, no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

(c) such of the regulations of the Company as are applicable to fully paid-up shares shall apply to stock, and the expressions "share" and "shareholder" in those regulations shall include "stock" and "stockholder", respectively.

(37) The Company may, by a special resolution and subject to the provisions of applicable law, 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; or

(c) any securities premium account.

Capitalisation of profits

(38 (i) The Company in General Meeting may, upon the recommendation of the Board, resolve

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(a) that any sum for the time being standing to the credit of any of the Company's reserves (including free reserves), the securities premium account or the capital redemption reserve account, or any sum standing to the credit of the Statement of Profit and Loss or otherwise available for distribution, be capitalised; and

(b) that such sum be applied for the benefit of the members who would have been entitled thereto if the same were distributed by way of dividend and in the same proportion.

(ii) The sum so resolved to be capitalised shall not be paid in cash but shall be applied, subject to applicable laws—

(a) in or towards paying up any amounts for the time being unpaid on any shares held by such members; or

(b) in paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportion aforesaid; or

(c) partly in the manner specified in sub-clauses (a) and (b).

(iii) The securities premium account and the capital redemption reserve account may, in accordance with the provisions of the Companies Act, 2013 India, be applied only towards the issue of fully paid bonus shares.

(iv) The Board shall give effect to the resolution passed by the Company and may do all such acts, deeds, matters and things as may be necessary or expedient for giving effect thereto, including making such provisions as it thinks fit for the issue and allotment of such shares and for resolving any difficulties arising in regard thereto

(39) (i) Whenever a resolution has been passed by the Company in General Meeting for capitalisation of reserves, the Board shall give effect to such resolution and, for that purpose, may—

(a) make all appropriations and applications of the sums resolved to be capitalised;

(b) allot and issue fully paid-up shares or other securities to the members entitled thereto;

(c) do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to such resolution.

(ii) The Board shall have full power to make such provisions as it deems fit for dealing with fractional entitlements, including—

(a) issue of fractional certificates;

(b) aggregation and sale of fractional entitlements and distribution of the net proceeds; or

(c) payment in cash or otherwise, as it may consider appropriate.

(iii) The Board may authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for—

(a) the allotment to such members of fully paid-up shares or securities to which they may be entitled upon such capitalisation; or

(b) the application of their respective proportions of the capitalised sum towards payment of any amount remaining unpaid on their existing shares.

(iv) Any agreement made under such authority shall be valid and binding on all such members.

Buy-back of shares

(40) Notwithstanding anything contained in these Articles, but subject to the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 India, the rules made thereunder and any other applicable law (including guidelines or directions issued by the Reserve Bank of India, where applicable), the Company may purchase or otherwise acquire its own shares or other specified securities.

THE INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED BANGALORE 560001

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Such buy-back shall be undertaken in such manner, from such sources, and subject to such conditions and limits as may be prescribed under applicable law.

General meetings

(41) All general meetings of the Company other than Annual General Meetings shall be called Extraordinary General Meetings and shall be convened in accordance with the provisions of the Companies Act, 2013 India and the rules made thereunder.

(42) (i) The Board may, whenever it thinks fit, call an Extraordinary General Meeting of the Company, subject to the provisions of the Companies Act, 2013 India and applicable regulatory requirements.

(ii) If at any time there are not within India directors capable of acting who are sufficient in number to form a quorum, an Extraordinary General Meeting may be called—

(a) by any director; or

(b) by any two members of the Company,

in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(iii) Any Extraordinary General Meeting shall be convened, held and conducted in accordance with the provisions of the Companies Act, 2013 India and any guidelines or directions issued by the Reserve Bank of India, as may be applicable to a Non-Banking Financial Company

Proceedings at general meetings

(43) (i) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for General Meetings shall be as prescribed under Section 103 of the Companies Act, 2013 India.

(iii) For the purposes of this Article, a member may be present in person or through proxy, where proxies are permitted under applicable law.

(44) (i) The Chairperson of the Board, if any, shall preside as Chairperson at every General Meeting of the Company.

(ii) If—

(a) there is no such Chairperson; or

(b) the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting; or

(c) the Chairperson is unwilling to act as Chairperson of the meeting,
the directors present shall elect one of their number to be the Chairperson of the meeting.

(iii) If no director is present or if all the directors present decline to take the chair, the members present shall elect one of themselves to be the Chairperson of the meeting.

(45)(i) If at any General Meeting—

(a) no director is willing to act as Chairperson; or

(b) no director is present within fifteen minutes after the time appointed for holding the meeting,
the members present shall choose one of their members to be the Chairperson of the meeting.

Adjournment of meeting

(46) (i) 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.

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(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid and as provided in Section 103 of the Companies Act, 2013 India, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

(47) (i) Subject to any rights or restrictions for the time being attached to any class or classes of shares—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company.

(48) (i) A member may exercise his or her vote at a General Meeting by electronic means in accordance with the provisions of Section 108 of the Companies Act, 2013 India and the rules made thereunder.

(ii) A member who has cast his or her vote by electronic means shall not be entitled to vote again at the meeting.

(49) (i) In the case of joint holders of a share, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For the purposes of this Article, seniority shall be determined by the order in which the names of the joint holders stand in the Register of Members.

(50) (i) A member who has been adjudged by a competent court to lack legal capacity, or in respect of whom a guardian, conservator or other legal representative has been appointed, may vote, whether on a show of hands or on a poll, through such guardian or legal representative.

(ii) Any such guardian or legal representative may, on a poll, vote by proxy in accordance with the provisions of the Companies Act, 2013 India.

(51) (i) Any business, other than that upon which a poll has been duly demanded, may be proceeded with pending the taking of the poll.

(52) (i) No member shall be entitled to vote at any General Meeting of the Company unless all calls or other sums presently payable by such member in respect of shares held by him or her in the Company have been duly paid.

(ii) The Board may determine whether any sum is presently payable, and its decision in this regard shall be final and binding.

(53) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.

(ii) Every vote not disallowed at such meeting shall be valid for all purposes.

(iii) Any objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

(54) (i) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarised copy of such power or authority, shall be deposited at the Registered Office of the Company—

(a) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll;

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GHEEVAR P ABRAHAM
DIN: 08075760

REMYA KOOPI
DIN: 09497409

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(ii) In default of compliance with the provisions of sub-clause (i), the instrument of proxy shall not be treated as valid.

(55) (i) An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105 of the Companies Act, 2013 India.

(56) (i) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding—

(a) the previous death or incapacity of the principal; or

(b) the revocation of the proxy or of the authority under which the proxy was executed; or

(c) the transfer of the shares in respect of which the proxy is given,

provided that no intimation in writing of such death, incapacity, revocation or transfer has been received by the Company at its Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

(57) (i) The number of Directors of the Company shall not be less than three and not more than fifteen:

Provided that the Company may appoint more than fifteen directors after passing a special resolution in accordance with the provisions of the Companies Act, 2013 India.

(ii) Subject to the provisions of Section 149 of the Companies Act, 2013 India, the Company may, by ordinary resolution, increase or reduce the number of Directors within the limits specified in sub-clause (i).

(iii) The present Directors of the Company are 1. GEEVAR P ABRAHAM 2. REMYA K GOPI 3. RISHIN RASHEED 4. VELAYUDHAN PILLAI HARIKUMAR 5. SIVADAS CHETTOOR

(iv) At least two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation, in accordance with the provisions of the Companies Act, 2013 India.

(v) Any person, whether a member of the Company or not, may be appointed as a Director, subject to the provisions of the Companies Act, 2013 India.

(vi) No qualification by way of holding shares in the capital of the Company shall be required for appointment as a Director.

(58) (i) The remuneration of the Directors, insofar as it consists of a monthly payment, shall be deemed to accrue from day to day.

(ii) In addition to the remuneration payable to them in accordance with the provisions of the Companies Act, 2013 India, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company; or

(b) in connection with the business of the Company.

(59) (i) The Board may pay all expenses incurred in connection with the incorporation and registration of the Company.

(60) (i) The Company may exercise the powers conferred on it under Section 88 of the Companies Act, 2013 India with regard to the keeping of a foreign register of members or debenture holders.

(ii) The Board may, subject to the provisions of the aforesaid section, make, vary and repeal such regulations as it may deem fit in respect of the keeping, maintenance and closure of any such foreign register.

(61) (i) 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 or persons and in such manner as the Board may from time to time determine by resolution.

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(62) (i) Every Director present at any meeting of the Board or of a committee thereof shall sign the attendance register maintained for that purpose.

(63) (i) Subject to the provisions of Section 149 and Section 161 of the Companies Act, 2013 India, the Board may, from time to time, appoint any person, other than a person who has failed to get appointed as a Director in a General Meeting, as an Additional Director:

Provided that the total number of Directors, including Additional Directors, shall not at any time exceed the maximum strength fixed under these Articles.

(ii) Such Additional Director shall hold office only up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, and shall be eligible for appointment as a Director by the Company at such meeting, subject to the provisions of the Companies Act, 2013 India.

(iii) Except as otherwise provided in these Articles, all Directors of the Company shall have, in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

Proceedings of the Board

(64) (i) The Board of Directors may meet for the conduct of business, adjourn, and otherwise regulate its meetings as it thinks fit.

(ii) A Director may, and the Manager or Company Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

(65) (i) Subject to the provisions of the Companies Act, 2013 India and applicable directions issued by the Reserve Bank of India, all questions arising at any meeting of the Board shall be decided by a majority of votes of the Directors present and voting.

(ii) In the event of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

(66) The continuing Directors may act notwithstanding any vacancy in the Board; however, if and so long as their number is reduced below the quorum prescribed under the Companies Act, 2013 India for a meeting of the Board, the continuing Director or Directors may act only for the purpose of:

(a) increasing the number of Directors to that required for the quorum; or

(b) summoning a general meeting of the Company,

and for no other purpose.

(67) (i) The Board may elect a Chairperson of its meetings and determine the period for which such Chairperson shall hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be the Chairperson of the meeting.

(68) (i) Subject to the provisions of the Companies Act, 2013 India and applicable directions issued by the Reserve Bank of India, the Board may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so constituted shall, in the exercise of the powers so delegated, conform to any regulations or directions that may be imposed on it by the Board.

(69) (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the Chairperson of the meeting.

(70) (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and voting.

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GEEVAR P ABRAHAM
DIN: 05075760

REMYA K GOPI
DIN: 07497401

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(iii) In the case of an equality of votes, the Chairperson of the committee shall have a second or casting vote.

(71) (i) All acts done in any meeting of the Board or of a committee thereof, or by any person acting as a Director, shall be valid notwithstanding that it may subsequently be discovered that there was any defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified.

(ii) Such acts shall be deemed to be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

(72) (i) Save as otherwise expressly provided in the Companies Act, 2013 India, a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or such committee shall be as valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.

(73) (i) Subject to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 India and the rules made thereunder, and subject to such approvals as may be required, the Board of Directors may from time to time borrow monies for the purposes of the Company.

(ii) The Board shall be entitled to borrow monies, from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

(iii) Provided that the total amount of monies so borrowed and outstanding at any point of time shall not exceed ₹500,00,00,000 (Rupees Five Hundred Crores only), unless otherwise approved by the members of the Company by way of a special resolution.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

(74) (i) Subject to the provisions of the Companies Act, 2013 India and applicable directions issued by the Reserve Bank of India, a Chief Executive Officer, Manager, Company Secretary, or Chief Financial Officer may be appointed by the Board for such term, at such remuneration, and upon such conditions as it may think fit.

(ii) Any such Chief Executive Officer, Manager, Company Secretary, or Chief Financial Officer so appointed may be removed by a resolution of the Board.

(iii) A Director may be appointed to any of the aforesaid offices, subject to compliance with applicable provisions of law.

(75) (i) Subject to the provisions of the Companies Act, 2013 India, any provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Chief Executive Officer, Manager, Company Secretary, or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and in any of the aforesaid capacities.

The Seal

(76) (i) The Board shall provide for the safe custody of the common seal of the Company.

(ii) The common seal shall not be affixed to any instrument except with the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and the Company Secretary or such other person as the Board may appoint for the purpose.

(iii) Such Directors and the Company Secretary or other authorised person shall sign every instrument to which the common seal is so affixed in their presence.

Dividends and Reserve

(77) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board of Directors.

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(78) (i) Subject to the provisions of Section 123 of the Companies Act, 2013 India and applicable directions issued by the Reserve Bank of India, the Board may from time to time declare and pay to the members such interim dividends as, in its opinion, are justified by the profits of the Company.

(79) (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as reserves, which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends.

(ii) Pending such application, the Board may, at its discretion, either employ such sums in the business of the Company or invest them in such investments (other than shares of the Company) as it may from time to time think fit.

(iii) The Board may also carry forward any profits which it may consider necessary not to distribute as dividend, without setting them aside as reserves.

(80) (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid.

(ii) Provided that, if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(iii) No amount paid or credited as paid on a share in advance of calls shall, for the purposes of this Article, be treated as paid on the share.

(iv) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid.

(v) Provided further that, if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

(81) (i) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by such member to the Company on account of calls or otherwise in relation to the shares of the Company.

(82) (i) Any dividend, interest, or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through post to the registered address of the holder.

(ii) In the case of joint holders, such payment shall be sent to the registered address of the holder whose name appears first in the Register of Members, or to such person and at such address as the holder or joint holders may, in writing, direct.

(iii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(83) (i) Any one of two or more joint holders of a share may give an effective receipt for any dividends, bonuses, or other monies payable in respect of such share.

(84) (i) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner prescribed under the Companies Act, 2013 India.

(85) (i) No dividend shall bear interest against the Company.

Accounts

(86) (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors.

(ii) No member (not being a Director) shall have any right to inspect any account, book, or document of the Company except as conferred by the Companies Act, 2013 India or as authorised by the Board or by the Company in general meeting.

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Winding up

(87) (i) Subject to the provisions of Chapter XX of the Companies Act, 2013 India and the rules made thereunder, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required under the Act, divide amongst the members in specie or in kind the whole or any part of the assets of the Company, whether they consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he considers fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as he considers necessary.

(iv) Provided that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

(88) (i) Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by such officer in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in which relief is granted to him by the Court or the Tribunal, in accordance with the provisions of the Companies Act, 2013 India.

(ii) No Director shall be liable in his individual capacity for the acts or omissions of the Company, provided that such Director has acted in good faith and in compliance with applicable law.

"Certified to be a true updated copy of the Memorandum of Association as altered by a Special Resolution passed at the Extraordinary General Meeting of the Company held on 27TH APRIL 2026, AT 11.00 AT 55/745 FIRST FLOOR 1ST CROSS ROAD, PANAMPALLY NAGAR COCHIN 682036

For THIRUKOCHI FINCAP LIMITED

GEEVAR P ABRAHAM
MANAGING DIRECTOR
DIN: 08075760

REMYA K GOPI
DIRECTOR
DIN: 09497409

THIRUKOCHI FINCAP LIMITED
BANGALORE
560003

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Sl. No.	Names, Addresses, Description and Occupation of the subscribers	Signature of the Subscribers	Signature of Witnesses with Addresses and Occupations
1.	SASALU NEELAKANTAPPA JAYANTH S/o S. Neelakantappa 17, 21st Main BSK II Bangalore-70 Industrialist	Jayanth	(T. K. KOTRESH) CHARTERED ACCOUNTANT S/2 13A Main, 17th Cross Hallmarks Bangalore
2	Smt GEETHA JAYANTH w/o S.N. Jayanth 17. 21st Main BSK II Bangalore-70 Industrialist	Geetha Jayanth	

Dated this the 26th day of Sep 1991 at Bangalore.

08/123788

Company No. ____ Document No. 2

Registered/Recorded/Filed on. 8-10-91

Date of Destruction ____

Seal

GEEVAR P ABRAHAM
DIN: 08075760

REMYA K GOPI
DIN: 09497409

FOR KOCHI FINCAP LIMITED
BANGALORE