

VELOX SHIPPING AND LOGISTICS LIMITED

(FORMERLY VELOX INDUSTRIES LIMITED)

Regd. Office: 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078 Maharashtra, India
Ph.: +91 2262536600, 9082267347 Email: veloxindustriesltd@gmail.com
CIN: L52242MH1983PLC029364

Date: September 19, 2024

**The Manager,
Listing Compliance Department,
BSE Limited**
25th Floor, P. J. Towers
Dalal Street
Mumbai – 400 001

BSE SCRIP CODE – 506178

Dear Sir/ Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 – Adoption of new set of MOA and AOA

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that the company has adopted a new set of Memorandum of Association (MOA) and Articles of Association (AOA) which has been approved by the Registrar of Companies.

Therefore, you are kindly requested to take the same on your record.

Thanking you.

**Yours sincerely,
FOR VELOX SHIPPING AND LOGISTICS LIMITED**
(Formerly Velox Industries Limited)

PINAL RAHUL
PAREKH
Digitally signed by PINAL RAHUL
PAREKH
Date: 2024.09.19 16:09:23 +05'30'

**PINAL PAREKH
COMPANY SECRETARY/ COMPLIANCE OFFICER**
eCSIN: EA025327F000006847

Place: Mumbai



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Processing Centre
Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

Corporate Identity Number: L52242MH1983PLC029364 / L52242MH1983PLC029364

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s VELOX INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 01/07/2024 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 ROC, CPC this SEVENTEENTH day of SEPTEMBER TWO THOUSAND TWENTY FOUR

Signature **Not Verified**

Digitally signed by
DS CPC 1

Date: 2024.09.17 12:26:11 IST

Tianla 1

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

Central Processing Centre

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

VELOX INDUSTRIES LIMITED

**902 Filix Commercial Complex, opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai, Mumbai- 400078,
Maharashtra, India**





Form I. R.

Certificate of Incorporation

No. 29364 of 1983

I HEREBY CERTIFY THAT NIRBHAY EXPORTS LIMITED IS THIS DAY INCORPORATED UNDER THE COMPANIES ACT, 1956 (NO. 1 OF 1956) AND THAT THE COMPANY IS LIMITED.

GIVEN UNDER MY HAND AT BOMBAY THIS TWENTYFIRST DAY OF FEBRUARY ONE THOUSAND NINE HUNDRED AND EIGHTY-THREE.

Seal of The
Registrar of Companies
Maharashtra

Sd/-
(V. GOVINDAN)
Registrar of Companies
Maharashtra

VELOX INDUSTRIES LIMITED


Managing Director

No. 19364.



**Certificate for Commencement
of Business**

Pursuant of Section 149(3) of the Companies Act, 1956

I HEREBY CERTIFY THAT THE NIRBHOY EXPORTS LIMITED WHICH WAS INCORPORATED UNDER THE COMPANIES ACT, 1956; ON THE TWENTYFIRST DAY OF FEBRUARY 1983, AND WHICH HAS THIS DAY FILED A DULY VERIFIED DECLARATION IN THIS PRESCRIBED FORM THAT THE CONDITIONS OF SECTION 149(2)(a) TO (c) OF THE SAID ACT, HAVE BEEN COMPLIED WITH IS ENTITLED TO COMMENCE BUSINESS.

GIVEN UNDER MY HAND AT BOMBAY THIS FOURTEENTH DAY OF MARCH ONE THOUSAND NINE HUNDRED AND EIGHTYTHREE.

Seal of The
Registrar of Companies
Maharashtra

Sd/-
(O. P. JAIN)
Addl. Registrar of Companies
Maharashtra

VELOX INDUSTRIES LIMITED
Managing Director



No.11-29364

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME

IN THE MATTER OF NIRBHOY EXPORTS LIMITED

I hereby certify that NIRBHOY EXPORTS LIMITED which was originally incorporated on TWENTYFIRST day of FEBRUARY 1983 under their COMPANIES ACT, 1956 and under the name NIRBHOY EXPORTS LIMITED having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Regional Director WESTERN REGION (letter No.RD:78(21) 9/84 dated 23RD JANUARY, 1985) the name of the said company is this day changed to KHATAU EXIM LIMITED, and this certificate is issued pursuant to section 23(i) of the said Act.

Given under my hand at BOMBAY this day of FIFTEENTH FEBRUARY 1985 (One thousand nine hundred eightyfive).



Sd/-

(O.P. JAIN).

Add. Registrar of Companies
Maharashtra

ZELOX INDUSTRIES LIMITED

Managing Director

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L15122MH1983PLC029364

मैसर्स KHATAU EXIM LIMITED

के माफते में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
KHATAU EXIM LIMITED

जो मूल रूप में दिनांक इक्कीस फरवरी उन्नीस सौ तिरासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
NIRBHOY EXPORTS LIMITED

के रूप में निगमित की गई थी, में कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. नि. 507 (अ) दिनांक 24.6.1985 एस्.आर.एन. B38957635 दिनांक 15/05/2012 के द्वारा
प्राप्त हो गया है, एक कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
VELOX INDUSTRIES LIMITED

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

यह प्रमाण-पत्र मुंबई में आज दिनांक पंद्रह मई दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L15122MH1983PLC029364

In the matter of M/s KHATAU EXIM LIMITED

I hereby certify that KHATAU EXIM LIMITED which was originally incorporated on Twenty First day of February
Nineteen Hundred Eighty Three under the Companies Act, 1956 (No. 1 of 1956) as NIRBHOY EXPORTS 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 B38957635 dated, 15/05/2012 the name of the said company is this day changed to
VELOX INDUSTRIES LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Mumbai this Fifteenth day of May Two Thousand Twelve.



Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

*Note: The corresponding form has been approved by SUDHAKAR TULASHIRAM BHOYE, Assistant Registrar of Companies and this
certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies
(Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

VELOX INDUSTRIES LIMITED

The Submit Business Bay, 102-103, Level-1, Service Road, Western Express Highway, Vileje
Parle,

East Mumbai - 400052,

Maharashtra, INDIA



VELOX INDUSTRIES LIMITED



Managing Director



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Central Processing Centre

Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **L52242MH1983PLC029364**

I hereby certify that the name of the company has been changed from VELOX INDUSTRIES LIMITED to VELOX SHIPPING AND LOGISTICS LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name VELOX INDUSTRIES LIMITED

Given under my hand at ROC, CPC this THIRTEENTH day of SEPTEMBER TWO THOUSAND TWENTY FOUR

Signature **Not Verified**

Digitally signed by
DS CPC 1

Date: 2024.09.13 21:16:16 IST

Mitika Raja

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

Central Processing Centre

Note: The corresponding form has been approved by Mitika Raja, Central Processing Centre, and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

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

VELOX SHIPPING AND LOGISTICS LIMITED

902 Filix Commercial Complex, opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai, Mumbai, Mumbai- 400078, Maharashtra, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry www.mca.gov.in/MCA21



THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION
OF
VELOX INDUSTRIES LIMITED

- I. The Name of the Company is Velox Industries Limited
- II. The Registered office of the Company will be situated in the state of Maharashtra
- III. The object for which the company is establish are:
 - (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE ANY ON ITS INCORPORATION:
 1. To establish, maintain and operate shipping and water transport services and all ancillary services and for these purposes or as independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers, tankers, refrigerated vessel, floating dry dock, tug-boats, barges, powered or otherwise drifters, bulk-carriers, ore or oil carriers, Liquid petroleum gas carriers commercials submarines, catamarines, hydrofoil, hovercraft, containerized vessel and specialized or otherwise ship of every description vessels, propelled or capable of being worked by steam, electricity, petrol, oil, gas or any other motive power or power producing substance with all necessary convenient equipment and engines, furniture and stores or any shares or interest of every description and to maintained, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with or dispose off any of the ships, vessel.

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWF/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR
DIN : 00537928



2. To carry on the business of storage, warehousing, custom broking services, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or aeroplanes or other means of transport, to establish and to construct and operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, NVOCC operations, fleet owners of trucks, trailers, cranes, bulldozers and all types of earth moving equipments and machines.
3. To carry on the business as clearing and forward agents, courier and cargo holders, handling and haulage contractors, warehousemen, carriers, agents, wholesalers, distributors, merchants, importers, exporters, traders, contractors, shipowners, ship brokers, ship agents, ship underwriters, ship managers, tug-owners, freight brokers, freight contractors and to establish, maintain, operate/ and/ or run agency lines in goods, stores, products, articles, consumable items, durable merchandise, commodities, chattels and effects of every kind and description by land, rail, water and air in any place in the world and without limiting the generality of the above, to carry on business as selling agents, buying agents, factors, mukadams, carriers, jath merchants, landing, commission agents, distributors and stockiest, broker, transport haulage and general contractors, barge owners, and wharfingers and/ or in any other capacity.

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

4. To do all such acts, things and deeds which are necessary for attainment of Main Objects either as principals, contractors or otherwise and either alone or in conjunction with others.

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWFVC/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985. *


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR
DIN: 00537728



5. To do all research and development activities on all aspects related to the main objects of the Company. To procure the recognition of the Company under the laws and regulations of any other country for attainment of main object of the Company.
6. To receive/ obtain subsidy from Central Government, State Government, Local Authorities and/ or any other government authorities for attainment of main object clause of the Company. To apply for and acquire permits, licenses and quota rights from the Government of India or from State Government or from any foreign Governments in connection with the business of the Company.
7. To act as consultants or advisors of any firm, body corporate, association or other undertaking for attainment of main object of the Company.
8. To open branch in India and elsewhere and to get a company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particulars by Advertising in the press, by circulars and publication of books and periodicals.
9. To apply for tender, purchase or otherwise acquire any contract, sub-contract, licenses in relation to main objects of the Company herein above mentioned and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
10. To purchase, take on lease or on tenancy or in exchange, hire-purchase or hire-purchases basis, take options over a lease or tenancy or otherwise acquire any estate or immovable property or interest whatsoever and any rights and privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plants and stock-in-trade, and either to erect, construct, develop, work, cultivate, retain or deal with any property to be acquired for the purposes of the Company's business, whether on land belonging to the Company or belonging to others or to turn the same to account as may seem expedient, all or any of its property rights and privileges or rights or privileges in which the Company has an interest.

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWF/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


 (DEBASHIS MUKHERJEE)
 MANAGING DIRECTOR
 DIN: 00537728



11. To sell, mortgage, exchange, grant leases, licenses, easements and other rights in respect of improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company, or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other company, whether, partly paid up or fully paid up.
12. To take part in the formation, supervision or control of the business or operations of any company having similar business or undertaking and for that purpose to act as agents, financial advisers or in any other capacity and to appoint and remunerate any Directors, administrators or accountants or other experts or agents.
13. To do the job-works for others or giving the job work to others or to accept or give work on contract basis from time to time and upon such terms and conditions as may be thought expedient for the attainment of main object of the Company.
14. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation, establishment and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
15. To enter into contracts, agreements and arrangements with any other company, firm, individual or body or individuals for the attainment of main objects of the Company.
16. To appoint, nominate Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
17. To employ experts to investigate and examine into the condition, prospects, character and circumstances of Company's business, concern and undertakings and of any assets, property or rights.
18. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested including in such

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.

@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBVFWC/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHAY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR
DIN : 00537728



preliminary expenses, all or any part of the costs and expenses of owners of any business or property acquired by the Company.

19. To amalgamate, enter into any partnership or acquire interest in the business of or to apply for and become member of any other company, association, person or firm engage in business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, association, firm or company, or to acquire and to give or accept by way of consideration for any of the acts and things aforesaid, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell or mortgage and deal with any shares, debentures, debenture-stock or securities so received.
20. To apply for, purchase or otherwise acquire and protect and renew in India or abroad any patents, rights, brevets, invention, trademarks, designs, licenses, concessions conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention, and to use, exercise, develop or grant license in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, invention or rights.
21. To purchase and acquire secret process, methods and formula in connection with any of the objects of the Company and specifications and designs for the apparatus and equipment related thereto and to pay for the same by the allotment of fully paid shares of the Company or in any way under agreement or agreements for the purpose.
22. To negotiate, enter into agreements and contracts with foreign companies, firms and individuals for agency, distributorship, technical assistance, know-how and collaboration in the marketing, importing and exporting of equipments, machineries and spares and accessories any or all of the materials products and to pay to such company, firms or individuals, any fee, royalty, shares, bonus, remuneration and otherwise compensate them in any other manner for the services rendered by them.

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWF/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR
DIN: 00537728



23. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, souvenirs, radio, cinema, television, by circulars, by purchase and exhibitions of works of art or interest, by publication of books, periodicals and by granting prizes, rewards, awards and donations.
24. To open current, overdraft, loan, cash, credit or deposit account or accounts with any Bank, company, firm or persons.
25. To draw, make, accept, endorse, discount, negotiate, exercise and issue and to buy, sell and deal in bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
26. To borrow from Bank, State and Central Financial Corporation and/or Public Financial Institutions, long-term, medium-term, short-term, loan or secure the Bank facilities for working capital, deferred payment facilities, letters of credit inland and foreign bills discounting, packing credit, Bank guarantee, cash credit limit and offer in security land, factory and office building, plant and machinery and equipment, stock of raw materials, finished and semi-finished goods, work-in-process stores and spare parts, book debts and personal guarantee of the Directors.
27. Subject to the provisions of the Companies Act, 2013 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money, other than public deposits, on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase,

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWWFC/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHAY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


 (DEBASIS MUKHERJEE)
 MANAGING DIRECTOR
 DIN: 00537728



redeem or pay off any securities. Provided that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

28. To lend out, deposit, invest and deal with the moneys of the Company not immediately required in such manner upon such terms as may for time to time be determined by the Directors in accordance with the applicable provisions of Companies Act, 2013.
29. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
30. To invest the funds of the Company in any manner as the Directors think fit and without prejudice to the generality and in the purchase of lands or any interest therein or on ground rents or upon the security of land or any interest whether reversionary or otherwise.
31. To take, subscribe, hold shares, bonds, debentures, securities in any company, association or concern engaged or proposing to engage in any company or business.
32. To make donations to such persons or institutions and in such cases either in cash or stock-in-trade or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific or benevolent objects or for any public, national or other objects.
33. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, fund, superannuation funds or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emolument and providing housing, educational, recreational and other amenities and facilities to any persons who are or were at any time in the employment or service of the Company who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to advance the interests and well-

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWF/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHQY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR
DIN : 00537728



being of the Company (or of any such other company as aforesaid) and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

34. To accept gifts, bequests, devices or donations of any movable or immovable property or any rights or interest therein from members or others and to make gifts and donations to members or others of moneys, assets and properties of any kind.
35. To dedicate, present or otherwise dispose of either voluntarily or for value, any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority.
36. To pay for any property or rights acquired by the Company or service rendered or to be rendered to the Company, either in cash or in fully paid or partly paid shares of the Company, and that either with or without preferred or deferred rights in respect of dividends, or repayment of capital or otherwise, or by any stock, debentures, debenture-stock, bonds or other securities which the Company has the power to grant or issue or partly in one mode and partly in another, and generally on such terms as the Company may approve.
37. To remunerate the Directors and employees or servants or any agents of the Company and others out of the profits or in proportion to the returns of profit of the Company.
38. To incur debt and obligation for the conduct of business of the Company and to purchase or hire goods, material or materials or machinery on credit or otherwise for the business of the Company.
39. To remunerate any person, firm or company, subscribing or procuring or contracting to procure subscription for the capital or debenture of or rendering financial or other assistance of this Company or any company, corporation or undertaking in which this Company may be interested, in substitution of or in addition to any other form of remuneration, the right to subscribe for and receive an allotment of any of the shares or other securities for the time being unissued of this Company, upon such terms as the

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWF/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHAY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR



Company may think expedient or the right to underwrite at a specified commission any shares or debentures to be offered at any future time by the Company for subscription whether within a specified time or generally.

40. To guarantee the repayment of the principal of or the payment of the dividends or interest or any stock, shares, debentures, debenture-stock, bonds, mortgages, loans or other securities, issued by, or any other contract or obligations or debt of any other company, corporation, firm or person, including (without prejudice to the said generality) Bank overdrafts, bills of exchange and promissory notes.
41. To pay, satisfy or compromise any claims made against the Company in respect of any contracts entered into by the Company or otherwise claims which it may deem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
42. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially, and also to ensure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
43. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.
44. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licenses and concessions which the Company may think desirable and to obtain and the same into effect, exercise, and comply therewith.
45. To apply for, promote and obtain or joint in applying, promoting and obtaining from any Act of Parliament or legislature, charter, privilege, concession, license, authorisation of or from Government, State, municipality or any other authority whatever and to apply for and obtain any order and license or permission of any authority whatever for enabling the

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.

@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWWFC/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.

(DEBASIS MUKHERJEE)
MANAGING DIRECTOR
DIN: 00537728



Company to carry its objects into effect or for extending any of the powers of the Company, or for affecting any modification of the Company's constitution and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

46. To refer or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India, or at any place outside India, and to observe, and perform and to all acts, deeds, matters and things to carry out or enforce the awards.
47. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging to the public or any section of the public as also any activity to promote national welfare or social, economic or moral uplift of the public or any sections of the public and in such manner and by such means undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspaper, or for organizing lectures or seminars to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute studies or academic pursuits or researches and for establishing conducting or assisting any institution fund, trust having any one of the aforesaid objects, as one of its objects, by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and subject to provisions of Companies Act, divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds.
48. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, extending or maintaining any of the property of the Company.

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

SPoint 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWF/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE /
MANAGING DIRECTOR
DIN : 80537728



49. To distribute as bonus shares amongst the members or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
50. To distribute among the members in specie or in kind any property of the Company or any proceeds of sale or dispose of any property of the Company in the event of winding up, subject to provisions of Companies Act.
51. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of the India and in any or all States, territories and any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies of the Company therein as may be convenient.
52. To register trade names, brand names, marks and also to permit their uses to such persons, firms, companies or corporations which adhere to such terms and conditions as laid down by the Company by making such rules and regulations as are necessary from time to time in that regard.
53. To engage any person, firm or company for rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or company as may be thought expedient.
54. To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly the one or partly the other of such other company and to take back or reacquire any property so disposed off by repurchasing

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWF/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHAY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


 (DEBASHIS MUKHERJEE)
 MANAGING DIRECTOR
 DIN: 80537728



or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.

55. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
56. To adopt or give effect to any pre-incorporation or post-incorporation agreements, arrangements or any modifications or amendments thereto, arrived at between the Company's shareholders, promoters and/ or any Government Authority (Central, State, Municipal, local or other), company (whether Indian or Foreign), firm or person for promotion of the Company, provision of technical know-how to the Company and or in respect of any matters concerning the affairs and business of the Company.
57. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.

IV. The Liability of the Members is Limited.

- V. The Authorized Share Capital of the Company is Rs.13,00,00,000/- (Thirteen Crore Only) divided into 1,30,00,000 (One crore thirty lakh only) equity shares of Rs. 10/- (Ten only) each.

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.


@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBWWFC/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR
DIN: 00537728



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

Name, address, description and occupation of subscribers	No. of Equity Shares taken by each Subscriber	Signature of subscribers	Signature, Name, Address, Description and Occupation of Witness
Manish Agarwal S/o. Shivroop Agarwal 58/4, Girish Park, North Calcutta-6 Service.	10 (Ten) Equity Shares	Sd/-	Sd/- Witness for all (Seven) Signatories Manoj Sinha S/o Gobinda Krishna Sinha 44-B, Murari Pukar Road. Calcutta - 700 054. Service.
Manmohan Gupta S/o. Rammohan Gupta 40/1, Sir Hariram Goenka St. Calcutta-70 Service.	10 (Ten) Equity Shares	Sd/-	
Smt. Laxmi Lakhota W/o. Brij Ratan Lakhota 40/1, Sir Hariram Goenka St. Calcutta-70. House Wife.	10 (Ten) Equity Shares	Sd/-	
Shiv Shankar Bhatia S/o. Chabil C. Bhatia 18-B Sukeas Lane, Calcutta-01. Service.	10 (Ten) Equity Shares	Sd/-	
Krishna Kumar Damani S/o. Ganga Das Damani 3/1, Shiv Krishna Daw Lane, Calcutta-7. Service.	10 (Ten) Equity Shares	Sd/-	
Bimal Kumar Sethia S/o. Late M. C. Sethia M/s. Banot Bandhu 7, Rabindra Sarani Calcutta-01. Service.	10 (Ten) Equity Shares	Sd/-	
Harsad Patel S/o. B. P. Patel 14, Goluck Dutta Lane, B. K. Paul Avenue, Calcutta- 5. Service.	10 (Ten) Equity Shares	Sd/-	
Total	70 (Seventy) Equity Shares		

Bombay, dated this 11th day of February, 1983

*Memorandum of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

#Point 1(k) was inserted to Para 1 of clause III (A) of Main Object pursuant to the special resolution passed on September 30, 2023.

!The Authorized Share Capital of the Company was increased from Rs.1,00,00,000/- to Rs.13,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on August 05, 2022.

@The name of the Company was changed from KHATAU EXIM LIMITED to VELOX INDUSTRIES LIMITED pursuant to the special resolution passed through postal ballot on May 07, 2012 and Certificate was issued by the ROC dated May 15, 2012.

@@The Object Clause 1, 1(a) to (j) was amended pursuant to the special resolution passed on through postal ballot May 07, 2012 and Certificate was issued by the ROC dated May 14, 2012.

@@@The Authorized Share Capital of the Company was increased from Rs. 25,00,000/- to Rs.1,00,00,000/- pursuant to the ordinary resolution passed through postal ballot on May 07, 2012.

\$Point 62(7) to the other objects was added pursuant to the CLB Order No 422/17/6377/ CLBVWFC/95 dated 08th November, 1995.

^The Name of Company was changed from NIRBHOY EXPORTS LIMITED to KHATAU EXIM LIMITED and Certificate was issued by the ROC dated February 15, 1985.


(DEBASHIS MUKHERJEE)
MANAGING DIRECTOR
DIN: 00537728



THE COMPANIES ACT 2013

ARTICLES OF ASSOCIATION
OF
VELOX INDUSTRIES LIMITED

INTERPRETATION

- (1) In these regulations:
- (a) "The Act" means the Companies Act, 2013,
 - (b) "The seal" means the common seal of the company.
 - (c) "Annual General Meeting" means general meeting of the Members duly called and constituted or any adjourned holding thereof in accordance with the provisions of the Act.
 - (d) "Articles" means these Articles of Association, as originally framed or as amended from time to time in accordance with the provision of the Act and these Articles of Association.
 - (e) "The Board" means the board of directors of the Company, for the time being and from time to time and Director means in relation to the Company,
 - (f) "Capital" means the Share Capital for the time being raised or authorised to be raised, for the purposes of the Company.
 - (g) "Depositories Act" means the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 or any statutory modification or re-enactment thereof, for the time being in force.
 - (h) "Depository" means a depository as defined under provisions of the Depositories Act.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

- (1) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED



Managing Director

(Debashis Mukherjee)

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.

Increase of Capital - The Company may, by Ordinary Resolution in General Meeting, increase the authorized share capital by the creation of new shares of such amount and to be divided into shares of such respective amounts, as the resolutions shall prescribe. Subject to the provisions of the Act and these Articles, the new shares shall be issued upon such terms and conditions and with such rights and privileges attached thereto, and in particular, with such preferential or qualified right to dividends and in the distribution of assets of the Company, as the resolution shall provide and if no direction is given by such resolution as may be determined by the Board.

(2) (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(3) (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

Managing Director
(Debashis Mukherjee)

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

(4) Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

(5) (i) 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.

(6) (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

(7) 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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES L...

Managing Director

(Sebastian Munkhjee)

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

LIEN

(9) (i) The company shall have a first and paramount lien:

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

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

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

Provided that no sale shall be made:

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

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

§Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

[Handwritten Signature]

Managing Director

(Debashis Mukherjee)

- (11) (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (12) (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- (13) (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

- (14) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the sanction of the members in a general meeting and to the provisions of the Act, make such calls as they think fit upon the Members in respect of any money unpaid on the shares held by them.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985


@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

A call may be made payable by instalment and may be revoked or postponed as the Board may determine. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

- (15) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (16) (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
 (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- (17) (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

- (18) The Board:
 - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024
 # Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.
 @ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996
 @@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 ^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 \$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 *Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 %Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 **Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 @Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985
 @Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

 Managing Director
 (Sebastian Mukherjee)

TRANSFER OF SHARES

- (19) (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) 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.
- (20) The Board may, subject to the right of appeal conferred by section 58 decline to register:
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
- (21) The Board may decline to recognise any instrument of transfer unless:
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
- (22) On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED



Managing Director

(*Chandrashekhar M. N. Nigam*)

TRANSMISSION OF SHARES

- (23) (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- (24) (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- (25) (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED


Managing Director
(Debashis Mukherjee)

(26) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
 Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

(27) 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.

(28) The notice aforesaid shall:

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(29) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

(30) (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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED



Managing Director

(Debashis Mukherjee)

(31) (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.

(32) (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.

(33) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

(34) 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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED


Managing Director
(Debasis Mukherjee)

- (35) Subject to the provisions of section 61, the company may, by ordinary resolution:
 - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

(36) Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

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

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.


*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

Managing Director
 (Debashis Mukherjee)

(37) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

CAPITALISATION OF PROFITS

(38) (i) The company in general meeting may, upon the recommendation of the Board, resolve:

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

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

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

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

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED



Managing Director

(Debashis Mukherjee)

- (39) (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
 - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally, do all acts and things required to give effect thereto.
- (ii) The Board shall have power:
 - (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

(40) 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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012.

VELOX INDUSTRIES LIMITED



Managing Director
 (Debashis Mukherjee)

GENERAL MEETINGS

- (41) Annual General Meetings: The Company shall, in addition to any other meetings in each year, hold a General Meeting as its Annual General Meeting in accordance with the provisions of the Act, at such time and place as may be determined by the Board, and shall Specify the meeting as such in the notice concerning the same. All General Meeting other than the Annual General Meetings shall be called Extraordinary General Meeting.
- (42) (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.

Notice of General Meetings-A General Meeting of the Company may be convened by giving not less than 21 days' notice in writing. A General Meeting may be convened by giving shorter notice with the consent in writing of each Shareholder or as permitted by the Act. The notice shall be exclusive of the day on which it is given and the day on which the meeting as aforesaid is held. Every notice of a General Meeting shall specify the place, date and time of the meeting and the proposed form of the resolutions to be passed. Where any business to be transacted at the meeting consists of "special business" as defined hereunder, there shall be annexed to the notice of the meeting an explanatory statement setting out all material facts concerning such items of business as provided in the Act.

PROCEEDINGS AT GENERAL MEETINGS

- (43) (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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024
 # Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.
 @ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996
 @@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 ^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 \$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 *Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 %Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 **Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 @Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985
 @Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

Managing Director
 (Debashis Mukherjee)

(iii) A body corporate, being a Member, shall be deemed to be personally present if represented in accordance with Section 113 of the Act.

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

(45) 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.

(46) 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

(47) (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.

(v) Where a resolution is passed at an adjourned meeting of the Company or by the holders of any class of shares in the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED


Managing Director
(Debashis Mukherjee)


VOTING RIGHTS

- (48) Subject to any rights or restrictions for the time being attached to any class or classes of shares:
 - (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- (49) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- (50) (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.
- (51) 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.
- (52) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- (53) 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.
- (54) (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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024
 # Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.
 @ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996
 @@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 ^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 \$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 *Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 %Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 **Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 @Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985
 @Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

Managing Director
 (Debashis Mukherjee)

PROXY

(55) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

(56) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

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

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

BOARD OF DIRECTORS

(58) (i) The number of Directors shall not be less than two and not more than fifteen.

(ii) The following are the First Directors of the Company:

- 1. Shri Manish Agrawal
- 2. Smt. Laxmi Lakhotia
- 3. Shri Harsad Patel

(59) (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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED


Managing Director
 (Sebastian Kurkqer)

(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.

(60) The Board may pay all expenses incurred in getting up and registering the company.

(61) 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.

(62) 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.

(63) 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.

(64) (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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED



Managing Director

(Subodh Mukherjee)

PROCEEDINGS OF THE BOARD

(65) (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.

(66) (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.

(67) 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.

(68) (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

(69) 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.

(70) (i) A committee may elect a chairperson of its meetings.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996
@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

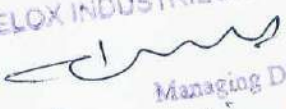
*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

Managing Director
(Subashis Mukherjee)

(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.

(71) (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.

(72) 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.

(73) Save as otherwise expressly provided in the Act, a resolution in writing, signed by any one 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.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

(74) Subject to the provisions of the Act:

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

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

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996
@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

* Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

Managing Director
(Sebastian Munkhjee)

(75) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

(76) (i) The Board shall provide for the safe custody of the seal.
(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and the seal shall be affixed in the presence of at least one Director or the Manager or the Secretary or such other person as the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence.

DIVIDENDS AND RESERVE


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

(78) 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.

(79) (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, thinks 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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024
Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.
@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996
@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985
@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES Limited

Managing Director
(Sebastian Munkh)

(80) (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.

(81) 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.

(82) (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.

(83) 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.

(84) 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.

(85) No dividend shall bear interest against the company.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985
@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED



Managing Director

(Adashin Mukherjee)

ACCOUNTS

- (86) (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.

WINDING UP

- (87) 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.

INDEMNITY

- (88) 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.

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024
 # Alteration in AOA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.
 @ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996
 @@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 ^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 \$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.
 *Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 %Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 **Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984
 @Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985
 @Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

 Managing Director
 (Divashis Mukherjee)

We, the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:

Name, address, description and occupation of subscribers	No. of Equity Shares taken by each Subscriber	Signature of subscribers	Signature, Name, Address, Description and Occupation of Witness
Manish Agarwal S/o. Shivroop Agarwal 58/4, Girish Park, North Calcutta-6 Service.	10 (Ten) Equity Shares	Sd/-	Sd/- Witness for all (Seven) Signatories Manoj Sinha S/o Gobinda Krishna Sinha 44-B, Murari Pukar Road. Calcutta-700 054. Service.
Manmohan Gupta S/o. Rammohan Gupta 40/1, Sir Hariram Goenka St. Calcutta-70 Service.	10 (Ten) Equity Shares	Sd/-	
Smt. Laxmi Lakhota W/o. Brij Ratan Lakhota 40/1, Sir Hariram Goenka St. Calcutta-70. House Wife.	10 (Ten) Equity Shares	Sd/-	
Shiv Shankar Bhatia S/o. Chabil C. Bhatia 18-B Sukeas Lane, Calcutta-01. Service.	10 (Ten) Equity Shares	Sd/-	
Krishna Kumar Damani S/o. Ganga Das Damani 3/1, Shiv Krishna Daw Lane, Calcutta-7. Service.	10 (Ten) Equity Shares	Sd/-	
Bimal Kumar Sethia S/o. Late M. C. Sethia M/s. Banot Bandhu 7, Rabindra Sarani Calcutta-01. Service.	10 (Ten) Equity Shares	Sd/-	

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

Managing Director

(Debarshi Mukherjee)

Harsad Patel S/o. B. P. Patel 14, Goluck Dutta Lane, B. K. Paul Avenue, Calcutta-5. Service.	10 (Ten) Equity Shares	Sd/-	
Total	<hr/> 70 (Seventy) Equity Shares		

Bombay, dated this 11th day of February, 1983

*Articles of Association is adopted pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024

Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WR/95 dated 8th November 1996

@@ Article 5 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

^Article 19 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

\$Article 28 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

*Article 33 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

%Article 39 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

**Article 40 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984

@Change of Name of Company from Nirbhoy Exports Limited to Khatau Exim Limited wef 15th February, 1985

@Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012

VELOX INDUSTRIES LIMITED

[Signature]

Managing Director
 (Debasish Mukherjee)