INCORPORATED UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

[THIRUKOCHI FINCAP LIMITED][1]

I. The name of the Company is **[THIRUKOCHI FINCAP LIMITED]**[1]
II. The Registered Office of the Company will be situated in the State of Karnataka
III. The objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:[2]

1. To carry on the business of a Non-Banking Financial Company (NBFC) – Investment and Credit Company (NBFC-ICC) and to provide financial services including lending, financing and advancing of money or giving credit, with or without security, to individuals, firms, companies, bodies corporate, associations of persons or any other entities, in accordance with the provisions of the Companies Act, 2013 and subject to the rules, regulations, directions and guidelines issued by the Reserve Bank of India from time to time.

2. To carry on the business of providing all kinds of loans and credit facilities including but not limited to gold loans against pledge of gold jewellery and ornaments, housing loans, mortgage loans, business loans, working capital loans, personal loans, education loans, agricultural and agro-based loans, microfinance loans, vehicle loans including car loans and two-wheeler loans, consumer loans, asset-backed loans, Income generating loan and such other lending activities as may be permitted under applicable laws.

3. To lend, advance, deposit or otherwise employ or deal with money belonging to or entrusted to the Company, with or without security, including against movable or immovable property, gold and precious articles, receivables, securities or other assets, upon such terms and conditions as the Company may deem fit and in accordance with applicable laws.

4. To carry on the business of investment in shares, stocks, bonds, debentures, debenture stock, units, government securities or other marketable securities of any company, corporation or body corporate, whether in India or elsewhere, in compliance with applicable laws and directions of the Reserve Bank of India.

5. To carry on the business of hire purchase, leasing, financing, instalment sale and other similar financial arrangements in respect of all kinds of movable and immovable properties, assets and equipment.

6. To promote financial inclusion by providing microfinance and other financial services including collateral-free loans, small value loans and other credit facilities to individuals, self-help groups, joint liability groups, micro and small enterprises, farmers, women and other economically weaker sections of society.

7. Provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949 or any statutory modification or re-enactment thereof.

[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.
[2] Clause 2 of main object has been altered vide special resolution passed at the EGM held on 08 August 2025.
[2] Main object clause has been deleted, new main object cause has been added vide special resolution passed at the EGM held on 15 September 2025.

GEEVAR P ABRAHAM
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DIN : 09497409

THIRUKOCHI FINCAP LIMITED BANGALORE 560008

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

1. To act as agents, intermediaries, service providers or facilitators in connection with the distribution, marketing or sale of goods, products or services, including acting as business correspondents, collection agents, sourcing agents or channel partners, only to the extent incidental or conducive to the financial services business of the Company, and in accordance with applicable laws and regulatory guidelines.

[3]2. To carry on the business of lending, financing and advancing of money or giving credit facilities, whether secured or unsecured, and to act as financiers and investors in accordance with applicable laws. To invest, acquire, subscribe, purchase, hold, sell or otherwise deal in shares, stocks, bonds, debentures, debenture stock, subordinated debt and other securities issued by any company, corporation or authority. To provide guarantees or security in connection with the business of the Company, in accordance with applicable laws. Provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949 and shall not carry on chit fund activities or accept public deposits without obtaining necessary approvals from the Reserve Bank of India

3. To lend, advance or otherwise provide financial assistance or credit facilities, whether secured or unsecured, to such persons, firms, companies, bodies corporate or other entities, upon such terms and conditions as may be determined by the Company, in accordance with applicable laws. To borrow or raise money, with or without security, for the purposes of the business of the Company, in such manner as may be permitted under applicable laws.

4. To acquire, purchase or otherwise take over, in whole or in part, the business, assets, properties, rights and liabilities of any person, firm or company engaged in activities which the Company is authorised to carry on, subject to applicable laws. To subscribe, acquire, hold, sell, transfer or otherwise deal in shares, stocks, debentures, debenture stock or other securities of any such person, firm or company. To enter into and give effect to arrangements, schemes or compromises, including those relating to amalgamation, reconstruction or winding up of any such business or undertaking, in accordance with applicable laws.

5. To acquire, purchase, take on lease or otherwise obtain and hold any movable or immovable property, including land and buildings, as may be necessary or incidental for the purposes of the business of the Company, and to construct, alter, maintain, improve, lease, license or otherwise deal with such properties. To enter into contracts, agreements or arrangements in relation to such properties and to advance monies in connection therewith, to the extent incidental or conducive to the business of the Company and in accordance with applicable laws.

6.To enter into agreements, arrangements or collaborations with the Central or State Government, local authorities, statutory or regulatory bodies, corporations, companies or other persons, as may be necessary or expedient for the attainment of the objects of the Company. To apply for, obtain, avail, exercise and comply with any approvals, registrations, rights, privileges, licences, concessions or benefits from any such Government, authority or person, in accordance with applicable laws.

7. To apply for, obtain and secure from any Government, legislature, statutory or regulatory authority any approvals, registrations, licences, concessions, rights or privileges as may be necessary or expedient for enabling the Company to carry out its objects. To initiate, defend, oppose or otherwise participate in any

[3] clause 2 of incidental object clause has been redrafted vide special resolution passed at the EGM held on 15 September 2025.

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legal or regulatory proceedings, applications or actions which may affect the interests of the Company, in accordance with applicable laws.

8. To subscribe, invest in, acquire and hold shares, stocks, debentures, bonds, debenture stock, mortgages or other securities of any company, body corporate, entity, Government or authority, whether in India or elsewhere, in accordance with applicable laws and regulatory guidelines, which is engaged in activities similar to or capable of being carried on in connection with, or beneficial to, the business of the Company.

9. To acquire, take over, absorb or otherwise undertake, in whole or in part, the business, assets, properties and liabilities of any person, firm or company engaged in any business which the Company is authorised to carry on, or which is capable of being conducted so as to benefit the business of the Company, subject to applicable laws.

10. To apply for, acquire, purchase or otherwise obtain patents, copyrights, trademarks, licences, concessions, know-how and other intellectual property rights, whether exclusive or non-exclusive, which may be considered necessary or beneficial for the business of the Company. To use, exercise, develop, licence or otherwise deal with such intellectual property rights and information, and to derive benefit therefrom, in accordance with applicable laws.

11. To enter into arrangements, agreements or collaborations, including joint ventures, partnerships, profit-sharing arrangements or strategic alliances, with any person, firm or company engaged in or proposing to engage in any business or transaction which is similar to, or capable of being carried on in connection with, or beneficial to the business of the Company. To provide financial assistance, including lending of money or giving guarantees, to such persons or entities, and to subscribe, acquire, hold, sell, transfer or otherwise deal in shares, stocks, debentures or other securities of such entities, in accordance with applicable laws.

12. To amalgamate, merge or enter into any arrangement for reconstruction, with any company or entity having objects similar to or capable of being carried on in connection with the business of the Company, in accordance with applicable laws. To acquire or transfer, by way of sale, purchase or otherwise, the whole or any part of the undertaking, assets, liabilities, shares or securities of any such company, with or without winding up, and to enter into partnerships or other arrangements in the nature of partnership or collaboration.

13. To establish, support or contribute to associations, institutions, funds or trusts for the benefit of the employees or ex-employees of the Company and their dependants, and to grant pensions, gratuities, allowances or other benefits, and to make payments towards insurance or other welfare schemes. To subscribe, contribute or guarantee money for charitable, benevolent, social or other public welfare purposes, in accordance with applicable laws.

14. To pay for or otherwise acquire any property, assets or rights of the Company, either in cash or by the issue of shares, debentures or other securities of the Company, whether fully or partly paid and with such rights or conditions as may be determined, or partly in one mode and partly in another, in accordance with applicable laws.

15. To participate in the management, supervision or control of the business or operations of any company, firm or undertaking in which the Company has an interest, and for that purpose to appoint, nominate and remunerate directors, officers, consultants or other professionals, in accordance with applicable laws.

16. To pay out of the funds of the Company all costs, charges and expenses incurred in connection with the promotion, formation, incorporation and registration of the Company or any other company, and the issue of its share capital or other securities, including registration fees, stamp duty, legal and professional fees, printing, advertising and other preliminary and incidental expenses. To pay or provide for brokerage, commission, discounts or other remuneration to any person, firm or company for underwriting, subscribing, placing or procuring subscriptions for any shares, debentures or other securities of the Company, in accordance with applicable laws. To lend money, provide guarantees or otherwise assist any company or

GEEVAR P ABRAHAM
DIN: 08075760

REMYA K GOPI
DIN: 09497409

entity in which the Company has an interest, and to subscribe, acquire, hold, sell or otherwise deal in shares, stocks, debentures or other securities of such entities, in accordance with applicable laws. To enter into and execute such contracts, agreements or arrangements as may be necessary or expedient for the purposes aforesaid and for the conduct of the business of the Company or any company in which the Company has an interest.

17. To establish, support or contribute to associations, institutions, funds or trusts for the benefit of the employees or ex-employees of the Company and their dependants, and to grant pensions, gratuities, allowances or other benefits, and to make payments towards insurance or other welfare schemes. To subscribe, contribute or guarantee money for charitable, benevolent, social or other public welfare purposes, in accordance with applicable laws.

18. To pay for or otherwise acquire any property, assets or rights of the Company, either in cash or by the issue of shares, debentures or other securities of the Company, whether fully or partly paid and with such rights or conditions as may be determined, or partly in one mode and partly in another, in accordance with applicable laws.

19. To invest and deal with the surplus funds of the Company not immediately required for its business, in such manner as may be determined by the Company from time to time, in accordance with applicable laws and regulatory guidelines.

20. To receive or accept grants, loans, advances or other monies from the Central or State Government, banks, financial institutions, companies, trusts or other persons, with or without interest, for the purposes of the business of the Company, in accordance with applicable laws and regulatory guidelines. Provided that the Company shall not accept public deposits or carry on the business of banking as defined under the Banking Regulation Act, 1949, except as may be permitted by the Reserve Bank of India.

21. To appoint, engage and employ brokers, commission agents, merchant bankers, underwriters and other intermediaries, and to remunerate any person, firm or company for services rendered or to be rendered in connection with the promotion, formation or conduct of the business of the Company or in relation to the placement, underwriting, subscription or procurement of subscriptions for any shares, debentures or other securities of the Company, by way of cash, shares, debentures, securities, commission, options or such other consideration as may be permitted under applicable laws.

22. To appoint, engage and remunerate professionals, consultants, advisors, experts and agents for the purpose of carrying out or facilitating the objects and business of the Company, in accordance with applicable laws.

23. To incur expenditure on research, testing, development and improvement of any processes, systems, technologies or intellectual property, including patents, know-how or inventions, which the Company may acquire or propose to acquire, and to protect, maintain and enforce the same, in accordance with applicable laws.

24. To draw, make, accept, endorse, discount, execute and issue cheques, drafts, bills of exchange, promissory notes, debentures, bills of lading and other negotiable or transferable instruments or securities, in the ordinary course of the business of the Company. Provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949 and shall comply with the applicable directions and guidelines issued by the Reserve Bank of India.

25. To undertake, accept and execute any trusts, whether gratuitously or otherwise, which may be considered conducive to the objects or business of the Company, in accordance with applicable laws.

26. To sell, transfer, lease or otherwise dispose of the whole or any part of the undertaking, assets or properties of the Company, for such consideration as may be determined by the Company, including for

GEEVAR P ABRAHAM
DIN: 08075760

REMYA K GOPI

THIRUVALLUR FINCAP LIMITED
560008

shares, debentures or other securities of any company or entity having objects similar to or capable of being carried on in connection with the business of the Company, in accordance with applicable laws.

27. To construct, erect, acquire, maintain, operate and own any buildings, offices, works, plants or other infrastructure as may be necessary or convenient for the business of the Company, and to develop, improve and manage the same in accordance with applicable laws.

28. To sell, improve, manage, develop, exchange, lease, mortgage, assign, dispose of, or otherwise deal with all or any part of the properties, assets and rights of the Company, in such manner as may be deemed fit by the Company, in accordance with applicable laws.

29. To undertake, execute and perform all or any of the foregoing objects in any part of India or outside India, either as principal, agent, trustee, contractor or otherwise, and either independently or in association with any other person, firm or company, and either directly or through agents, subcontractors or other representatives, in accordance with applicable laws.

30. To promote, establish, undertake, assist, participate in or carry on any financial, commercial, mercantile, industrial, manufacturing or agency business, undertakings, contracts or operations of any kind, which are incidental or conducive to the attainment of the objects of the Company, as may be determined by the Board of Directors, in accordance with applicable laws.

31. To enter into agreements, arrangements or collaborations with foreign or domestic entities for technical, financial or strategic cooperation, and to obtain by way of grant, licence or otherwise, technical know-how, formulae, designs, processes, intellectual property rights and other rights or benefits, and to acquire technical information and expertise required for the business of the Company, in accordance with applicable laws.

32. To issue, raise and secure debentures, debenture stock, bonds, obligations and other securities of any description, whether redeemable or otherwise, and to frame, issue and execute the terms thereof, with power to make the same transferable by delivery, instrument of transfer or otherwise, and to secure the same by mortgage, charge or lien on the undertaking, property, assets and rights of the Company, present or future, including uncalled capital, or in such other manner as may be deemed expedient, in accordance with applicable laws.

33. To create, establish and maintain depreciation funds, reserve funds, sinking funds, insurance funds or any other special funds, whether for depreciation, repair, improvement, expansion or maintenance of the assets and properties of the Company, or for redemption of debentures, redeemable preference shares or other obligations, or for any other purpose deemed necessary or expedient in the interest of the Company, in accordance with applicable laws.

34. To buy, sell, exchange, hire, let on hire, or otherwise deal in machinery, equipment, implements and hardware, and to carry on any other business or activity which may be conveniently or advantageously carried on by the Company, or which is capable of directly or indirectly enhancing the value of its properties, assets or rights, in accordance with applicable laws.

35. To appropriate, apply, reserve, distribute or otherwise deal with any monies received by the Company by way of premium on shares or debentures issued at a premium, and any amounts received on forfeited shares or arising from the sale or disposal of forfeited shares, in such manner as the Company may determine from time to time, in accordance with applicable laws.

36. To establish, maintain and operate training centres, skill development institutes and facilities including hostels for employees and other personnel of the Company, and to provide training, upskilling and capacity-building programmes for officers, staff and other persons engaged in or likely to be engaged in the business of the Company, in accordance with applicable laws.

THIRUKOCHI FINVEST LIMITED BANGALORE 560008

GEEVAR P ABRAHAM
DIN: 08075760

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37. To subscribe, contribute or donate to any charitable, social, benevolent or public welfare activities or objects, as may be considered appropriate by the Board of Directors, in accordance with applicable laws, and as may be incidental or conducive to the interests and goodwill of the Company.

38. To provide for the welfare of the Directors, employees and ex-employees of the Company and their families, dependants or relatives, including by way of housing facilities, grants, pensions, allowances, bonuses or other payments, and by establishing, contributing to or supporting provident funds, welfare funds or other associations, trusts or institutions. To provide or contribute towards educational, medical and recreational facilities including schools, training centres, hospitals, dispensaries and other welfare services, and to subscribe, donate or assist charitable, social, scientific, national or other institutions or objects considered beneficial to the Company or its stakeholders.

IV. The liability of the member of the company is limited

V. (a) [4][The authorized share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of face value of Rs. 100/- (Rupees Hundred only) each with power for the Company to consolidate, convert, sub-divide, reduce or increase the capital and to issue any new shares with any preferential or special rights and conditions attached thereto subject to the provisions of the Companies Act, 2013.]

[4] The Authorised share capital was increased from Rs. Two crores to Rs. Three crore vide resolution passed by the members at their Extra-Ordinary General Meeting held on 09th October 2018. The Authorised share capital was increased from Rs. Three crores to Rs. Three crores Twenty lakhs vide resolution passed by the members at their Extra-Ordinary General Meeting held on 27th March 2024. The Authorised share capital was increased from Rs. Three crores Twenty lakhs to Rs. Five crores vide resolution passed by the members at their Extra-Ordinary General Meeting held on 18th November 2024. The Authorised share capital was increased from Rs. Five crores to Rs. Ten crores vide resolution passed by the members at their Extra-Ordinary General Meeting held on 01st October 2025. **The Authorised share capital was increased from Rs. Ten crores to Rs. Fifteen crores vide resolution passed by the members at their Extra-Ordinary General Meeting held on 31st October 2025.**

(b) The share capital of the company (whether original, increased or reduced) may be sub-divided, consolidated or divided into such classes of shares as may be allowed under the law for the time being relating to Companies Act with such privileges of rights as may be attached and to hold upon terms as may be prescribed by the regulations of the company.

"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
560008

We the several persons, whose names and addresses are 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.	Names, Addresses, Descriptions and Occupations of the Subscribers	No. of Equity Shares taken by each Subecriber	Signature of the subscribers	Signature of witnesses with Addresses and Occupations
1.	SASALU NEELAKANTAPPA JAYANTH S/O S. Neelakantappa 17, I St Floor 21st Main, BSK II Bangalore-70 Industrialist-	10 (Ten Only)	Jayanth	
2.	Smt GEETHA JAYANTH w/o S.N. Jayanth 17. 21st Main (Ist Floor) BSK II Bangalore-70 Industrialist.	10 (Ten only)	Geetha Jayanth	(K. KOTRESH) S/o C. HARTE RED Accountant 13A Main 17K Cross Hallemane, Bangalore
	Total	20 Twenty only		

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

THIRUKOCHI FINCAP LIMITED BANGALORE 560008

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