

**(THE COMPANIES ACT, 2013)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**VINAYAK VANIJYA LIMITED**

- I. The Name of the Company is **VINAYAK VANIJYA LIMITED**
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The objects for which the Company is established are:-

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

1. To carry on the business of purchasers, sellers, suppliers, traders, merchants, brokers, agents, assemblers, packers, stockists, distributors, dealers, indentors, importers of all kinds of goods, merchandise, articles, including agricultural products, food articles, forest products, plantations, crops like tea, coffee, tobacco plants, machinery, spare parts, component, raw-materials, consumables, devices, bullion, precious stones, work of art, curious, jewellery, ornaments, document informations, projects, services & ideas and/or to act as principals dealers, agents sub agents, manufacturers representatives either solely or in conjunction with other or otherwise and/or to render services in foreign countries and vice versa in connection therewith and for the above said purpose to establish or maintain services of maintenance or depot and/or industries anywhere in the world
2. To carry on business as buyers, sellers, importers, exporters, dealers, commission agents and dealers in plant machineries equipment apparatus, gadgets appliances, accessories, spare parts, automobile machinery and their components and spare parts and dealers in jute and jute goods, lamination textile cotton, yarn, wool and woolen goods, handicrafts, Jewellery, ornaments, steel plastic, rubber, chemicals, engineering goods, minerals, electronic, cloth, dresses, garments, transports, vehicles, food products, live stocks paper and paper products.
3. To finance, facilitate, encourage, promote and assist in the establishment and growth of industries of industrial undertakings.

Director



10. To establish any branch in India and elsewhere and regulate and discontinue the same.
11. To establish, promote and assist any company or companies for purpose of furthering the objects of this company.
12. To obtain from any government or authority such rights, privileges and concessions which the company may think desirable to obtain and to carry out exercise and comply with any such arrangements rights, privileges and concessions.
13. To accumulate capital for any of the purposes of the Company and to appropriate the Company's assets for specific purposes and to hold shares and securities of any other firms, companies or corporate body or government.
14. To issue shares and debentures of the company at par or at premium or at a discount and to sell or dispose of the undertaking of the company or any part thereof for such consideration as the Company may think fit.
15. To remunerate any person or company and pay commission or brokerage in case or otherwise, whatsoever for services to be rendered for the company.
16. Subject to the approval of the shareholders pursuant to Section 293 of the Act or enactments thereof to sell dispose of or transfer any of the business, property and undertaking of the company or any part thereof for any consideration which the company may deem fit to accept.
17. To accept stock, shares or debentures, mortgage debentures of other company in payment or part payment for any consideration which the company may deem fit to accept.
18. To enter into contract with any person or company or firm giving or taking partial or sole and exclusive right to supply by or to the company with the articles or commodities used or sold by the company on such terms and conditions and for such period or periods as may be determined from time to time.
19. To enter into arrangement with any Central, State or foreign Government or public body or person or authority or with any private individual that may be seem conducive to the company's object or any of them and to obtain from any such Government Authority, person, public body and private individual any concessions, grants, decrees, rights, charters, contractors, licenses, power and privileges, whatsoever which may be seem to the company capable of being turned to account of which the company may think directly or indirectly conducive to any of the objects or capable of being carried on in connection with business and to work, develop, carry out, exercise and turn to account the same.

FOR VIKAS

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Director

20. Subject to Section 58A, 292 and 293 of the Companies Act 1956 or enactments thereof to borrow, raise or secure the payment of money in such manner as the company shall think fit either by the issue of debentures, debentures stocks, perpetual or otherwise, mortgage of any other securities charged or based upon the undertaking of the Company, both present and future including the uncalled capital of the Company or without any such security and upon such terms as to priority or otherwise and generally to borrow money in such manner as the directors shall think fit.
21. To accept as a gift as an award prizes from Govt. or semi Govt. bodies property, movable or immovable in or outside India, stock debentures, securities assigning of insurance policies or in cash or shares from or to the individuals or firms or companies whose objects, may be same or different in appreciation of the service rendered or otherwise.
22. To lend money to such persons or companies on such terms as may be seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by such persons or companies subject to the Banking Regulation Act, 1949.
23. To establish, support or aid in the establishment and support of association, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees (including Directors and ex-Directors) of the company (or its predecessors in business or the dependants or connections of such persons) to grant pensions and allowances, gratuities, bonuses and annuities and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects subject to the provisions of Section 293A of the Companies Act, 1956 or enactments thereof.
24. To apply for purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patents rights, trademarks, designs, licences, protections concessions and the like conferring and exclusive or non-exclusive or limited right to use any secret or other information as to any invention process or privilege which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop manufacture under or grant licenses or privileges in respect of, or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
25. To form, incorporate or promote any company or companies, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the Management of its business or the development of its properties or otherwise prove advantageous

For

VINAYAK P. ANAND LTD

Director

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 obtaining subscriptions for or placing or assisting to place or to obtain subscriptions of or for guaranteeing the subscriptions of or placing of any shares in the capital of the company or any bonds, debentures, obligations or securities of the company or any stocks, shares, bonds, debentures, obligations or securities of any other Company may have an interest in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the company may have an interest.

26. To provide for the welfare of the employees, ex-employees, directors and ex-directors of the company or its predecessors in business or the family members, dependents or connections of such persons by building or contributing to the building or contributing to the building of houses, dwelling or quarters or by grants or money, pensions, gratuities, allowances, payment towards insurance houses, profit sharing bonuses or benefits or any other payments or by establishing, supporting from time to time, subscribing or contributing or aiding in the establishment and support of association, institutions, funds including provident funds, trusts, profit sharing or other schemes and conveniences and by proving or subscribing or contributing towards the place of instruction and recreation, hospitals and dispensaries, medical and other attendances as the company shall think fit.
- V. The Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One crore) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

For

VINA NIVYA LTD

Director

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

Name, Signatures, father's names and addresses and occupation of subscribers	No. of equity shares taken by each subscriber	Name, Signature, address & father's name and occupation of witness
1.) Kanak Kumar Banthia S/o- Bach Raj Banthia R/o – 46, Strand Road Calcutta – 1 Occupation-Service	10 (Ten)	Witness to all Seven Signatories: Surendra Suarana S/o Mahesh Suarana 26 Camoc Street Calcutta - 700016 Business
2.) Anil Kapoor S/o – Manoj Kumar Kapoor R/o – 6, Swallow Lane Calcutta – 3 Occupation- Service	10 (Ten)	
3) Mohan Lal Tiwari S/o – Murlidhar Tiwari R/o – 4, Synagague Street Calcutta - 1 Occupation- Service	10 (Ten)	
4) Hemraj Pandia S/o – M.L Pandia R/o –86, N.S Road Calcutta 1 Occupation- Service	10 (Ten)	
5) Nilmoni Chandra Roy S/o – Late Kali Das Roy R/o – 10 Ghoshpara Lane Calcutta - 5 Occupation - Business	10 (Ten)	
6) Naveen Kumar Kapoor S/o – Randhir Singh Kapoor R/o – 40, Elgin Road, Bhawanipore Calcutta - 25 Occupation - Business	10 (Ten)	
7) Kamal Kumar Yadav S/o – Pankaj Kumar Yadav R/o – 218, C.R. Avenue Calcutta-7 Occupation- Service	10 (Ten)	
Total	70 (Seventy)	

For VINAYAK VANIJYA LTD.

Place: New Delhi

Date: 28<sup>th</sup> January 1985  
Director