

(THE COMPANIES ACT, 2013)

(PUBLIC COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION
OF
NORTH EASTERN DEVELOPMENT FINANCE
CORPORATION LIMITED**

(Incorporated under the Companies Act, 1956)

The present Memorandum of Association was adopted pursuant to members' resolution passed at the Annual/Extra-ordinary general meeting of the Company held onin substitution for, and to the entire exclusion of, the earlier Memorandum of Association of the Company.

1st The name of the Company is **North Eastern Development Finance Corporation Limited.**

2nd The Registered Office of the Company will be situated in the State of Assam.

3rd **A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

To carry on and transact the business of providing credit and other facilities for promotion, expansion and modernization of industrial enterprises and infrastructure projects in the North Eastern Region of India, and also to carry on and transact the business of providing credit and other facilities for promotion of agri-horticulture plantation, medicinal plantation, sericulture plantation, aquaculture, poultry, dairy and animal husbandry development in order to initiate large involvement of the rural population in the economic upsurge of the society and faster economic growth of different parts of the North Eastern region including Sikkim and also to carry on and transact the business of providing credit and other facilities for promotion of transport sector (transport companies) and trade comprising big supermarket/ wholesale trade against adequate collateral security in general and in particular by. **, ***,****

- i) granting financial assistance in the form of loans or advances including by way of working capital, refinance, discounting or rediscounting of bills of exchange or promissory notes, subscription to debentures and leasing in any form/scheme as may be deemed expedient;
- ii) guaranteeing loans and obligations, deferred payment credits and performance of contracts;
- iii) subscribing to and/ or underwriting the issues of shares and securities;
- iv) granting, opening, issuing, confirming or endorsing letters of credit and negotiating or collecting bills and other documents drawn there under;
- v) providing consultancy and merchant banking services;
- vi) encouraging and promoting the participation of private capital, both internal and external; and
- vii) providing marketing and research facilities.”

** As amended by resolution passed in Annual General Meeting dated 30.9.1999.

*** As further amended by resolution passed in Annual General Meeting dated 24.01.2003.

**** As further amended by resolution passed in Annual General Meeting dated 26.09.2003.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:-

1. To collect, classify and collate information and data relating to investments, credit, finance, resources, growth, prospects, economics, sociology, ecology, environment, management and operation of any firm, association company, society, agency, institution, non-profit organisation, trust and other body or association of persons,

whether incorporated or not, and, of all States, Territories, Countries and Governments all over the world, and to make available such information and data in a classified, analysed, interpreted or not-interpreted manner to any firm, association, company, society, agency, institution, non-profit organisation, trust and other body or association of persons, whether incorporated or not, whether in India or abroad and, whether for consideration or otherwise, for overall benefit of industry, trade, commerce, business, investment, research, economic growth and development planning and provide for the publication of journals, reports, pamphlets and other literature, research papers and books in furtherance of the objects of the Company.

2. To, disseminated, supply, furnish, provide, sell, give, send, part with, dispose of, publish, promulgate, proclaim, declare and do all such acts, deeds and activities to make public the information, knowledge, data, details and the like of or relating to, any technical, financial, managerial, commercial, trading, marketing industrial and business enterprise, whether private, public, Government or in co-operative or service sectors, banks, financial intermediaries, financial and investment institutions, non-profit organisations or any association of persons, whether incorporated or not, whether, for consideration or otherwise; and whether in India or abroad, for use of business, industry, trade, commerce, and investment by any persons, whether natural or juridical, investors, issuers, underwriters, lenders, government agencies, financial intermediaries, banks, financial and investment institutions, international agencies, research people and the like.
3. To provide managerial, financial and administrative advice and assist in obtaining managerial, technical and administrative services to the industry.
4. To undertake or arrange market research and other surveys for specific products, businesses and organisations or sovereign authorities in furtherance of the objects of the Company.
5. To promote, subsidise, or organise and assist in the business of analysis, rating, evaluation, appraisal and diagnosis or economic, financial, commercial, social,

managerial and entrepreneurial viability, the technical and techno-economic feasibility of all types of business, trade, commerce, industry and services of all organisations, associations, or parts thereof, either directly or through association with other Organisations, or other organisations with similar or allied objects, or other organisations undertaking technical, financial, managerial, commercial, trading, marketing industrial or other business activities whether in India or abroad.

6. To undertake, organise, hold and facilitate training courses, schemes, classes, programmes, workshops, conferences, lectures and seminars for promoting the objects of the Company.
7. To enter into any partnership or arrangement in the nature of a partnership, joint venture, co-operation or union of interests, with any person or persons, company or corporation engaged or interested or about to become engaged or interested in the carrying on, or conduct of, any business, or enterprise which this Company is authorised to carry on.
8. Subject to Sections 391 and 394 of the Companies Act, 1956 (hereinafter referred to as the Act) and any other applicable laws, to merge or amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company.
9. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property, patents, licenses, rights or privileges which the Company may think necessary or convenient for any business of the Company and to develop and turn to account and deal with the same in such manners as may be expedient and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
10. To acquire, to provide on lease or on hire purchase basis, all types of industrial plants, equipments, machinery, vehicles, buildings and real estate required for

manufacturing, processing, transportation, trading business and other commercial and service business.

11. To purchase or otherwise acquire and undertake the whole or any part of, or any interest in the business, goodwill, property, contracts, agreements, rights privileges, effects and liabilities of any other company, corporation, partnership body, person or persons carrying on, or having ceased to carry on, any business which the Company is authorised to carry on, or possessing property suitable for the purposes of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, money worth, or otherwise as may be deemed advisable.
12. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares or by the issue of securities, or partly in one mode and partly in another and generally on such terms as may be determined.
13. To subscribe to or purchase, underwrite, invest in and acquire, hold and dispose of shares, stock, debentures, bonds, obligations and securities, certificates of deposit or any other money instruments issued or guaranteed by any company or body corporate or trust or registered society or co-operative society or a person or association of persons.
14. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss, in any respect, either fully or partially, and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
15. To borrow or raise monies by way of loans or sale of debentures, debenture stock, bonds or otherwise in rupee and foreign currencies and to secure the payment of such monies by mortgages and securities of all kinds either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company including its uncalled capital or upon

any specific property and rights, present and future, of the company or otherwise howsoever.

16. To sell, mortgage, exchange, lease, hypothecate, pledge, create charge, grant licences, easements and other rights over, improve, manage, develop, and turn to account and in any other manner deal with or dispose of the undertaking, investment, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit including any stocks, shares or securities, whether partly or fully paid up, of any other Company.
17. To subscribe, contribute or guarantee money for any general or useful object or funds or political parties or institutions, and to aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of business, industry, trade, commerce, capital or stock market.
18. To receive/ invest monies on deposit or otherwise on such terms and conditions as may be deemed expedient in the interest of the Company.
19. To draw, make, accept, endorse, discount, rediscount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
20. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches or other offices and for this purpose to own, establish, have and maintain and to discontinue such number of offices, branches and agencies as may be necessary and convenient.
21. To appoint and employ temporarily or permanently or obtain on deputation or otherwise engage any person or persons or association or body corporate who may be required for purposes of the Company and to pay for their services , wages, gratuities, provident fund and other contributions and emoluments.

22. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses or dwellings or by grants of money, pensions, allowances, bonus, ex-gratia, or other payments or by creating and from time to time subscribing or contributing to the provident funds and to such associations, institutions, funds or trusts as the Company shall think fit.
23. To train or to pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.
24. To distribute any of the property or assets of the Company to its Members in specie or in kind in the event of winding-up.
25. To indemnify directors, promoters, officers, employees and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done, for and in the interests of the Company or for any loss or damage or misfortune whatever happens in execution of the duties of their office or in relation there to in connection with the business of the Company.
26. To communicate with chambers of commerce, and other mercantile and public bodies in India and elsewhere and concert and promote measures for the protection and advancement of trade, industry and commerce and other facilities.
27. To maintain close contact with other institutions in India and other parts of the world having similar objectives either wholly or partially, by way of payment to subscription, enrolment as a member, fiscal or other sort of assistance, collaboration or cooperation or any other way as the Company may deem necessary.
28. To enter into arrangements with any Government or any State or Central Authority or State or municipal or local bodies which may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any concessions, grants or decrees, rights or privileges whatsoever which the Company

may think fit or which may seem to the Company capable of being turned to account and to comply with, work, develop, carry out, exercise and turn to account any such arrangements, concessions, grants, decrees, rights or privileges.

29. To consider, originate and support improvement in the commercial and other laws affecting trade, commerce and to promote or oppose legislation and other measures affecting such trade, commerce.
30. To negotiate and enter into agreements, and contracts with foreign or other companies, firms and individuals with regard to technology transfer, know-how, technical process, technical assistance, technical or other collaboration, in connection with setting up and operation of any industrial undertaking or undertakings, manufacturing, marketing, importing and exporting, of the equipment, plants, technical know-how, process knowhow, laboratory equipment, apparatuses and other articles and things or any of them for all or any of the business of the Company.
31. To undertake designing, constructing and developing, management know-how, studies, development and evaluation of projects expertise, data, information and/or dealing with technical know-how connected with activities referred to in the main objects of the Company.
32. To take part in the formation, management, supervision or control of the business or operations of any Company or undertaking and for that purpose to act as Administrators or in any other capacity and to nominate or appoint and remunerate any Directors, Administrators, Manager or Accountants or other Experts or Agents in connection with the business of the Company.
33. To constitute any trusts with a view to the issuing of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, or other assets appropriated for the purpose of any such trust and to settle and regulate, and if thought fit, to undertake and execute any such trusts

and to issue, hold or dispose of any such preferred, deferred or other special stock, securities, certificates or documents in connection with the business of the Company.

34. To facilitate and encourage the creation, issue of debenture debentures-stock, bonds, obligations, shares stocks and securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into company.
35. To undertake and execute any trust the undertaking whereof may seem desirable or conducive to the business of the company either gratuitously or otherwise.
36. To appoint trustees (whether individuals or corporations) to hold securities on behalf of and to protect the interests of the Company.
37. To promote, organise, manage, hold, dispose of or deal with shares or securities of Unit Trusts, or other bodies, whether of fixed or variable character.
38. To acquire and hold one or more memberships in stock/ security exchanges, trade associations, commodity exchange, clearing houses or associations or otherwise in India or any part of the world, to secure membership privilege therefrom and to acquire and hold membership in any association of the brokers, merchant bankers, insurance companies, brokers, security dealers or any other associations, membership of which will or is likely in any way to facilitate the conduct of the Company's business.
39. To undertake and provide the business of analysts, rating, evaluation and appraisal of obligations, dues, debts and commitments.
40. To set up or assist in the development of industrial estates.
41. To open bank accounts of all nature, including overdraft accounts and to operate the same.

42. To employ experts to investigate and examine into the condition, prospects value, character and circumstances of any business concerns and undertaking and generally of any assets, concession, properties or rights of any business concern and to remunerate them.
43. To remunerate any person, firm, company or association of persons for services rendered or to be rendered to, or on behalf of the Company.
44. To adopt such means of making known the business, interests and services of the Company as it may deem expedient and in particular by exhibiting at and promoting exhibitions, advertising in the press, radio or television, by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
45. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company, and to obtain and justify public confidence and to avert or minimise financial disturbances which might directly or indirectly affect the Company.
46. To pay all the costs, charge and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital.
47. To procure the registration or recognition of the Company in or under the laws of any place outside India and to take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local Companies or partnerships of a similar nature.
48. To seek for and secure opening for employment of capital and with a view thereto to prospect, inquire, examine, explore and test and to dispatch and employ executants, commissions and other agents in connection with the business of the Company.
49. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising, assisting or aiding companies or partnership of all kinds for

the purpose of acquiring and undertaking any property and liability of the Company or any other Company or advancing directly or indirectly the objects thereof or for any other purpose which the Company may think expedient and to take or otherwise acquire hold and dispose of shares, debentures and other securities in, or of any such Company and to subsidise or otherwise assist and such Company.

50. To create any depreciation fund, development rebate fund, investment allowance reserve fund, sinking fund, or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.
51. To fix and receive such fees and other charges as may be necessary for the services rendered by the Company to the other persons.
52. To make and enforce Rules and Bye-laws for the conduct of the affairs of the Company, and to add, amend very or rescind the same, from time to time.
53. To receive/give gift, grants, donations, benefactions, from any source.
54. To commence and carry on the business of agents for the Central and/or State Government or any other international or national institution or organisation in the transaction of any industry, business or trade related activities, facilities and services.
55. To refer to or agree to refer any claims, demands, dispute or any other question by or against the Company or in which the company is interested or concerned and whether between the Company and the member or members of the Company and/or his representatives or between the Company and third parties to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
56. To do all or any of the above things and all such things as are incidental or conducive to the attainment of the objects or any of them in India or in any part of the world and either as principal, agents, trustees, contractors, administrators or otherwise, and

either alone or in conjunction with other and by or through agents, sub-contractors, trustees, administrators or otherwise.

4th Liability of members is limited and this liability is limited to the amount unpaid, if any on the shares held by them.

5th The Authorised Share Capital of the Company is Rs. 500,00,00,000 (Rupees Five Hundred Crore) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs 10/- (Rupees Ten) each.

Subscriber to MoA will remain same.....