



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Processing Centre
Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

Corporate Identity Number: L67120PB1993PLC013169 / L67120PB1993PLC013169

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s REGENCY FINCORP LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 30/10/2024 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at ROC, CPC this TWENTY FIFTH day of NOVEMBER TWO THOUSAND TWENTY FOUR

Signature **Not Verified**

Digitally signed by
DS CPC 1

Date: 2024.11.25 14:09:00 IST

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Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Mailing Address as per record available in Registrar of Companies office:

REGENCY FINCORP LIMITED

**Unit No. 57-58, 4th Floor, Sushma Infinium Chandigarh-Ambala Highway, Zirakpur, NA, Zirakpur, Mohali- 140603,
Punjab, India**



******(THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
REGENCY FINCORP LIMITED**

I. *The name of the Company is **REGENCY FINCORP LIMITED**

*(*The Company was originally incorporated the name and style "REGENCY INVESTMENTS PRIVATE LIMITED" and consequently it was converted into public limited company and further the name REGENCY INVESTMENTS LIMITED was changed to REGENCY FINCORP LIMITED on 20th November 2020)*

II. The Registered Office of the Company is situated In the **State of Punjab.**

III. The objects for which the company is established are:

**** (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**

1. To carry on the business of an Investment company and to underwrite, sub-underwrite, Invest, hold, buy, sell or otherwise deal in bonds, stocks, units, shares, debentures, debentures stocks, mortgages, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, public body or authority, municipality, company, corporation, firm or person whether incorporated or established In India or elsewhere and for the purpose and to manage Investment pools, mutual funds, asset management companies, syndicate in share, stocks, securities and to take part In formation, supervision or control of the business or operations of any company of undertaking and to act as Issue House, Registrars and share transfer agents.
 2. To borrow or receive money on deposits with or without security, to advance, deposit, lend or invest money, securities and properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise In accordance with and to the extent permissible under the provisions contained in section 370 and 372 of the Companies Act, 1956 with or without security and on such terms as may be determined from time to time. However, the company shall not carry on the business of banking as defined under the Banking Regulations Act, 1949.
 3. To purchase for investment or resale and deal in land, house and other property of any tenure and any Interest therein, and to create, sell and deal in freehold and leasehold ground rents:
 4. To carry on in India or elsewhere in all its branches, the business of Prepaid Payment Instruments (PPIs), to develop, operate and provide digital payment solutions including electronic wallets, prepaid cards, UPI and QR-based payments, payment aggregation services, merchant payment gateways, online money transfers, bill payments, recharges and allied cashless transaction services through mobile, internet or other digital platforms, and to undertake all related activities incidental or conducive thereto. Also to carry on the business of general finance, housing finance, investment and leasing and to provide advisory/consultancy services (or leasing, hire purchase, finance and investment) and to undertake all related activities incidental or conducive thereto.
- *This Clause has been altered vide Special Resolution passed at Extra-ordinary General Meeting held on 30th October, 2024.*
 - *This Clause has been altered vide Special Resolution passed by way of postal ballot by members of Regency Fincorp Limited on 19th October, 2025, results of which were declared on 21st October, 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.

****** The company has adopted new set of Memorandum of Association of the company via passing special resolution via Postal Ballot Dated 19th October, 2025**

Regency Fincorp Ltd.
G. J. J.
Director

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 take over 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 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 object's 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, patent rights, 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.
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.

Regency Fincorp Ltd.
G. Jany
Director

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.
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 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 Authorised Share Capital of the Company is Rs 95,00,00,000/- (Rupees Ninety-Five Crores Only) divided into 9,50,00,000 (Nine Crore Fifty Lac) Equity Shares of Rs 10/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares.**"



- *The company was incorporated with authorised share capital of Rs 1 00,000/- and then was increased to Rs. 3,20,00,000/-.*
- *This Clause has been altered by passing Ordinary Resolution passed at Extra-ordinary General Meeting held on 30-03-2018 for increasing authorised capital from Rs. 3,20,00,000/- to Rs. 4,20,00,000/-.*
- *This Clause has been altered by passing Special Resolution passed at Extra-ordinary General Meeting held on 24-04-2019 for increasing authorised capital from Rs. 4,20,00,000/- to Rs. 5,00,00,000/-.*
- *This Clause has been altered by passing Special Resolution passed at Extra-ordinary General Meeting held on 31-01-2020 for increasing authorised capital from Rs. 5,00,00,000/- to Rs.8,00,00,000/-.*
- *This Clause has been altered by passing Ordinary Resolution passed at Annual General Meeting held on 30-09-2020 for increasing authorised capital from Rs. 8,00,00,000/- to Rs.15,00,00,000/-.*
- *This Clause has been altered by passing Ordinary Resolution passed at Annual General Meeting held on 23-06-2023 for increasing authorised capital from Rs. 15,00,00,000/- to Rs.45,00,00,000/-.*
- *This Clause has been altered by passing Ordinary Resolution passed at Extra-Ordinary General Meeting held on 05-02-2024 for increasing authorised capital from Rs. 45,00,00,000/- to Rs.50,00,00,000/-.*
- *This Clause has been altered by passing Ordinary Resolution passed at Extra-Ordinary General held on 30-10-2024 for increasing authorised capital from Rs. 50,00,00,000/- to Rs.95,00,00,000/-.*

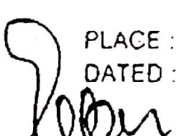
Regency Fincorp Ltd.

Ganym

Director

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

S. No.	Names, Addresses, Description and Occupation of each Subscriber	Number of Shares taken by each subscribers	Signature of Subscribers	Signature of Witnesses with addresses and occupation
1	Ramesh Chander Gupta S/o Shri R.P. Gupta 69 Kidwai Nagar Ludhiana (Business)	100	Ramesh Chander	Witness the Signatures: R. Kumar (RAMESH KUMAR) C. 1-84673 B 364/10 GUANAR mndoi 1011
2	SURINDER GUPTA S/o Sh. R.C. Gupta 69 Kidwai Nagar Ludhiana (Business)	100		
TOTAL		200		
 TWO HUNDRED ONLY				

PLACE: Ludhiana
 DATED: 23rd MARCH 1993


Regency Fincorp Ltd.


 Director

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