

Certificate of Incorporation Consequent upon conversion to Public Limited Company



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Delhi
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: U00063DL2005PLC139045

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company

IN THE MATTER OF AKG EXIM PRIVATE LIMITED

I hereby certify that AKG EXIM PRIVATE LIMITED which was originally incorporated on Twenty sixth day of July Two thousand five under the Companies Act, 1956 as AKG EXIM PRIVATE LIMITED and upon an intimation made for conversion into Public Limited Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the RoC - Delhi vide SRN G73552754 dated 17.01.2018 the name of the said company is this day changed to AKG EXIM LIMITED.

Given under my hand at New Delhi this Seventeenth day of January Two thousand eighteen.

DS Ministry of
Corporate Affairs -
(Govt of India) 23

SANJAY BOSE

Registrar of Companies

RoC - Delhi

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

AKG EXIM LIMITED
408-411 PEARLS CORPORATE, MANGALAM PLACE, SECTOR - 3,
ROHINI, BEHIND KALI MATA TEMPLE, DELHI, Delhi, India, 110085



For AKG EXIM LIMITED
Rahul Singh
C.F.O.



फॉर्म एड

Form 1

विजयन का प्रमाण पत्र

Certificate of Incorporation

नं० U51909DL2005PTC139045 1926-1927

No. U51909DL2005PTC139045 2005-2006

मैं एतद् द्वारा प्रमाणित करता हूँ कि अक्ष-एकेजी एक्जिम प्राइवेट लिमिटेड ।

कम्पनी अधिनियम 1956 (1956 का 1) से प्रभावित विनियम की तर्फ है और वह कम्पनी प्ररिंमिंत है।

I hereby certify that..... **AKG EXIM PRIVATE LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

मेरे हस्ताक्षर से आज तारीख 1 अगस्त, 1927 को दिया गया ।

Given under my hand at NEW DELHI this TWENTY SIXTH

day of JULY TWO THOUSAND AND FIVE



Sd/-

(ई. तिरकी)

सहायक कम्पनी रजिस्ट्रार

Asst. Registrar of Companies

स. स. क्षेत्र दिल्ली एवं हरियाणा

N.C.T. OF DELHI & HARYANA

For AKG EXIM LIMITED

Rahul Gauri
C.F.O.



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Registrar of Companies

4, New Delhi, 4th Floor IFCI Tower, 61, Delhi, 110019, India

Corporate Identity Number: **L00063HR2005PLC119497**

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s AKG EXIM LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Haryana outside the jurisdiction of existing RoC ROC Delhi to the ROC Delhi and such alteration having been confirmed by an order of Regional Director bearing the date 23/01/2024

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at New Delhi this FOURTH day of MARCH TWO THOUSAND TWENTY FOUR

Signature Not Verified

Digitally signed by
DS DS MINISTRY OF CORPORATE
AFFAIRS (GOVT OF INDIA) 1
Date: 2024.03.04 14:34:56 IST

Mangal Meena

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

Registrar of Companies

ROC Delhi

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

AKG EXIM LIMITED

Unit No. 237, 02nd Floor, Tower-B, Spazedge, Sector-47, Sohna Road, Gurgaon, Gurgaon, Gurgaon- 122018, Haryana, India



(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANUM OF ASSOCIATION
OF
AKG EXIM LIMITED

I. The name of the Company is AKG EXIM LIMITED

II. The Registered office of the Company will be situated in the State of Haryana.

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 business of Trading, import, Export, or otherwise deal-in leather goods, garments bags, Footwears, travelaids, decorative pieces, To deal-in export-import of all kind of handicrafts, garments, whether made of cotton or of any other stuff including all types of garments for mens women's and children, whether wooven, tailored, stitched or affixed by any other mode, to carry on the business of cloth, cotton and wool spinners and doublers, flex, hemp, and juts spinners, linen, woolen and cotton cloth manufacturers and wool merchants, wool combers, worsted spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers, to purchase, sell, import, export, comb, prepare, dye, finish and deal in cloth of all kinds-cotton, woot, silk, nylon, terylene, flex hemp, jute and any other fibrous substances.
2. To weave and otherwise buy and sell, import, export and deal in all kinds of cloth made garments and other goods and fabrics, whether textile felted, netted or looped, to carry on the business of manufacturers of and dealers in water-proof materials and fabrics, panlines, American cloth, floor cloth and all kinds of flex, hemp and jute spinners, to carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in men's, women's, and children's clothing and wearing apparel of every kind, nature and description including shirts, bush shirts, pyjama suits, vests, underwears, suits, pants, workmen's clothes, uniforms for the Army, Navy, Air Force and other personnel, foundation garments for ladies dresses, brasseries, raternity belts, knee caps, coats, painties, nighties, etc. to carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in hosiery goods of every kind, nature and description, for men, women, and children including west, underwears, socks, stockings, sweaters, laces, and of all or anything which is used in hosiery goods.
3. To carry on the business of as whole-sellers, retailers, importers, exporters, of a kinds of embroideries, to buy, sell, manufacture, process, import, export, and deal in the business of ready-made gaments and to on the business of hosiers, govers, lace makers and dealers, to manufacture and deal in all types of yarn and other articles and materials, whether made or treated by the company or not, and engage in any business relating to the use or disposal of any of the by-products of the Company.
4. To carry on the business of costumers, robe, dress-makers, tailors and trimmings of every kind, general drapers and haberdashers.
5. To carry on all or any of the business of dealers and of all kinds of carpets, durries, mats, rugs, numdas, blankets, shawls, tweeds, linens, flannels and all other articles of woollen and worsted materials and of all articles similar to the foregoing or any of them or connected therewith.
6. To carry on the business of costumers, robe, dress and mantlemakers, tailors, silk mercers, makers

and Pig of clothing, lingerie, and trimmings of every kind, Corse makers, furrries, general drapers, haberdashers, miliners, hosiers, govers, lace makers and dealers, feather dressers and merchants, hatters, dealers in fabrics and materials of all kinds.

7. To carry on the business of traders, merchants, distributors, dealers, importers and exporters of all kind of aluminium and metal products; non-metal products and various kinds of ferrous and non-ferrous metals, ferrous and non-ferrous alloy steels, stainless steel, scraps (ferrous and non-ferrous) , re-rollers hardware castings and their various products in various forms; agricultural machinery, implements, machines, tools and metals of all kinds; all kind of agro products and To carry on the business of organise, conduct or manage engineering and import, export, buy sell or otherwise deal in workshops machinery, agricultural machinery, implements, machines, tools and metals of all kinds, all kind of Plastic Products.
8. To carry on business of Import, Export, processing, packing, trading and to act as mercantile agents of agricultural produce, seeds and foods, food grain, crops as jawar, wheat, rice, milos, maize, pulses, bajra, gram, oil seeds, soya bean , sunflower, grapes, sugarcane, tobacco, potato sweet and otherwise, betel leaves, vegetable of any description, agro products, Spices and Dry Fruits.
9. To manufacture, produce, process, use, buy or otherwise acquire, sell, distribute, import, export and deal in and dispose of and or to engage in the business of food stuffs and feeds all kinds and varieties of sea foods, animal foods, brewers, distillers, cold storage, brokers of foods, live and dent stock, agriculture, horticulture, betel leaves, and other allied activities and industries connected with agriculture and horticulture, poultry, dairy farming, breeding hatcheries.

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

1. To carry on the business of software development and computer designing, jobworks, customization and also to provide technical services, training, consultancy related to hardware & software, information technology, to undertake Computer related jobs as internet, communication network, e-commerce, webhosting, maintance of web-sites, web site designing, development of portals, multimedia to carry all kind of business in india or abroad related to information and technology, Computer related assignments WAP application development, franchising and placement consultant.
2. To carry on the business of advertising and publicity agency of providing to advertiser a complete range of advertising services on network and a mass media like radio, television, cinema, video, hoardings, newspapers, magazines and films and to carry on the business of providing advertising Consultancy and professional market research including public relations.
3. The carry on the business as manufactures, traders, importers and exporters of and dealers in aluminum utensils, steel utensils, and all other such types of utensils and kitchen requisites of all types.
4. To carry on business by wholesale or retail, or otherwise of interior decorators and furnishers, upholsters, and dealers in and hirers repairs, cleaners, stores and warehouses of furniture, carpets, linoleums furnishing fabrics.
5. To carry on the business as brewers, distillers, bottlers, canners preservers, coopers dehydrators, malsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors by products therefrom, where intoxicating or not, tonics, vitamin beverages, favored drinks, nector, punch aerated waters and drinks whether soft or otherwise.

6. To act as cargo agents, travel agents, ship brokers, charter party contractors, ship agents, packing forwarding and clearing agent, salvors, Wreck removers wreck raisers, auctioneers, inspectors and observers of quality control custom-house agents, commission agents and general sales agents for any of the air lines, steam-ship companies, railway and transport Companies of any such person.
7. To carry on the business of cold storage of fruits, vegetable seeds, fish, meat, agricultural products, milik, dairy products and such other perishable items of all types.
8. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studies and cinematographic shows and exhibitions.
9. To manufacture, assemble, buy, sell, import, export, trade service and deal in all kinds of Audio, Video Cassettes Compact Discs, Compact Discs recorders,
10. To trade, deal in and undertake manufacturing, of bricks, tiles, pipes, cement time and building Construction requisites and to carry on all or any of the business of builders, Contractors, architects, decorators, fumishers and to acquire, hold, mortgage lease, take on lease exchange or otherwise deal in lands, buildings, house, flats, bungalows, shops, here-dita-ments of any tenure or freehold for residential of business purposes.
11. To cultivate, grow, produce ordeal in tea, coffee and any agricultural, vegetable or fruit products and to carry on all or any of the businesses of farmers, dairyman, milk contractors, dairy farmers, millers, purveyors and vendors of milk and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash Crops and provisions of all kinds.
12. To carry on the business of manufacturers of or dealers in pulp and paper of all kinds and articles made from paper and pulp such as Card boards and wall and ceiling papers and packaging cartons and newspapers and newsprints.
13. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, Cutting oils and greases.
14. To carry on the business of iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers, and manufacturers of agricultural implements and other machinery, steel castings and forgings and maleable iron and steel castings, tools makers, brass founders, metalworkers, boiler-makers, millwrights, machinists, iron and steel converters, Smiths, builders, painters, metallurgists, electrical engineers, water, supply engineers, gas makers, farmers, printers, camers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.
15. To carry on the business of hotellers, moteliers, restaurant owners, refreshments, room proprietors, refreshment Contractors and own run garages, shops, stores, godowns, bares, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, depost of protection of the valuable goods and commodities.
16. To carry on the business of manufacturing and dealing, in assembling, buying, selling, reselling,

exchanging, altering repairing, importing, exporting, hiring, lettings, on hire, distributing, or dealing in motor-cars, motorcycles, scooters, motor buses, motor lorries, motor wans, trucks, locomotive engines, trains and all other road and rail conveyances, ships, boats, barges, launches, steamers and other vessels seaplanes, aeroengines, flying boats, hydroplanes, and aircrafts and aerial conveyances of every description and kind for transport or conveyance of passengers, merchandise or goods of description, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam, oil vapour, gas, petroleum, mechanical, animal or any other such motive power of all types.

17. To carry business of manufacturing, dying, colouring, spinning, weaving, buying selling, importing, exporting or otherwise dealing in all fabrics and other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, woollen linen, hempjute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic blended textiles manufactured from such yarn.
18. To carry on the business manufacturers of and dealers in industrial machinery bearings, speed reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery including road rollers, bull-dozers, dumpers scrapers loaders shovels and drag lines and light engineering, goods such as cycle and sewing machines.
19. To carry on the business of manufacturers of or dealers in ferrous or non-ferrous metals iron & steel aluminum, brass, tin, nickel, special, steel and their products,
20. To carry on the business as manufacturers, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks, and such other hardware items of all types.
21. To carry on business as manufacturers, stockists, importers and exporters of and dealer in forging, castings, stampings, of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression moulding, steel products and automobile parts.
22. To carry on business as manufacturers stockists, importers, exporters and repairers of and dealers in all kinds of electrical and electronic goods.
23. To carry on business as manufacturers, stockists, importers and exporters of and dealers in wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks and tarpaulins.
24. To carry on business as manufacturers of and dealers in and as stockists, importers, and exporters of packing material, jointing and belting materials, asbestos materials and fibres, insulation material and Welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood glass, plastic, pulp, cellulose films, polythene, rubber, metals, metal foils gelatine, tin, flexible, treated and laminated, or other materials.
25. To carry on business as manufacturers of and dealers in as stockists, importers and exporters of bottles, jars, fibrite boxes corrugated containers aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, batteries and accumulators.
26. To carry on the business of manufacturers, traders, suppliers of all kinds of confectionery items and

food such as jams, syrups, namkeens, toffee, chocolets, biscuits, sweets, wafers, corn flakes, Saunf & Spices.

27. To carry on the traders and business of meal manufacturers, dealers in consumable stores and provisions of all kinds foods stuffs, grains flour, seeds folder, cane oils, corn, wheat, wheat products, stores, vegetable oils, ghee and wanaspati products.
28. To set up a tanners and to carry on the business as manufacturers of and dealers in and importers and exporters of leather and rawhides and skin.
29. To carry on the business as manufacturers of and dealers in or as stockists, importers, and exporters of plastics, synthetic resins, natural resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar other such products, tubes, pipes, sheets films whether moulded extruded Casted, formed or formed.
30. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and metalliferous lands and explore, work, exercise, develop and turn to account all sorts of major and minor minerals working of deposits of all kinds of minerals and subsoil materials and to crush, win set, quarry, smelt, Calcine, refine, dress, amalgamate, manipulate and prepare for market ores, metals and mineral substances of all kinds and to carry on metallurgical operations in all its branches and to prepare, process, manufacture, assemble, fabricate, cast fit, press machine, treat, Weld, harden, plate, temper, anneal any kind of metals and Consequential products.
31. To produce, manufacture, trade, deal in all dispose of alkalies, dyes, chemicals, acids, gases, compounds, fertilizers, chemical, products of every nature and description, intermediates, derivatives, all types of floatation regents wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct Colours, basic colours pigments, drugs, biological, pharmaceuticals, serum, vitamin products, hormones and products, derived from phosphate mines, limestone quarries, bauxide mines, petroleum, natural gas and other natural deposits useful or suitable in the manufacture of chemicals and chemical product and to undertake the business of spraying of pesticides.
32. To carry on business as importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, filling, re-filling, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers and manufacturer or otherwise deal in all kinds of gases for industrial, commercial and domestic use.
33. To carry on business or businesses as importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, Concessionaires or otherwise to deal in all kinds of herbal items whether in synthetic, medicated, natural, ayurvedic, allopathic, homeopathic form or in any other form, cosmetic items, health caring goods, body caring goods, skin caring goods, hair caring goods including shampoos, Creams, shower gels, hair oil, hair removers, formulations of all types, powders, kajals, tipsticks, Soaps whether in liquid form.
34. To run, own, manage, consultants, administer, Diagnostic, Nursing homes, scan centres, Urology and Maternity centres, hospital, clinical dispensaries, child welfare and family planning centers, clinical pathological testing laboratories.

35. To manufacture, buy, set, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, at on hire and deal in a kinds of surgical X-ray unit, X-ray equipments, telecommunication machines, business machines intercoms, teleprinters, dictating, and recording machines, broadcasting apparatuses loud-speakers, radios, auto radio reverberators, tape-players, cassette tapes, headphones, stereo-complex speakers, radios control equipments, Cameras, binoculars, microscopes, projectors, telescopes, television sets, refrigerators, coolers, radars, computers and spare parts.
36. To procure or develop and supply technical know how for the manufacture or processing the installation or correction of machinery or plant in the working of mines oil wells or other sources of mineral deposits or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry-farming, forestry or fishery or rendering services in connection with the provision of such technical know-how.
37. To deal in forex business such as money changing, foreign exchange, export and import foreign currency subject to approval of Reserve Bank of India and other appropriate Authorities.
38. To carry on the business as manufactures, traders, importers and exporters of and dealers, in all kinds of carpets and floor Coverings, whether made of Woolen, cotton, synthetic or such other fibres or fibrous materials of all types.
39. To carry on the business as traders, importers and exporters of and dealers, in cotton and jute, whether raw, semi-processed and all kind of cotton and jute goods.
40. To carry on the business as shares and stocks brokers and to buy, sell and deal in all kind of shares, stocks, securities, bonds, debentures, units and such other instruments of all types.
41. To carry on the business of printers, publishers and distributors of all types of books.
42. To manufacture, buy, sell, export, import, process and assemble and deal in lamps, lamp shades, electric lights, electric fittings, glass items, handicrafts, brass products all electric and electronic goods and other decorative items and their component parts and accessories and lamp shades made of fabrics, PVC laminated shades and fabrics.
43. To carry on the business of public transporters and to pay all types of commercial vehicles such as Trucks, Tempos, and pick up vans for carrying goods or passengers anywhere in India,
44. To carry on the business as importers, export agents, distributors, stockists contractors, suppliers, dealers of any kind and to act as manufactures, representatives agents, brokers, commission agents and merchants of commodities, articles, products and merchants of any kind or nature.
45. To carry on and undertake the business of finance, hire purchase, leasing and investment, subject to the approval of R.B.I.. under RBI Act, 1934 as amended by RBI (Amendment) Act 1997
46. To undertake and transact all kind of agency business and to carry on and promote any business Commercial or otherwise under sound principles and/or to act as distributors, agents, underwriters, brokers, estate agents, middleman, contract man, representation and indenting agent on Commission, allowance, as may be deemed fit in all commodities, merchandise and such other allied articles lines of business.

47. To carry on the business of sale and purchase of industrial plots, Sheds, Factory buildings, constructions of commercial property letting out of property, contractors for constructions of building, roads. -
48. To act as security and fire safety consultants, advisers, security contractors and to supply watch and ward staff, security guards, body guards and to render services thereof to the Central Government, State Governments, Corporations, Municipalities, Companies, Commercial houses, Trusts, Individuals and others.
49. To carry on business of present, promote, produce, organise, manage, Conduct, represent event Management Programme, D.J.; Disco, Classical Programme and the live entertainment programmes by hiring the professional artist and carry on all the related activities on behalf of sponsored companies/firms/individuals for advertisement and entertainment purposes.
50. To carry on the business of immigration recruitment & placement as professionals, executives, skilled, semi-skilled, un-skilled workers, labours & other technical personnel in India & abroad for those seeking immigration.
51. To enter into contracts, agreements and arrangements with any other company, firm or person for the carrying out by such other company, firm or person on behalf of the Company of the objects for which the Company is formed.
52. To construct, improve, redesign, maintain, develop, manage, carry out or control any buildings, offices, branches, shops, stores, malls, hypermarkets, shopping areas, warehouses, electric works, drawls, and other buildings to advance the Company's interests in connection with its objects or otherwise assist or take part in the construction, design and improvement, maintenance, development, working, management, carrying out or control thereof to further the objects of the Company.
53. To sell, lease, mortgage, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company whether or not having objects or in part similar to those of the Company.
54. To buy, acquire, undertake and hold the whole or any part of the undertaking , property, assets, rights and effects of any other company, having objects altogether or in part similar to those of this Company or carrying on or engaged in or proposes to carry on and engage in, other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of the Company.
55. To take or otherwise acquire and hold shares, debentures and any other securities in any other company having objects altogether or in part similar to those of this Company or carrying on or engaged in or proposes to carry on and engage in, other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
56. To amalgamate, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm carrying on or engaging in or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any

arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or for cooperation, or for mutual assistance, with any such person, firm or company, or to acquire any business (by way of amalgamation, arrangement, demerger, merger or otherwise) and carry on any other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.

57. To enter into arrangement with any government or other authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
58. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, license or authorization of any government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for any other purpose which may seem expedient and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests and to appropriate any of the Company's shares, debentures or other securities and assets to defray the necessary costs, and expenses thereof.
59. To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets, inventions, trademarks, designs, formulate, copyrights, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes 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 licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
60. To sell any patent rights or privileges belonging to the Company or which may be acquired by it or any interest in the same and to grant licenses for the use and practice of the same or any of them and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents, and privileges in which the Company may be interested.
61. To sell or sublet any concessions or licenses obtained or contracts entered into and generally to sell the whole or part of the property and business of the Company for cash or for the shares or obligations of any person or persons.
62. To make up, prepare, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, hardware, software, applications, accessories, different kinds of materials, substances, articles and things necessary or convenient for carrying on any of the business or process of the Company. Provided however, in this regard the Company shall not carry any activity which may be categorized as retail trading in India and abroad.
63. To improve, manage, cultivate, develop, exchange, refine, repair, alter, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or part of the properties and rights of the Company.
64. Subject to Section 180, 181, 182 & 183 of the Companies Act, 2013 to make donations to individuals or institutions in cash or any other assets as may be thought directly or indirectly

conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this Company, and also to subscribe, contribute, otherwise assist or guarantee money for charitable institutions or objects or for any exhibition or for any public, general or other objects.

65. To refer or agree to refer any claim, demand, 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 or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made thereon, and to do all acts, matters and things necessary or expedient to carry out or enforce the awards.
66. To open any kind of account in any bank or other financial services firm, and to make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
67. To vest any moveable or immovable property, rights or interest acquired by 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 favor of the Company.
68. Subject to the provisions of the Companies Act, 2013, to distribute among the Members in the specie, cash or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company.
69. 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 ensure, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
70. To carry out in any part of the world all or any of the Company's objects as principal agent, contractor or otherwise, and by or through agents or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
71. Subject to the provisions of the Companies Act, 2013, and the directions issued by the Reserve Bank of India, to subscribe, acquire, take up and hold shares, stocks, debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any Government, sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or in any foreign country.
72. **To borrow money, securities or other property, raise loans in any form, receive deposits, create indebtedness, receive grants or advances or raise any monies (in each case, with or without interest) upon such terms and in such manner and with or without security as may from time to time be determined including by the issue of debentures, debenture stock, bonds or other securities by the Company.**
73. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of securities for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealing with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.
74. To lend and advance money or property with or without security or to give credit to such persons or companies and upon such terms as may be expedient and as the Company may approve and in particular to customers and persons having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or

companies and generally to provide credit facilities to customers and others provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

75. To place surplus to reserve or to distribute as bonus shares among the Members or otherwise to apply as the Company by law may deem fit including those received by way of premium on shares or debentures issued at a premium by the Company and any monies received in respect of dividends accrued on forfeited shares.

76. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable.

IV. The Liability of the members Is Limited.

V. The Authorised Share Capital of the Company is Rs.32,50,00,000/- (Rupees Thirty Two Crores Fifty Lakhs Only) divided into 3,25,00,000 (Three Crore Twenty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

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 respectively agree to take the number of shares in the capital of the company set opposite our respective names :

Sl. No.	Name, address, description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation
1.	Sanjeev Goel S/o Sita Ram Goel H No- 4, Pkt- II Rajiv Enclave Sector- 5 Rohini, Delhi- 85 (Business)	5000 (Five Thousand)	Sd/-	I witness the signatures of both the subscriber. Sd/- Suvir Sharma FCA S/o M. S. Sharma C-370 Saraswati Vihar, Delhi-34 M. No. 88272
2.	Rajeev Goel S/o Sh. Sita Ram Goel 141 Pkt A-2, Sector-5 Rohini, Delhi- 110085 (Business)	5000 (Five Thousand)	Sd/-	
	Total	10,000 (Ten Thousand)		

Dated : 22-7-2005

Place : Delhi

**COMPANIES ACT 2013
A COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

OF

*** AKG EXIM LIMITED**

TABLE –F

ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

Interpretation

I. (1) In these regulations—

“The Act” means the Companies Act, 2013.

“The seal” means the common seal of the company.

The Company”or “this Company” means **AKG EXIM LIMITED**.

“Annual General Meeting” means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof.

“Auditors” means and include those persons appointed as such for the time being by the Company or its Board,

“Board” or **‘Board of Directors’** or **‘the Board’** means the Board of Directors for the time being of the Company.

***Conversion of the Company into public limited Company has been approved by the shareholders of the Company in its Extra Ordinary General Meeting held on 8th January, 2018 and Adoption of New Set of Articles of Association has been approved by the shareholders of the Company in its Extra Ordinary General Meeting held on 29th January, 2018.**

“Board Meeting” means meeting of the Directors or a committee thereof duly called and constituted, or as the case may be, the Directors assembled at the Meeting of the Board of Directors of the Company collectively.

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

“Debenture” includes debenture-stock.

“Dividend” includes interim dividend.

“Extraordinary General Meeting”, means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.

“Member” means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of Association of the Company.

“Meeting” or **“General Meeting”** means a meeting of members.

“Month” means a calendar month.

“Office” means the registered office for the time being of the Company.

A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll as the case may be) in favour of the resolution (including the casting vote, if any, of the chairman) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting.

“Paid-up” includes credited as paid-up.

“Persons” includes corporations and firms as well as individuals.

“Postal Ballot” shall mean voting by post through ballot papers distributed amongst eligible voters and shall include voting by electronic mode.

“Register of Members” means the Register of Members to be kept pursuant to the Act.

“Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.

“Secretary” means any individual possessing the qualification prescribed for the time being by or under the Act or any rules made thereunder and appointed to perform the duties, which may be performed by Secretary under the Act, and any other ministerial or administrative duties.

“Share” means share in the share capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.

“Small Shareholder” means a shareholder holding shares of the nominal value of twenty thousand rupees or such other sum as may be prescribed.

A resolution shall be a special resolution when:-

- (a) the intention to propose the resolution as a special resolution has been duly specified in the notice convening the general meeting or other, intimation given to the members of the resolution.
- (b) the notice required under the Act has been duly given, and
- (c) the votes cast in favour of the resolution whether on a show of hands, or on a poll as the case may be by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, are not less than’ three times the number of the votes, if any, cast against the resolution by members so entitled, and voting.

“Written” and **“In Writing”** include printing, lithography, computer modes and other modes of representing or reproducing words in a visible form.

“Year” means the calendar year and **“Financial Year”** shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the singular number include, where the context admits or requires the plural number and vice versa. Words importing the masculine gender also include the feminine gender,

(2) The marginal notes used in these Articles shall not affect the construction or meaning of the subject.

(3) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the 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.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) 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 regulations 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) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of 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, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

6. 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.

7. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Underwriting And Brokerage

8. (i) The company may exercise the powers of paying commissions conferred by section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

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

(iii) The rate or amount of the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

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 him 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 clause.

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

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

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

(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 the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to 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 his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in 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 before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

- 13.** (i) The Board 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. The Option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting:

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 at least 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 authorising the 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 thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board 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 regulations, 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 regulations as to payment of interest 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—

(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 him; and

- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not in respect thereof confer a right to dividend or to participate in profits.

Transfer of shares

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

(ii) A common form of for instruments of transfer which may from time to time be altered by the Directors

(iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iv) The Board shall not refuse the registration of transfer on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

- 20.** The Board may, subject to the right of appeal conferred by section 58 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 may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

- 22.** On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board 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.

- 23. a)** No fee shall be charged for:

- i. Registration of transfer of the Company's shares, debentures and Detachable warrants;
- ii. Sub-division and consolidation of share certificates, debenture certificates and detachable warrants and for sub-division of letters of allotment and split, consideration, renewal and pucca transfer receipts into denomination corresponding to the market units of trading;
- iii sub-division of renounceable letters of right;
- iv issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized;
- v registration of any power of attorney, probate, letters of administration or similar other documents.

a) Fees as agreed upon with the Stock Exchanges will be charged for :

- i. issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;
- ii sub-division and consolidation of shares and debenture certificates and for sub-division of letters of allotment and split, consolidation renewal and pucca transfer receipts into denominations other than those fixed for the market unit of trading

Transmission of shares

- 24. (i)** On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him 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 properly be required by the Board and subject as hereinafter provided, elect, either—

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

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

(ii) The Board 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 his death or insolvency.

26. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable 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 a transfer signed by that member.

27. 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 he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the 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

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

29. The notice aforesaid shall—

(a) name 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 on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the 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 to that effect.

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

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

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

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

33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the 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 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;

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

- 34.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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

- 35.** The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

- 36.** Subject to the provisions of section 61, the company may, by 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 that 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 is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

- 37.** Where shares are converted into stock,—

- (a) the holders of 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 near thereto as circumstances admit:

Provided that the Board 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; but no such privilege or advantage (except participation in the 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 that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The company may, by special resolution, 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 share premium account.

Capitalisation of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

- 44.** (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 the general meetings shall be as provided in section 103.
- 45.** The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 46.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 47.** If at any meeting no director is willing to act as Chairperson or if 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 Chairperson of the meeting.

Adjournment of meeting

- 48.** (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.
- (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 Act, 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

- 49.** 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 his share in the paid-up equity share capital of the company.

- 50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 51. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

- 52. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 53. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 54. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 55. (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, and every vote not disallowed at such meeting shall be valid for all purposes.

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

Proxy

- 56. 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 that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

59. The Person named hereinafter are the First Director of the Company:

1. Mr. Sanjeev Goel
2. Mr. Rajeev Goel

Untill otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directos (including Debenture and Altenate Directos) shall not be less than three and not more than fifteen. Provided that a Company may appoint more than fifteen directors after passing a special resolution.

60. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, 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.

61. The Board may pay all expenses incurred in getting up and registering the company.

62. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

63. 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 and in such manner as the Board shall from time to time by resolution determine.

64. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

65. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

66. (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 secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

67. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

68. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

69. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to 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 may choose one of their number to be Chairperson of the meeting.

- 70.** (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 71.** (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 may choose one of their members to be Chairperson of the meeting.
- 72.** (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 in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 73.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some 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, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 74.** Save as otherwise expressly provided in the Act, 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 committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
- 75.** In case of a One Person Company—
- (i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the director;
- (iii) the resolution shall become effective from the date of signing such minutes by the director.

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

76. Subject to the provisions of the Act,—

(i) 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; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

77. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and 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 as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

78. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by 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 of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

79. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

80. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

81. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or 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 equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

82. (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 whereof the dividend is paid, but 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.

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

(iii) 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; but 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.

83. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

84. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

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

85. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

86. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

87. No dividend shall bear interest against the company.

88. The Company shall not forfeit any unpaid or unclaimed dividend and such dividends shall be dealt with according to the provisions of the Companies Act, 2013..

Accounts

89. (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 of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Dematerialisation Of Securities

90. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

For the purpose of this Article:

“Beneficial Owner” means a person or persons whose name is recorded as such with a depository,

“SEBI” means the Securities & Exchange Board of India; established under Section 3 of the Securities & Exchange Board of India Act, 1992 and

“Depository” means a company formed and registered under the Companies Act, and which has been granted a certificate of registration to act as depository under Securities & Exchange Board of India Act, 1992; and wherein the securities of the Company are dealt with in accordance with the provisions of the Depositories Act, 1996.

2. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

3. Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates for the Securities.

If a person opts to hold his Securities with the depository, the Company shall intimate such depository the details of allotment of the Securities, and on receipt of the

information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Securities.

4. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in section 89 of the Act shall apply to a Depository in respect of securities held by it on behalf of the beneficial owner.

5.(a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities of the Company on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner of securities in the record of the depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository and shall be deemed to be a Member of the Company.

6. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities of the Company are held in a depository, the records of the beneficiary ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

7. Nothing contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

8. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

9. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

10. The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

Audit

- 91.** Auditors shall be appointed and their rights and duties regulated in accordance with Sections 139 to 147 of the Act.

The First Auditor or Auditors of the Company shall be appointed by the Board within 30 days of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the Sixth Annual General Meeting provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place by Special Resolution.

Copies Of Memorandum And Articles To Be Sent To Members

- 92.** Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request within 7 days of the request on payment of prescribed fees for each copy.

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Documents And Notices

(1) A document or notice may be served on a Company or any officer thereof by sending it to the Company or the Officer at the registered office of the Company sending it by registered post or by speed post or by courier service, or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

(2) A Document may be Served upon the Registrar or any member by sending it to his office or address by post or registered post or speed post or courier service or by delivering at his office or address or by means of such electronic or other mode as may be prescribed. Provided that a member may request for delivery of any documents through a particular mode Now the Documents will have to be sent to a member to his address, in India or abroad.

(3) Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) All the members, legal Representative of any deceased member or assignee of the insolvent member (b) Auditors and (c) the Directors of the Company, in writing or through Electronic mode.

(4) Any document or notice to be served or given by the Company may be signed by the Directors, Key Managerial Personnel or an Officer of the Company duly Authorised by the Board of Directors in this behalf and the signatures thereto may be written, printed or lithographed.

Borrowing Powers

94. The Board may, from time to time, at its discretion subject to the provisions of Section 179 of the Act, raise or borrow, and secure the payment of any sum or sums of money for the purpose of the Company; provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.
95. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

Winding up

96. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid 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 if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Secrecy

97. Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret,

mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate.

Indemnity

- 98.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him 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.

XXXXX

We, the several persons whose names, addresses and description are subscribed are desirous of being formed into a company in pursuance of this Articles of Association.

Sl. No.	Name, Fathers' Name, Address, Occupation and Description of the Subscribers	Signature of Subscriber	Signature, Name, Address, Occupation and Description of Common witness
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1.	<p>Sanjeev Goel S/O Sita Ram Goel H. No. – 4, Pkt-II Rajiv Enclave, Sector-5, Rohini Delhi-85 (BUSINESS)</p>	Sd-	<p>I witness the signatures of both the Subscribers</p> <p>SD/- Suvir Sharma FCA S/o M.S. Sharma C-370, Saraswati Vihar, Delhi-34 Membership No. - 88272</p>
2.	<p>Rajeev Goel S/O Sita Ram Goel 141, Pkt A-2, Sector-5 Rohini Delhi-110085 (BUSINESS)</p>	Sd-	

Date: 22.07.2005

Place:Delhi