



Let's talk Forex

Si Capital & Financial Services Limited

Where Forex standards are set, not just met

CIN : L67190TN1994PLC029151

18.03.2022

To
The General Manager - DCS
Listing Operations – Corporate Service Dept.
BSE Ltd.

Scrip Code: 530907

Dear Sir/ Madam,

Sub: Alteration of Memorandum of Association (MoA) & Articles of Association (AoA) of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), we would like to inform that the following resolutions have been duly passed by the members by means of Postal Ballot (E-Voting):

1. Alteration of Object Clause of the Memorandum of Association; and
2. Adoption of new set of Articles of Association.

Further, the brief particulars of alteration of MoA & adoption of new AoA as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations are enclosed herewith.

Kindly take the same on record.

Thank You

For S.I. Capital & Financial Services Limited

ANEETTA C VILSON
Company Secretary

Encl: As above



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BRIEF PARTICULARS OF AMENDMENTS TO MEMORANDUM & ARTICLES OF ASSOCIATION OF THE COMPANY

1. Alteration of the Object Clause of Memorandum of Association (MoA) of the Company

The Object Clause of the MoA of the Company has been altered by replacing the existing Clause III with the following, vide Special Resolution passed by the members by means of Postal Ballot, on March 17, 2022:

III. (a) The objects to be pursued by the company on its incorporation are:—

1. To carry on the business of money lending and financing, whether by making loans or advances of any kind or by purchasing, discounting or accepting bills of exchange, promissory notes or other negotiable instruments or by giving guarantees or otherwise, rendering all financial services relating to purchasing or letting on lease or hire of plants, machinery, equipment, fixtures, automobiles, consumer durables or vehicles of every kind and description, for any industrial, trade, commercial, agricultural or economic activities of individuals, firms, companies, associations of persons, bodies of individuals or any other person, whether incorporated or not;
2. To carry on the business of authorized money changers, forex dealers, money transfer agents and related services, issue of prepaid instruments, to act as payment gateways, payment channels, to operate white label ATMs, to act as business correspondents to banks and financial institutions, to act distributors of mutual funds, insurance products and all other financial products and services, with or without risk participation and to deal with all kinds of business involving marketing of financial products, providing investment advice, business facilitation services, business enablement services, all other services relating to financial inclusion and other permissible activities as may be permitted by Reserve Bank of India or subject to approval by any other regulator as may be prescribed from time to time;
3. To subscribe, purchase, acquire, hold, sell, invest, dispose off or otherwise deal, for self and on behalf of others in shares, stocks, debentures, bonds, units, mortgages, obligations or securities of any description issued to or guaranteed by Company or Mutual Fund and Government, Trust, Municipal, Local or other authority, and to invest by original subscription, syndicate participation, tender, purchase or otherwise out of the funds of the Company and also to invest in finance against shares and securities;
4. To become a corporate member of Stock Exchange or any other recognized stock exchanges with trading privileges and to act as brokers and dealers for shares, securities, stocks, financial instruments, bonds, debentures, commodities, foreign exchanges and

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render consultancy services to their clientele whether in India and in abroad for investment in shares, debentures, bonds and all kinds of securities.

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

1. To apply for, purchase or otherwise acquire any patents, brevet a^c invention, licenses, concession and the like, conferring any exclusive or non-exclusive or limited right to use, any secret or other information as to any intention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise develop or grant licences in respect of or otherwise turn to account the property right or information so acquired.
2. To enter into arrangements for technical collaboration and or other forms of assistance including promotion of industrial and capital participation, with foreign or Indian manufacturers of and allied food products and to pay for such technical assistance or collaboration royalties or other fees in cash or by issue of debenture or debenture stock.
3. To develop and turn to account an land acquired by the Company or in which the company is interested and in particular, by laying out and preparing the same for building purpose, constructing altering pulling down, decorating, maintaining, furnishing fitting up and improving buildings, and by planting, paving, draining, farming, cultivation and letting on buildings on lease building agreement.
4. To acquire in India or elsewhere by purchase, lease, or otherwise or for the purpose of the Company any real or personal, movable and immovable property rights, privileges, including any land, building, rights of way, easements, licences, concessions, and privileges patent rights, trade marks, machinery, rolling stock, plant, utensils, accessories and stock-in-trade.
5. To receive money on deposit with interest or otherwise and to lend money with or without security to such persons, firms or company and on such terms as may seem expedient and in particular to customers, and others having dealings with the company and to guarantee the performance of contracts by any such persons, firms, company but not to do any banking business as defined in the Banking Regulation Act, 1949.
6. Subject to the applicable provisions of the Companies Act, 2013 to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
7. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or possessed of property or rights suitable for any of the purpose of the Company, and to purchase, acquire, sell and deal in property shares, stock of such persons, firms or company and to conduct make or carry into effect any arrangements in regard to the business of any such persons, firm or company.
8. To enter into partnership or into any arrangements for sharing profits, co-operation, amalgamation, union of the interests, joint adventure, reciprocal concession or otherwise

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with any person, firm or company carrying on or engaged in or about to carry on or engage in, any business or transaction which this company is authorised to carry on or engage in, or about to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company and to lend money to guarantee the contracts of or otherwise assist any such person, firm or company and to place, subscribe for or otherwise, acquire, and hold shares or securities of any such person, firm or company and to sell, hold reissue with or without guarantee or otherwise deal with the same.

9. To open one or more accounts of any kind with any bank or banks and to draw, accept make and or discount negotiate promissory notes, hundis, bills of exchange, bills of landing and other negotiable instruments connected with the business of the company.
10. To incur debts for the conduct of any business of the company and to purchase or hire goods, materials or machinery on credit or otherwise for any business of the company.
11. To borrow or raise money at interest or otherwise in such a manner as the company may think fit (without doing Banking business within the meaning of Banking Companies Act, 1949) and in particular by issue of debentures or debenture stock, perpetual or otherwise including debenture or debenture stock convertible into shares of this or any other company or perpetual annuities and insecurity of any such money so borrowed, raised or received, to mortgage, pledge, charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital by special assignment or otherwise, or to transfer or convey the same absolutely or in trust and to give the lender powers of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities.
12. To sell or in any other manner deal with or dispose of the undertaking or property of the company, or any part thereof for such consideration as the company may think fit and in particular of shares, debentures and other securities of any other company having objects altogether or in part similar to those of this company.
13. To create any depreciation fund, Reserve Fund, Sinking Fund, Insurance fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for, any other purpose conducive to the interests of the Company.
14. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with, all or any of the property, rights and connections of the company.
15. To provide for the welfare of the Directors and Employees or Ex-Directors and Ex-Employees of the company and wives, widows, and families or the dependents or connections of each person by building or contributing to the departments or connections of each person by building or contributing to the building of houses, dwellings chawls, by grants of money, pensions, allowance, bonus or other payments or by creating and from time to time to subscribing or contributing to provident or other accessories, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical attendance and other

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assistance as the company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national political or other institutions and objects, which shall have any moral or other claim to the support or aid by the company either by reason of locality of operation or public and general utility or otherwise

16. To place, to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the company, may from time to time think fit, any monies accrued in respect of dividends on forfeited shares and monies arising from the sale by the company of forfeited shares or from unclaimed dividends.
17. To distribute any of the property of the Company among the members in specie or kind on the company being wound up.
18. To adopt such means of making known the products or business carried on by the company as may seem expedient, and in particular by advertising in the press by circulars or purchase or exhibition of works of art and interest & publication of books and periodicals and by granting prizes, awards and donations.
19. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world and alone or in conjunction with others.
20. To amalgamate with any other company or companies having objects altogether or in part similar to those of this company.
21. To establish in any place in India or abroad any Branches of Office for purposes of facilitating export and import trade transactions of the company or of the customers of or of the suppliers to the Company or of the other Import Licence or Eligibility holders having dealings with the Company.
22. To purchase, take on lease or otherwise acquire in India or elsewhere free hold and other farms, properties, mines, lands and mineral properties, and also grants concessions, lease claims licences of or other interests to mine, mining rights, lands mineral properties, water rights and either absolutely or conditionally and either solely or jointly with others and to carry on mining works.
23. To carry on the business of acquiring, utilising, transferring or otherwise disposing of import licences of all kinds obtained by and granted to exporters and other persons of firms who have been granted Eligibility by Government of India and importing goods and commodities under such Import Licences and to deal, pledge, hypothecate, sell or otherwise dispose of such imported goods or commodities and to incur all expenses necessary or incidental to such import or sale or disposal of such goods or commodities.
24. To carry on the business of general traders, importers, distributors, dealers, stockist and carriers by land, water or air and to buy, sell, import, exchange, hire, lease or otherwise deal in merchandise, commodities, products and articles of all kinds, shape and descriptions within Union of India or in any place outside India.

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25. To Sell, Market, Trade, Manufacture, Export & Import, to let on hire and to carry on the business of dealers and exporters and importers of Domestic and Commercial durable and Non-durable appliances, Office Automation Equipments, electronic or electrical or mechanical or electromechanical and similar other equipments and appliances and to develop, export software and software related projects including training, hiring and development of computer professionals to be employed for projects in India & abroad.
26. To carry on the business of manufacturing, procuring and selling directly or through grant of licenses, franchisees or permission to other entities for all kinds of consumer goods and consumer durable, industrial appliances & goods, textiles electric and electronic goods, home appliances, processed foods, processed powder or mix for hot or cold beverages, natural or synthetic or chemical based to be sold either directly or to be used as raw material for any food or beverage and to act as dealers, agents, exporters, importers, traders, commission agents, stockist, manufacture representative for foreign or local companies, firms, associations whether incorporated or not.
27. To carry on the business of transports, travels, tour operators, air cab operators, hirers of all kinds of vehicles, freight carriers, to act as air ticketing agents and to run & construct beach resorts, holiday homes, hotels, highway motels, cafes, restaurants, joints, country townships, time share cottages and carry on the business of tourism consultants and any other tourism related industry (or) business.

2. Alteration of Articles of Association (AoA) of the Company

The Company has adopted a new set of AoA in substitution and to the entire exclusion of the existing AoA which is not in conformity with the provisions of the Companies Act, 2013 ("the Act") by passing a Special Resolution by means of Postal Ballot on March 17, 2022. The new AoA has been aligned with the provisions of the Act, the Secretarial Standards and other applicable laws and is based on "Table F" of the Act which sets out the model AoA for a Company limited by Shares.

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