



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN):



Registrar of Companies

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





सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

Corporate Identity Number: U60231MH2005PLC344764

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s GATEWAY RAIL FREIGHT 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 Maharashtra and such alteration having been confirmed by an order of Regional Director bearing the date 30/06/2020.

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

Given under my hand at Mumbai this Twenty seventh day of August Two thousand twenty.

DS Ministry
of Corporate
Affairs 23

Digitally signed by DS Ministry of Corporate Affairs 23
DN: cn=DS Ministry of Corporate Affairs 23, o=Ministry of Corporate Affairs, ou=Ministry of Corporate Affairs, email=ds@nic.gov.in, c=IN
Date: 2020.08.27 16:02:23 +0530

Anil Bhagure

Registrar of Companies
RoC - Mumbai

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

GATEWAY RAIL FREIGHT LIMITED

Sector 6, Dronagiri,, Taluka Uran,, Navi Mumbai, Raigarh, Maharashtra, India,
400707





GOVERNMENT OF INDIA

Registrar of Companies, Delhi

MINISTRY OF CORPORATE AFFAIRS

4th Floor, IFCI Tower, 61, Nehru Place, New Delhi, Delhi, INDIA, 110019

Corporate Identity Number : U60231DL2005PLC138598.

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The share holders of M/s GATEWAY RAIL FREIGHT LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 23/03/2015 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

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

Given under my hand at Delhi this Twentieth day of April Two Thousand Fifteen.

Afsar Ali
Assistant Registrar of Companies
Registrar of Companies
Delhi

Mailing Address as per record available in Registrar of Companies office:
GATEWAY RAIL FREIGHT LIMITED
SF-7, Second Floor, D-2 'Southern Park', SAKET DISTRICT CENTRE, SAKET,
NEW DELHI - 110017,
Delhi, INDIA



भारत सरकार—कम्पनी कार्य मंत्रालय

कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन का नया
निगमन प्रमाण—पत्र

कार्पोरेट पहचान संख्या : U60231DL2005PLC138598

मैसर्स Gateway Rail Freight Private Limited

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Gateway Rail Freight Private Limited

जो मूल रूप में दिनांक बारह जुलाई दो हजार पांच को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

RAG FREIGHT SERVICES PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय दिनांक 25/03/2007 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

GATEWAY RAIL FREIGHT LIMITED

हो गया है और यह प्रमाण—पत्र, कथित अधिनियम की धारा 23(1)के अनुसरण में जारी किया जाता है।

यह प्रमाण—पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक सोलह अप्रैल दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF COMPANY AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number : U60231DL2005PLC138598

In the matter of M/s Gateway Rail Freight Private Limited

I hereby certify that Gateway Rail Freight Private Limited which was originally incorporated on Twelfth day of July Two Thousand Five under the Companies Act, 1956 (No. 1 of 1956) as RAG FREIGHT SERVICES PRIVATE LIMITED having duly passed the necessary resolution on 25/03/2007 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to GATEWAY RAIL FREIGHT LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this Sixteenth day of April Two Thousand Seven.



(TEJ PRAKASH SHAMI)

कम्पनी रजिस्ट्रार / Registrar of Companies
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा
National Capital Territory of Delhi and Haryana

GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

National Capital Territory of Delhi and
Haryana

B-block Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi - 110003, Delhi, INDIA

Corporate Identity Number : U60231DL2005PTC138598

Fresh Certificate of Incorporation Consequent upon Change of Name

IN THE MATTER OF M/s RAG FREIGHT SERVICES PRIVATE LIMITED

I hereby certify that RAG FREIGHT SERVICES PRIVATE LIMITED which was originally incorporated on TWELFTH day of JULY TWO THOUSAND FIVE under the Companies Act, 1956 (No. 1 of 1956) as RAG FREIGHTSERVICES PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A02093763 dated 17/08/2006 the name of the said company is this day changed to Gateway Rail Freight Private Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this SEVENTEENTH day of AUGUST TWO THOUSAND SIX.



Parveen Kumar Malhotra
(PARVEEN KUMAR MALHOTRA)
Dy Registrar of Companies
National Capital Territory of Delhi and
Haryana



प्रारूप एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

U68231DL2805PTC138598

1927

सं. 192 6
U68231DL2805PTC138598

No. 200 5. 200 6
आरएफजी फ्रीट सर्विसेस प्राइवेट लिमिटेड ।

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

RAG FREIGHT SERVICES PRIVATE

I hereby certify that.....
LIMITED

is this day Incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the
Company is Limited. 21 आषाढ , 1927

मेरे हस्ताक्षर से आज तां..... को दिया गया।
TWELFTH

Given under my hand at..... NEW DELHI..... this.....
JULY AND FIVE

day of TWO THOUSAND



(ई. तिस्की)

सहायक

Asst. कम्पनी रजिस्ट्रार

Registrar of Companies

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

N.C.T. OF DELHI & HARYANA

(THE COMPANIES ACT, 1956, TO THE EXTENT NOT REPEALED)

AND

(COMPANIES ACT, 2013, TO THE EXTENT NOTIFIED)

(COMPANY LIMITED BY SHARES)

(MEMORANDUM OF ASSOCIATION)

OF

GATEWAY DISTRI PARKS LIMITED *

- I.** The Name of the Company is GATEWAY DISTRI PARKS LIMITED *
- II.** The Registered office of the company will be situated in the State of Maharashtra.
- 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 undertake the business of intermodal transportation by rail, road and waterborne vessels for transportation of cargo in containers to cater to international and domestic trade.
 2. To own, hire, lease, maintain and operate various types of railway wagons for transportation of cargo in bulk, break bulk and containerised condition on Indian Railway Network and network of neighbouring countries.
 3. To own, hire, lease, maintain and operate various types of railway coaches for transportation of people and their personal luggage, parcels on Indian Railway network and network of neighbouring countries.
 4. To own, hire, lease, maintain and operate car carrying wagons for transportation of personal transport units on Indian Railway network and network of neighbouring countries.
 5. To own, hire, lease, maintain and operate waterborne vessels for transportation of cargo in bulk, break bulk and containerised condition on inland waterways, coastal shipping routes and other maritime routes.

**Pursuant to Clause 20 of order passed by National Company Law Tribunal, Mumbai Bench (NCLT) in the matter of Composite Scheme of Amalgamation amongst Gateway East India Private Limited (First Petitioner Company / Transferor Company 1) and Gateway Distriparks Limited (Second Petitioner Company / Transferee Company 1/ Transferor Company 2) with Gateway Rail Freight Limited (Third Petitioner Company / Transferee Company 2) and their respective shareholders whereby upon the Scheme becoming effective, name of Third Petitioner Company shall be changed to "Gateway Distriparks Limited", subject to the filing of the relevant forms and payment of applicable fees to the appropriate authorities in accordance with law.*

6. To own, hire, lease, maintain and operate any special rolling stock which can operate on both road and rail for transportation of cargo in bulk, break bulk and containerised condition on Indian Railway network and network of neighbouring countries.
7. To own, build, lease, maintain and operate freight terminals, container freight stations, Inland Container Depots and multimodal logistics parks for handling, storing and distributing cargo including personal transport units in bulk, break bulk and containerised condition.
8. To own, build, lease, maintain and operate freight terminals, dry ports, container freight stations, inland container depots under license from various regulatory authorities including but not limited to Indian Railways, Indian Customs
9. To operate freight terminals, dry ports, container freight stations (CFS), inland container depots (ICD) owned by other entities under Operations and Management contracts.
10. To provide integrate supply chain solutions to the domestic and international trade by using own and leased assets and taking services from market vendors.
11. To operate as Custom House Agents (CHA), Freight Forwarder, Non-vessel owning Common Carrier (NVOCC), Multimodal Transport Operator, Shipping Line by taking license and registering as such an operator as per the regulatory requirements and trade practices.
12. To build, own, hire, lease and operate railway lines for the purpose of rail transportation of passengers and cargo.
13. To build, own, hire, lease and operate warehouses for the purpose of storage of cargo, including temperature controlled cargo, in Domestic Tariff Area and Custom Bonded Area.
14. To own, hire, lease, maintain and operate handling and transportation equipment including but not limited to road trucks, trailers, semis, reach stackers, fork lifts, cranes for handling of cargo in bulk, break bulk and containerised condition.
15. To carry on business in storing for rent or any other consideration, transporting, handling and generally dealing in, all kinds of frozen, chilled, cooled and refrigerated items.
16. To carry on business of buying, selling or otherwise dealing in, operating, hiring, letting on hire, leasing, giving on lease, obtaining license for use of and granting license for the use of, cold stores, freezing, chilling and cooling plants, refrigeration units, refrigerated trucks and containers and

any and all kinds of freezing, chilling, cooling plants, refrigeration and cold storage machinery and equipment.”

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATAINMENT OF THE MAIN OBJECTS ARE :

1. To Purchase, otherwise to acquire, own, import all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conducive to the effective working of the main business of the company.
2. To acquire, build, alter, maintain, remove or replace and to work, manage and control any building, offices, shops, machinery and conveniences which may seem necessary to achieve the main object of the company.
3. To buy, repair, alter, improve, exchange, import all machinery, tools, utensils, appliances, apparatus products, materials, substances, articles and things capable of being used in the main business of this company.
4. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, concessions, grants, decrees, licences, privileges, claims, options, leases, property, right, or powers of any kinds which may appear to be necessary for the main business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To exchange, mortgage, royalty or tribute, grants licenses easements, options and other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares, debentures whether fully or partly paid-up or securities of any other company having main objects whole or in part similar to the Company.
7. Subject to the provisions of the section 188 of the Companies Act, to pay for any rights or property acquired by the Company and or remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares of securities of the Company as paid up in full.
8. To advance money, in connection with the main business either with or without security and give credit, to such persons (including Government) and upon such terms and conditions as the Company may think fit, to attain the main objects of the Company provided that the Company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.

9. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the main business of Company.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, stocks, contracts, mortgages, or charges, obligations, instruments, securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts of obligations as may be necessary for the main business of the Company.
12. To subscribe for acquire, hold shares and dispose share stocks, debentures, debenture-stocks, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatsoever nature and howsoever constituted and to subscribe for, acquire, hold shares, debentures and debenture-stocks, and debenture-bonds, mortgages, obligations and other securities issued or guaranteed by any Government sovereign ruler, commissioners, trust, Municipal, local or other Authority or body of whatsoever nature, whether in India or elsewhere as may be conducive to the main business of the Company.
13. Subject to the provision of Section 68 (substituted for section 77A of Companies Act, 1956) of Companies Act, 2013 to invest other than investment in Company's own shares any money of the Company not immediately required, in any investments, movable or immovable as may be deemed proper and to hold, or invest in shares or stock in the Company as may be necessary for the main business of the Company.
14. Subject to Section 73,74, 179 and 180 (Substituted for the Section 58A and 292/293) of the Companies Act, 2013 (substituted for 1956) and the Rules made there under and the directions issued by Reserve Bank of India, to receive money or deposit or loan and borrow or money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien upon all or any or the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
15. To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments of securities of all types.

16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents and patent rights, brevets inventions, trade marks, designs, licences, protections, and concessions conferring any exclusive or non-exclusive or limited right to their use or other information as to any invention, process or privileges which may seem capable of being used for any of the main objects, business of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the company and to use, exercise, develop or grant licences or privileges in respect of or the property, rights and information so acquired.
17. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire or propose to acquire.
18. To do all or any of the main business activities either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
19. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on main business which this Company is authorised to carry on or possess property, suitable for the main business of the Company.
20. To procure the registration or recognition of the company in or under the laws of any place outside India.
21. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, managements or development of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its main business or in or about the promotion of any other such company in which the Company may have an interest.
22. Subject to the provisions of Section 391 to 394 of the Companies Act, 1956 or Sections 230 TO 232 of the Companies Act, 2013, as applicable, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company.
23. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or

otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the main objects of the Company or effecting any modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other company, any firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from such Government Authority and company any character contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

24. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donation.
25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests 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 favour of the Company.
- (b) To accept gifts including any way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependents, heirs and children for deserving objects for and such other persons; also to act as trustees.
26. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interest of masters, owners and employers against loss by bad debt, strike, Combustion, fir, accident or otherwise or for the benefit o any employee, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons of classes of persons and in particular of friendly, co-operative and other society, reading rooms, libraries, educational and charitable institutions, dinning and recreation rooms, churches, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.
27. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, or settlement o industrial or labour problems of troubles or the promotion of industry or trade.

28. To subscribe or guarantee money for any national, charitable, benevolent, public general or useful object or for any exhibition subject to the provisions of Sections 177 and 183(Substituted for of section 292A/293B) of the Act.
29. To establish and maintain or procure the establishment and maintenance o any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or are allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors of officers of the Company as aforesaid and the wives, windows, families and dependents o any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurances of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
30. To distribute among the members in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding-up but so that no distribution amounting to a reduction capital be made except with the sanction (if any) for the time being required by the Companies Act, 2013 (Substituted for 1956).
31. To do all such other things as may be deemed incidental or conducive for the attainment of the main objects.

IV. The liability of the Members is Limited.

V The Authorized Share Capital of the Company is Rs. 948,50,02,500 divided into 53,77,00,000 equity shares of Rs. 10 each, 100 equity shares of Rs. 25 each, 12,00,00,000 compulsorily convertible preference shares of Rs. 24.65 each and 11,50,00,000 zero coupon redeemable preference shares of Rs. 10 each with power to increase and reduce the capital of the Company and to divide the share capital into shares of several class carrying preferential, deferred, or special rights, privileges, or conditions according to the Articles of Association of the Company, variation, modification or abrogation of which may be made in the manner provided in the Articles of Association of the Company.

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, Description Occupation and Address of subscriber	Number and type of Equity Shares	Signature of Subscribers	Name, Addresses, Description and Signature of Witness
1	DEEPAK GOEL S/o Sh. R.K. Goel R/o A-2/25, Paschim Vihar New Delhi (BUSINESS)	5,000 (Five Thousand)	Sd/-	<p>I witness the signatures of both the subscribers.</p> <p>Sd/- (SANJEEV KUMAR TEWARI) FCA, M. No. 8646 D-137, 1st floor, Ne Rajinder Nagar, New Delhi.</p>
2.	ANKIT GUPTA S/o Sh. Devi Dayal Gupta R/o B-3/70, Ashok Vihar Phase-II, Delhi-110052 (BUSINESS)	5,000 (Five Thousand)	Sd/-	
	TOTAL	10,000 (Ten Thousand)		

Place: DELHI

Dated: 04.07.2005

(COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
***GATEWAY DISTRI PARKS LIMITED**

PRELIMINARY

1. All the regulations contained in Table “F” in the first schedule to the Companies Act, 2013 shall apply to the company except in as far as otherwise expressly incorporated hereinafter.
2. The regulations for the management of the Company and for the observance by the members thereof shall be such as are contained in these Articles subject, however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitutions, modifications and variations thereto by a Special Resolution as prescribed by the Companies Act, 2013 (to the extent notified) and Companies Act, 1956 (to the extent not repealed) or any statutory modification thereof in force.

INTERPRETATION

3. (I) In the interpretation of these Articles:
 - (i) “Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any of the previous company law, so far as may be applicable.
 - (ii) “Authorised capital” or “nominal capital” means such capital as is authorised by the memorandum of a Company to be the maximum amount of share capital of the Company.
 - (iii) The “Board of Directors” or “Board” means the collective body of the directors of the Company.
 - (iv) “The Board Meeting means the meetings of the Directors duly called and constituted or as the case may be the Directors assemble at the Board.”
 - (v) “Seal means the Common Seal of the Company.”
 - (vi) “Securities” means securities as defined in Clause (h) of Section 2 of the Securities Contract (Regulations) Act, 1956

**Pursuant to Clause 20 of order passed by National Company Law Tribunal, Mumbai Bench (NCLT) in the matter of Composite Scheme of Amalgamation amongst Gateway East India Private Limited (First Petitioner Company / Transferor Company 1) and Gateway Distriparks Limited (Second Petitioner Company / Transferee Company 1/ Transferor Company 2) with Gateway Rail Freight Limited (Third Petitioner Company / Transferee Company 2) and their respective shareholders whereby upon the Scheme becoming effective, name of Third Petitioner Company shall be changed to “Gateway Distriparks Limited”, subject to the filing of the relevant forms and payment of applicable fees to the appropriate authorities in accordance with law.*

- (II) Unless the context otherwise requires, words or expressions contained in these Articles 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 & VARIATION OF RIGHTS

4. The authorised Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association. The Company in General Meeting may, from time to time, increase the Share Capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased Share Capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine and in particular, such Shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of the Company in conformity with the applicable provisions of the Act.

The minimum paid up Share Capital will be Rs. 500,000 (Rupees five hundred thousand) only.

5. 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.
6. Subject to the provisions of Section 62 and Rule made thereunder and other applicable provisions, if any, of the Act and subject to the rules, regulations, clarifications and guidelines may be issued by the Central Government and/ or any other regulatory authorities in this regard, from time to time, the Company may offer employees stock options to employees and directors of the Company, and to other eligible persons, on such terms and conditions and for such consideration or otherwise as may be approved by the Members from time to time.
7. Subject to section 62 & 42 of the Act and the rules made thereunder the Board is hereby authorized to issue shares or any other securities to persons other than the shareholders and employees of the company on preferential basis through preferential allotment. Also, if the company issues shares through right issue as per section 62(1)(a) of the act, the shareholders of the company shall not have a right to renounce the shares offered to them to any other person unless with the permission of the Board or unless it is expressly mentioned by the company in its offer letter.
8. Except so far as otherwise provided by the conditions of issue or by these presents, any Share Capital raised by the creation of new Shares shall be considered as part of the existing Share

Capital and shall be subject to the provision herein contained with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

9. (i) The Company shall cause to be kept a Register and index of Members in accordance with Sections 88 of the Act and rules made thereunder.
(ii) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months 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.
(iii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the Company has appointed a company secretary:

Provided that in case the company has common seal it shall be affixed in the presence of the persons required to sign the certificate.

- (iv) 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.
10. (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 the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise (requires) of the Company.
 11. Except as required by law, no person shall be recognized 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 recognize (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.
 12. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of 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 rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) 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.
13. The Company may pay a reasonable sum for brokerage.
14. (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 or dealt with by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is made in accordance with the provisions of the Act and Rules made thereunder.
- (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.
15. 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.
16. Subject to the provisions of the section 55, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

ISSUE OF SHARE WITH DIFFERENTIAL VOTING RIGHT

17. In terms of Section 43 of the Act, a company can issue equity shares with differential rights to voting, dividend or otherwise in accordance with the rules as prescribed.

DEMATERIALIZATION OF SECURITIES

18. Notwithstanding anything contained in these articles, the company shall be entitled dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.
19. Every person subscribing to securities offered by the Company shall have the option either to receive the security certificates or hold 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 security in the manner provided by the Depositories Act, and the Company shall in manner and within the time prescribed, issue to the beneficial owner the required certificate(s) of

- securities. If a person opts to hold his securities with a Depository, the company shall intimate such Depository the details of allotment of the security and on receipt of the information, the Depository shall enter in its records the name of the allottee as the beneficial owner of the security.
20. All securities held by a depository shall be dematerialized and shall be in fungible form. Nothing contained in section 89 of Companies Act 2013 shall apply to Depository in respect of the securities held by it on behalf of the beneficial owners.
 21. (i) Notwithstanding anything contained in any other law for the time being in force, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of a beneficial owner.
(ii) Save as provided in (i) above, the depository as the registered owner of the securities shall not have any voting right or any other rights in respect of securities held by it.
(iii) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.
 22. Notwithstanding anything contained in the Act or in these Articles Contrary, where securities are held in a Depository, the notice of the beneficial owner may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
 23. Nothing contained in section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by transferor and transferee both of whom are entered as Beneficial Owner in the records of a Depository.
 24. In the case of transfer or transmission of securities or other marketable securities where the company has not issued any certificates and where such securities or securities are being held in any electronic or fungible form in a Depository, the provision of the Depositories Act, shall apply.
 25. Notwithstanding anything contained in the Act or in these Articles, after any issue where the securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
 26. Nothing contained in the act or these articles regarding the necessity of having certificate number/ distinctive numbers for securities issued by the company shall apply securities held by a Depository.
 27. 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 purpose of these Articles.

LIEN

28. (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.
29. 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—
- (i) unless a sum in respect of which the lien exists is presently payable; or
 - (ii) 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.
30. (i) To give effect to any such sale, the Board may authorize 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.
31. (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.
32. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

CALLS ON SHARES

33. (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:

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.

34. 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.
35. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
36. (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.
37. (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.
38. The Board—
(i) 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
(ii) 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. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
39. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSFER OF SHARES

40. The shares of any member in a company shall be movable property transferable in the manner as provided hereinafter
41. (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) 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.
42. The Board may, subject to the right of appeal conferred by section 58 decline to register—
 - (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (ii) any transfer of shares on which the company has a lien.
43. The Board may decline to recognise any instrument of transfer unless—
 - (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (ii) 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
 - (iii) the instrument of transfer is in respect of only one class of shares.
44. 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.
45. The company shall use a common form of transfer.
46. The fully paid shares will be free from all lien, while in the case of partly paid shares, the company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares.
47. There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.
48. No Transfer should be made to a person of unsound mind.
49. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES

50. (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.
51. (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.
52. (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 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.
53. 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.
54. The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.

FORFEITURE OF SHARES

55. 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.

56. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of the issue of the Share, become payable at a fix time whether on account of the nominal value of Share or by way of the premium, as if the same had been payable by virtue of a call duly made and notified.
57. The notice aforesaid shall—
- (i) 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
 - (ii) 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.
58. If the requirement of any such notice, as aforesaid, be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited Shares not actually paid before the forfeiture. The receipt by the Company of a portion of any money which shall, from time to time, be due from any Member of the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Share as herein provided.
59. The forfeiture of a Share shall involve the extinction of all interest in, and also of all claims and demands against, the Company in respect of the Share, and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.
60. (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.
61. (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.
62. (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; and
 - (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.
63. 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.
64. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

ALTERATION OF CAPITAL

65. 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.
66. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (iv) 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.
67. Where shares are converted into stock,—
- (i) 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.

- (ii) 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.

(iii) 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 “stockholder” respectively.

68. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—
- (i) its share capital;
 - (ii) any capital redemption reserve account; or
 - (iii) any share premium account.

CAPITALISATION OF PROFITS

69. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalize 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);
- (iii) 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;
- (iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
70. (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 capitalized 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 capitalization, 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 capitalized, 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

71. 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

72. All general meetings other than annual general meeting shall be called extraordinary general meeting.
73. (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.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

74. A copy of the Memorandum and Articles of Association of the Company and of any other document referred to in section 17 of the Act shall be sent by the Company to a Member at his request on payment of such reasonable sum for each copy as the Directors may from time to time decide.

PROCEEDINGS AT GENERAL MEETINGS

75. (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.
76. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

77. 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.
78. 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

79. (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

80. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - (i) on a show of hands, every member present in person shall have one vote; And
 - (ii) 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.
81. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
82. (i) 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.
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
83. 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.
84. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
85. 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.

86. (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

87. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
88. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
89. 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.

RESOLUTION REQUIRING SPECIAL NOTICE

90. In accordance with the provisions of section 115 of the act, if any special notice needs to be sent for a resolution, then a notice of the intention to move such resolution shall be given to the company, signed by such number of members as prescribed by the rules, the company shall give to its members a notice regarding the same in the manner prescribed in the rules.
91. The Board of Directors shall on due requisition made by such number of members who hold not less than one-tenth of such paid-up capital of the company carries the right of voting as on that date of receipt of requisition in accordance with Section 100 of the Act, forthwith proceed to call on extraordinary general meeting and the provisions of Section 100 of the Act shall apply in respect of such meeting.

BORROWING POWERS

92. Subject to the provisions of Section 73, 179 and 180 of the Act and these Articles, the Board may, from time to time, at its discretion, by resolution passed at a meeting of the Board, accept deposits, loans, and advances from Members, directors, bank, financial institution or any other person. Provided however where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the Ordinary Course of Business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board shall not borrow such moneys without the consent of the Company in General Meeting by way of special resolution. Nevertheless, no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed.
93. The Board shall cause a proper register to be kept in accordance with the provisions of Section 85 of the Act of all mortgage, debentures and charges specifically affecting the property of the Company and shall comply with the requirements of Chapter VI of the Act.
94. The Company shall, if at any time issued Debentures, keep a Register and Index of Debenture-holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any State or Country outside India a branch Register of Debenture holders resident in that State or Country.
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 any mortgage, or other security on the undertaking of the whole or part of the property of the Company (both present and future), including its uncalled capital for the time being, provided that Debentures with the rights to allotment of or conversion into Shares shall not be issued except with the sanction of the Company in General Meeting and subject to the provisions of the Act.
96. Any Debentures, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges, as to redemption, surrender, drawings allotment of Shares, appointment of Directors and otherwise, Debenture, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
97. Save as provided in Section 56 of the Act, no Transfer of Debenture bonds or other securities shall be registered unless a proper instrument of transfer duly stamped, dated and executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of Debenture, bonds or other securities.
98. If the Board refuses to register the Transfer of any Debentures, the Company shall, within 30 (Thirty) days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal.

BOARD OF DIRECTORS

99. The Company shall have up to Fifteen Directors.
100. The First Directors of the Company were:
1. Mr. Deepak Goel
 2. Mr. Ankit Gupta
101. The Present Directors of the Company as on 30th March, 2019 are:
1. Mr. Prem Kishan Dass Gupta
 2. Mrs. Mamta Gupta
 3. Mr. Ishaan Gupta
 4. Mr. Samvid Gupta
 5. Mr. Sachin Surendra Bhanushali
 6. Mr. Shabbir Hassanbhai
 7. Mr. Arun Kumar Gupta
102. The sitting fees payable to Director for attending a meeting of the Board or a committee of the Board shall be decided by the Board of Directors, from time to time, within the maximum limits of such fees prescribed under the applicable provisions of Act.
103. The Company shall reimburse the Directors for reasonable costs and expenses incurred in connection with their attending meetings of the Board.
104. Whenever the Directors enter into a contract with any person or persons for borrowing any money or for providing any guarantee or security or for technical or financial collaboration or assistance or enter into any other arrangement, the Directors shall have, subject to provisions of Section 152 of the Act, the power to agree that such person or persons shall have the right to appoint or nominate subject to provision of Section 161 of the Act, by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the Agreement [subject to section 161 (3)] . The Directors may also agree that any such Director or Directors may be removed from time to time by the person or persons aforesaid who may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including the payment or remuneration, travelling and other expenses to such Director or Directors as may be agreed by the Company with the person aforesaid
105. The Board may subject to provisions of section 161(2), appoint any person to act as Alternate Director for a Director during his absence for a period of not less than three months from the India in which meetings of the Board are ordinarily held. and such appointment shall have effect and such appointee whilst he holds office as an Alternate Director, shall be entitled to notice of meeting of the Board and to attend and vote thereat accordingly, and shall ipso facto, vacate

office if and when the absent Director returns to the Country or the absent Director vacates office as a Director.

106. Subject to the provisions of Section 161(4) of the Companies Act, 2013, if the office of a Director appointed by the Company in general meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may, in default of and subject to any regulation contained in these Articles be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.
107. (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.
108. The Board may pay all expenses incurred in getting up and registering the company.
109. 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 think fit respecting the keeping of any such register.
110. 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.
111. 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.
112. (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.

DIRECTORS RETIRE BY ROTATION

113. All the Directors shall be elected by shareholders in general meeting shall be liable for retirement by rotation except independent directors of the company or such Directors as may be determined

by the shareholders of the Company. At each annual general meeting of the Company one third of such of the Directors for the time being as are liable to retire by rotation, or if there number is not three or a multiple of three, then the number nearest to one third shall retire from office.

CHAIRMAN

114. The compensation of the Chairman shall be decided by the Board as it sees fit.
115. The Directors may elect a Chairman of their meeting and of the Company and may determine the period for which he/ she is to hold office, or if at any meeting, the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present shall choose someone among them to be the Chairman of such meeting. The Directors may appoint the Managing Director or Chief Executive Officer (if such Chief Executive Officer is a member of the Board) as the Chairman of the Board of Directors and the Company and may determine the period for which he/ she is to hold such office.

CEO

116. The day to day management of the Company shall be delegated to a CEO (designated as KMP under the Act) who shall be appointed by the Board in accordance with the Act. The CEO shall exercise such powers as may be delegated to him by the Board subject to its overall control and supervision. The CEO shall report all material actions undertaken, or proposed to be undertaken, by him in the exercise of powers delegated to him by the Board at their meetings.

APPOINTMENT OF MANAGING DIRECTOR

117. Subject to the provision of Act and of this Article, the Board shall have the power to appoint and reappoint and from time to time remove one or more persons as Managing Director or Managing Directors of the Company for a fixed term, not exceeding five years at a time and upon such terms and conditions as the Board think fit, and subject to the provisions of these Articles the board may by as resolution vest in such Managing Director such of the powers vested in the Board generally as it thinks fit and such power may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine. the Board of Directors shall determine the remuneration of Managing Director.
118. Subject to the supervision and direction of the Board, the Managing Director shall be responsible for the management of the Company and without limiting the generality of the foregoing and shall have such specific powers, authorities and responsibilities as the Board may determine.

PROCEEDINGS OF THE BOARD

119. (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.
120. (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.
121. 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.
122. (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 the members to be Chairperson of the meeting.
123. (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.
124. (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.
125. (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.
126. 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.
127. 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.

POWERS OF DIRECTORS

128. Save as provided under these Articles and to the extent delegated to the Managing Director, the business of the Company shall be managed by the Board who may exercise all such power of the Company and do all such acts and things as are not, by the Act, Rules or by the Memorandum or by the Articles of the Company required to be exercised or done by the Company in General Meeting, subject nevertheless to the provision of these Articles, to the provisions of the Act, or any other act and to such regulations being not inconsistent with any of the aforesaid provisions, as may be prescribed by the Company in General Meeting but no regulation made by the Company in the General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made provided that the Board shall not, subject the provisions provided under the Act and Rules, made thereunder, if any, whether by way of Special or Ordinary Resolution or way Specific Majority, as may be required, except with the consent of the members in General Meeting by special resolution:-
- (i) sell, lease or otherwise dispose of the whole or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertakings;
 - (ii) remit, or give time for the repayment of, any debt due by a Director;
 - (iii) invest otherwise than in trust securities the amount of compensation received by it as a result of any merger or amalgamation.;
 - (iv) to borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided further that the powers specified in Section 179 of the Act shall subject to this Article be exercised only at the meetings of the Board, unless the same be delegated to the extent therein stated;
- OR
- (v) contribute to bona fide and charitable funds any amounts the aggregate of which will, in any financial year exceed five per cent of its average net profit for the immediately preceding three (3) financial years.
129. Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Law. It is hereby declared that the Directors shall have the following powers, that is to say, power:
- (i) To pay and charge to the capital account of the Company any commission or interest lawfully payable under provisions of Section 40 of the Act and Rules made thereunder.
 - (ii) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as Directors may believe, or may be advised to be reasonably satisfactory.

- (iii) At their discretion and subject to the provisions of the Act to pay for any property, right or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures mortgages, or other securities of the Company, and any such share may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon, and any such bonds, Debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (iv) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- (v) To accept from any Member, as far as may be permissible by Law, a surrender of his Shares or any part thereof, on such terms and conditions as may be agreed.
- (vi) To appoint any person, to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (vii) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company, or its officers, or otherwise concerning the affairs of the Company and subject to section 180 of the Act to compound and allow time for payment or satisfaction of any debts due, and or any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.
- (viii) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- (ix) To make and give receipts releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- (x) To invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being Shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- (xi) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit; and such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- (xii) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents, and to give the necessary authority of such purpose.
- (xiii) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction, and to charge such bonus or commission as part of the working expenses of the Company.
- (xiv) To provide for the welfare of Directors and ex-Directors, employees and ex-employees of the Company and the wife(s), widow(s) and family/ies or the dependent(s) or any other persons as entitled by the law, by building or contributing to the building of houses or dwelling or by grants

of moneys pensions, gratuities, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation, or of public and general utility or otherwise.

(xv) Before recommending any dividend, to set aside, out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund or Sinking Fund or any special Fund to meet contingencies or to repay debentures or debenture stock, or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company, and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in its absolute discretion think conducive to the interest of the Company, and subject to the provisions of the Act and Rules made thereunder, to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply for upon which they expend the same, or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended, and to divide the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures, and without being bound to keep the same separate from the other assets and without being bound to pay the interest on the same, with power, however, to the Board for the discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine percent per annum.

(xvi) To appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants, for permanent, temporary or special services as they may from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit, and the provisions contained in the next three sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.

(xvii) From time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local board and to fix their remuneration. And, from time to time, and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls to increase capital, call meetings, appoint Directors, declare dividends, make loans or borrow moneys, and to authorise the members for the time being of any such local board, or any of them to fill up any vacancies, and any such appointment or delegation may be made on such terms, and subject to such

conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

(xviii) At any time, and from time to time, by power of attorney under the Seal, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles and excluding the power to make the calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any local Board, established as aforesaid or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

(xix) For or in relation to any of the matters aforesaid or otherwise for the purpose of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

(xx) To open any accounts with such banks as the Board may select and to appoint persons to operate such accounts, and to make, sign, draw, accept, endorse, or otherwise execute cheques, dividend warrants, promissory notes, drafts, hundies, orders, bills or exchange, bills of lading and other negotiable instruments.

(xxi) From time to time make, vary and repeal, byelaws for the regulation of the business of the Company, its officers and servants.

130. The Directors may make such arrangement as may be thought fit for the management of the Company's affairs abroad, and may for this purpose (without prejudice to the generality of their powers) appoint local bodies and agents and fix their remuneration, and delegate to them such powers as may be deemed requisite or expedient. The foreign seal shall be affixed by the authority and in the presence of such persons who shall sign instruments sealed therein as the Directors shall, from time to time by writing under the common seal, appoint. The Company may also exercise the powers of keeping foreign registers. Such regulations not being inconsistent with the applicable provisions of Law the Board may, from time to time, make such provisions as it may think fit relating thereto and may comply with the requirements of any local Law.

131. Subject to the applicable provisions of the Act, a manager or a Secretary may be appointed by the Directors on such terms and at such remuneration and upon such conditions as they may think fit, and any manager or Secretary so appointed may be removed by the Directors.

A Director may be appointed as a manager or a Secretary, subject to the applicable provisions of the Act.

132. Provisions of the Act or these Articles requiring or authorising an act to be done by a Director, manager or Secretary shall not be satisfied by it being done by the same person acting both as Director and as, the manager or Secretary.
1. Every Director (including a person deemed to be a Director) managing director, manager and Secretary of the Company shall within 30 (thirty) days of his appointment to any of the above offices in the Company or in any other body corporate, disclose to the Company the particulars relating to him and to his office in any other body corporate required to be specified under that sub-section.
 2. Every Director and Key Managerial Personnel shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of section 170 of the Act and Rules made thereunder.

MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

133. Subject to the provisions of the Act,—
- (i) A 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 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 manager, company secretary or chief financial officer.
134. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and 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 manager, company secretary or chief financial officer.

THE SEAL

135. (i) The Board may provide for adoption, use and 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 one director and of the secretary or such other person as the Board may appoint for the purpose; and the director 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

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

137. 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.
138. (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.
139. (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.
140. 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.
141. (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.
142. 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.
143. 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.
144. No dividend shall bear interest against the company.

BOOKS AND DOCUMENTS

145. (i) The Company shall keep at the office or at such other place in India as the Board thinks fit proper books of account in accordance with Section 128 of the Act.
- (ii) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall within 7 (Seven) days of the decision file with the Registrar a notice in writing giving the full address of that other place.
- (iii) The Company shall preserve in good order the books of account relating to the period of not less than 8 (Eight) years preceding the current year together with the vouchers relevant to any entry in such books of account.
- (iv) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns are sent by the branch office to the Company at its Office or other place in India at which the Company's books of account are kept as aforesaid, Further summarized return of branch office books of accounts shall be sent at such periodic interval as provided under the Act..
- (v) The books of account shall give a true and fair view of the state of the affairs of the Company or branch office, as the case may be, and explain its transactions. The books of account and other books and papers shall be open to inspection by any Directors during business hours.
146. The directors 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 or books or documents of the Company or any of them shall be open for inspection to members not being directors, and no member (not being a Director shall have any right of inspection to any books of account or documents of the Company except as conferred by Law or authorised by the Board or by the Company in the General Meeting.
147. Financial statement will be audited once in a year by a qualified auditor for correctness as per provisions of the Act.
148. The Directors shall from time to time, in accordance with Sections 129 and 134 of the Act and Rules made thereunder, if any, cause to be prepared and to be laid before the Company in General Meeting such financial Statement and reports as are referred to in those Sections.
149. Financial Statement and every other document required by Law to be annexed or attached thereto as per the provisions of Section 136 of the Act shall at least twenty-one days before the meeting at which the same are to be laid before the Members, be sent to the Members of the Company, to every trustee for the holders of any debentures issued by the Company, whether such Members or trustee is or is not entitled to have notices of General Meetings of the Company sent to him and to all persons other than such Members or trustee being persons so entitled.
150. Subject to section 94 and other provisions of the Act the fees for inspection of registers and indices maintained by the company under section 88 by any person other than members,

debenture holders and other security holders shall be Rs 50 or any amount as prescribed under the Act or rules made thereunder, whichever is higher. Further fees for taking copy or extract of registers and indices maintained by the company under section 88 by any person other than members, debenture holders and other security holders shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher and fees for taking copy of annual return by members, debenture holders, other security holders and any other person shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher.

151. Subject to the provisions of section 119 of the Act and the rules made thereunder the company shall maintain minute books of general meetings, which shall be open for inspection for 2 hours on each business day by any member without any fees. Any member, on a request made by him to the company and on payment of Rs 10 per page or any amount prescribed in the rules made thereunder, whichever is higher, be made available a copy of such minutes within a period of 7 working days by the company, as requested by him.
152. Subject to the provisions of section 186 of the Act the company shall maintain a register of Loan and investment by company in the format prescribed in the rules made thereunder and shall be open for inspection, free of charge and extracts may be taken there from by any member, and copy thereof may be furnished to any member on payment of fees which shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher.

AUDIT

153. Auditors shall be appointed and their powers and duties regulated in accordance with Sections 139 to 148 of the Act.
154. Financial Statement of the Company when audited and adopted by the Company at an annual general meeting shall be conclusive, provide that such Balance Sheet and Profit and Loss Account and Boards Report may be revised, subject to the provisions of the Act and/ or Rules made thereunder, if any, with the consent of the members.

DOCUMENT OR NOTICES

155. A document or notice may be, subject to the provisions of the Act and/ or Rules, served or given by the Company on any Member, or being a corporate body, an officer thereof, either through electronic mode or personally or by sending it by post to him to his registered address or (if he has no registered address in India and Singapore) to the address, if any, in India, Mauritius and Singapore supplied by him to the Company for serving documents or notices on him.
156. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the document or notice, provided that where a Member has intimated to the Company in advance that documents

or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member; and unless the contrary is proved, such service shall be deemed to have been effected in the case of a notice of a meeting, at the expiration of forty-eight (48) hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course by post.

157. A document or notice may be served or given by the Company on or to the joint holders of the Share by serving or giving the documents or notice on or to the joint holder named first in the Register in respect of the Share.
158. A document or notice may be served or given by the Company or to the persons entitled to a Share in consequences of the death or insolvency of a member by sending it through the post in a pre-paid letter addressed to them by name or by the title or representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.
159. Notice of every General Meeting shall be served in the same manner herein before authorised on or to -
 - (i) every Member of the company, legal representative of any deceased member or the assignee of an insolvent member,
 - (ii) the auditor or auditors for the time being of the Company and
 - (iii) every director of the company.
160. A Director may sign any document or notice to be served or given by the Company or some person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.
161. All documents or notices to be served or given by members on or to the Company or any officer thereof shall be served or given by sending it to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the office.
162. Every person who, by operation of Law, or by transfer or by other means whatsoever, becomes entitled to any Shares shall be bound by every notice in respect of such Shares which previously to his name and address being entered on the register shall be duly given to the person from whom he derives his title to such Share.
163. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company has notice of his demise, be deemed to have been duly served in respect of any registered Shares whether held solely or jointly with other persons by such

member, until some other person be registered in his place as the holder or joint-holders thereof and such service shall for all purpose of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators, and all persons, if any, jointly interested with him or her in any such Shares.

164. The signature on any notice to be given by the Company may be written or printed.

ACCOUNTS

165. (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.

INSPECTION

166. Subject to section 94 and other provisions of the Act the fees for inspection of registers and indices maintained by the company under section 88 by any person other than members, debenture holders and other security holders shall be Rs 50 or any amount as prescribed under the Act or rules made thereunder, whichever is higher. Further fees for taking copy or extract of registers and indices maintained by the company under section 88 by any person other than members, debenture holders and other security holders shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher and fees for taking copy of annual return by members, debenture holders, other security holders and any other person shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher.
167. Subject to the provisions of section 119 of the Act and the rules made thereunder the company shall maintain minute books of general meetings, which shall be open for inspection for 2 hours on each business day by any member without any fees. Any member, on a request made by him to the company and on payment of Rs 10 per page or any amount prescribed in the rules made thereunder, whichever is higher, be made available a copy of such minutes within a period of 7 working days by the company, as requested by him.
168. Subject to the provisions of section 186 of the Act the company shall maintain a register of Loan and investment by company in the format prescribed in the rules made thereunder and shall be open for inspection, free of charge and extracts may be taken there from by any member, and copy thereof may be furnished to any member on payment of fees which shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher.

GENERAL AUTHORITY

169. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

SECRECY

170. Subject to the provisions of Law of the land and the Act, no Member or other person (not being a Director) shall be entitled to enter upon 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 subject to these Articles to require discovery or any information in respect of 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 and which, in the opinion of the directors will be inexpedient in the interest of the Members to communicate to the public.

171. Every Director, manager, auditor, trustee, member of a committee, Secretary, treasure, officer, servant, agent, accountant or other person employed in the business shall, if so required by the directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained

WINDING UP

172. 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.

INDEMNITY

173. 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.

We the several persons whose names and addressed are subscribed below are desirous of being formed into company in pursuance of these ARTICLES OF ASSOCIATION.

Sl.No.	Name, Description Occupation and Address of subscriber	Number and type of Equity Shares	Signature of Subscribers	Name, Addresses, Description and Signature of Witness
1	DEEPAK GOEL S/o Sh. R.K. Goel R/o A-2/25, Paschim Vihar New Delhi (BUSINESS)	5,000 (Five Thousand)	Sd/-	<p>I witness the signatures of both the subscribers.</p> <p>Sd/- (SANJEEV KUMAR TEWARI) FCA, M. No. 8646 D-137, 1st floor, Ne Rajinder Nagar, New Delhi.</p>
2.	ANKIT GUPTA S/o Sh. Devi Dayal Gupta R/o B-3/70, Ashok Vihar Phase-II, Delhi-110052 (BUSINESS)	5,000 (Five Thousand)	Sd/-	
	TOTAL	10,000 (Ten Thousand)		

Place: DELHI

Dated: 04.07.2005