



Anisha Impex Ltd.
CIN NO : L17101DL1999PLC102506

Anisha Impex Limited

Trader & Exporter of all types of fabrics, Home Furnishing & fashion Accessories

Regd. Off. : Unit No. 203, Plaza-3, Central Square, Bara Hindu Rao, Delhi-110006

Dated: 25-01-2021

TO,
The Manager (Department of Corporate Services),
Bombay Stock Exchange Limited-SME Platform,
Phiroze Jeejee Bhoy Towers,
Dalat Street, Mumbai-400001

REF: Company Code 537785 (BSE)

Subject: Intimation of Amendments in the Memorandum and Article of Association

Dear Sir,

Pursuant to Regulation 30 read with Part-A of Schedule of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the shareholders of the Company in the Extra Ordinary General meeting held on 12th January, 2021 duly approved the amendments to MOA & AOA of the Company. The copy of the same is also attached for your reference.

With Regards

For Anisha Impex Limited

For Anisha Impex Limited


Shiwati

Company Secretary

Company Secretary & Compliance officer

MEMORANDUM
OF
ASSOCIATION
OF
RACE ECO CHAIN
LIMITED

For Anisha Impex Limited

A handwritten signature in black ink, appearing to read 'Anisha', written over a diagonal line.

Director



सत्यमेव जयते

प्रारूप एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० 55-102506 शक 1921

No. 55-102506 of 1999-2000

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज अनिशा इम्पैक्स प्राइवेट लिमिटेड
कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित
है।

I hereby certify that ANISHA IMPEX PRIVATE LIMITED

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

मेरे हस्ताक्षर से आज ता० 1 अग्राहायण, 1921 को दिया गया।

Given under my hand at.....NEW DELHI.....this.....TWENTY SECOND.....day
of.....NOVEMBER.....One Thousand Nine Hundred and NINETY NINE.

Sd/-

(डी. के. गुप्ता)

उप. कम्पनी रजिस्ट्रार

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

(D. K. GUPTA)

Dy. Registrar of Companies

N.C.T. OF DELHI & HARYANA



For Anisha Impex Limited

Km Saw
Director

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

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

कॉर्पोरेट पहचान संख्या : U17101DL1999PLC102506

मैसर्स ANISHA IMPEX PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

ANISHA IMPEX PRIVATE LIMITED

जो मूल रूप में दिनांक बाईस नवम्बर उन्नीस सौ नित्यानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

ANISHA IMPEX PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, 1956 की धारा 44 के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत
आवश्यक विनिश्चय दिनांक 11/07/2013 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

ANISHA IMPEX LIMITED

हो गया है तथा यह प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसरण में जारी किया जा रहा है।

यह प्रमाण-पत्र, आज दिनांक दस सितम्बर दो हजार तेरह को दिल्ली नगर में जारी किया जाता है।

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

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

Corporate Identity Number : U17101DL1999PLC102506

In the matter of M/s ANISHA IMPEX PRIVATE LIMITED

I hereby certify that ANISHA IMPEX PRIVATE LIMITED which was originally incorporated on Twenty Second day of November Nineteen Hundred Ninety Nine under the Companies Act, 1956 (No. 1 of 1956) as ANISHA IMPEX PRIVATE LIMITED having duly passed the necessary resolution on 11/07/2013 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to ANISHA IMPEX LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Delhi this Tenth day of September Two Thousand Thirteen.

Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार , राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by KRUSHNA SHANKAR PRADHAN, Deputy 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:

ANISHA IMPEX LIMITED
159, GAGAN VIHAR,
NEW DELHI - 110051,
Delhi, INDIA



For Anisha Impex Limited

(Handwritten Signature)

Director



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

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

Corporate Identity Number: L37100DL1999PLC102506

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 ANISHA IMPEX LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 30-09-2019 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 New Delhi this Ninth day of December Two thousand nineteen.



KAMAL HARJANI

Registrar of Companies
RoC - Delhi

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

ANISHA IMPEX LIMITED

UNIT NO.203, PLAZA- P 3, CENTRAL SQUARE, BARA HINDU RAO., DELHI,
Central Delhi, Delhi, India, 110006



For Anisha Impex Limited


Director



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

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

Corporate Identity Number: L37100DL1999PLC102506

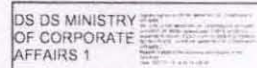
SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s ANISHA IMPEX LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 12-01-2021 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 New Delhi this Nineteenth day of January Two thousand twenty-one.



Mitika Raja

Registrar of Companies
RoC - Delhi

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

ANISHA IMPEX LIMITED

UNIT NO 203, PLAZA- P 3, CENTRAL SQUARE, BARA HINDU RAO,, DELHI,
Central Delhi, Delhi, India, 110006





सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

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

Corporate Identification Number (CIN): L37100DL1999PLC102506

I hereby certify that the name of the company has been changed from ANISHA IMPEX LIMITED to RACE ECO CHAIN LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name Anisha Impex Private Limited.

Given under my hand at New Delhi this Twenty fifth day of January two thousand twenty-one.



SANTOSH KUMAR

Registrar of Companies

RoC - Delhi

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

RACE ECO CHAIN LIMITED

UNIT NO.203, PLAZA- P 3, CENTRAL SQUARE, BARA HINDU RAO,, DELHI, Central Delhi,
Delhi, India, 110006



(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION OF
RACE ECO CHAIN LIMITED**

- 1st The Name of the Company is **RACE ECO CHAIN LIMITED**
- 2nd The Registered Office of the Company will be situated In the **National Capital Territory of Delhi.**
- 3rd (A) The main objects to be pursued by the company on its incorporation are: -
1. To carry on the business of import, export and trading and marketing of cosmetics of all kind and varieties and also plant and machinery and equipment for any kind of purpose and use.
 2. To carry on the business of agency and distribution and establishing, trading, marketing, importing & Exporting running shopping center/complexes and deal in all kind of consumer, industrial & commercial goods/ wares in India and abroad including import and export of metals (ferrous and non-ferrous) cables, conductors PVC raw materials chemicals & electronics goods textile including cotton, woolen, art silk, natural, silk, uniforms, Readymade Garments, Made-ups of all varieties Textiles, Yarns, Fabrics, Synthetics, Hand woven, Khadi, Cotton, Silk, Rayon, Jute, Woolen, Nylon, Hemp, Hosiery, Goods of all descriptions, Bags, Signuiece Dresses, Zips, lining Materials, Blankets, Shawls, Flannel, Artificial Synthetics and Manmade fibres, Synthetics Fibre and Fabric and Mixed Fabric, Carpets, Marble chips, Marble, Granite, Computers, Mars Paper, Mehandi, Brassware, Dal, Rice, Oil, Food Grains, Grains, Wheat Maida, Suji, Tea, Atta, Cereals, Basin Branand Allied Products, Bakery and Bakery products, Confectioners, Flour Mills, Cold Storage thermo plast and Fibre Glass, all types of leather Goods, Handicrafts, and Artistic Goods, Jewellery, precious and semi- precious stones Arti- ficial Jewellery E.P.N.S. Wares, Plastics Novelties, Toys and all types of dresses, her bal Drugs, Herbs, Cosmetics, Computer-software, hardware consultancy Cranes, Trucks, Bulldoggers, earth Moving Equipment, Processed Foods all Types of foods and products vegetables, fruits, dry fruits, oil and cakes baby foods, milk and prod- ucts there of dairies products, Order suppliers. Tobacco and Tobacco Cigarettes Cigars, Jute and its product like gunny Bags, hessian Surgical, electronics Automobile and aeronautical Goods, cable and Plastic goods, Furniture, Musical items and Toys refectories, Soaps, Stationers coins made ups metals shields, cutlery, gift item, scarf & stoles of all types, artificial or costume jewelers of all types, National or International trading of all types of goods including hard ware items, scarf & stoles of all types, artificial or costume jewelers of all types, National or International trading of all types of goods including hardware items, ferrous non-ferrous metals, and to enter into joint venture agreement related to above referred commodities and merchandises and all types of commodities, merchandise and goods and forwarding agents clearing, Freights, forwarding, shipping broker, freight contractors ship chartering movement of goods from one place to another by lands/ Sea and air transport and to act as sellers purchasers of licences release orders permits & Outputs and com- mission Agents thereof.
 3. To carry on the business of trading, marketing, importing, exporting, & deal in food provisions, kirana items, food grains, agro based products.
 4. To carry on business of trading & deal in all kind of chemicals, chemical compounds, in all forms & kind & by products thereof.

**** The Name Clause, Object Clause-6 and Adoption of MOA as per Table-A is approved in the EGM of the Company Held on 12th January, 2021 ****

For Anisha Impxx Limited


Director

5. To carry on the business, whether within or outside India, of collection, segregation, transportation, trading, processing, composting, recycling, treatment and disposal of all types of waste (whether solid, liquid or gaseous substances) and including municipal solid waste, electronic waste (e waste), construction and demolition debris, bio-medical waste, hazardous waste, sewage, waste water etc undertake use, sale, marketing and/or distribution of all products and by-products that are generated in the process of treatment or disposal of waste and waste products (such as compost, energy and refuse derived fuel generated from waste to energy processes such as biomethanation etc methane gas from landfill, processing, electronic products suitable for re-use with or without re-furbishing paper, metals and other materials including chemicals obtained from treatment of wastes) and to develop, construct, operate and/or maintain/manage processing facilities for all types of waste and waste products including composting plants, landfills and sewages treatment plants, waste water treatment plants, incinerators, refuse derived field plants, electronic waste processing plants and to also undertake development, marketing, purchase, sale and/or trading of financial instruments that would enable the financing of waste collection, treatment or processing projects (including carbon emission receipts (CERS)) and any other related activities.
6. To carry on the business, whether within or outside India, of collection, segregation, Storage, transportation, trading, processing, composting, recycling, treatment and disposal of all types of scrap and by-Products (Whether Industrial or Otherwise).

(B) Matters which are necessary for Furtherance of the Objects specified in the 3(a) are:-

1. In case of the conversion of the company to a public company subject to the provisions of the Companies Act, 2013 and other such laws up on any issue of shares, debentures or such other securities of the company, to employ commission agents and under-writers and to provide remuneration of such persons for their services by payments In cash or by the issue of shares, debentures or such other securities of the company of all types or by the granting of options to take the same, of all types or In any other such manner as may be allowed by law.
2. To negotiate and/or enter into agreements and contracts with individuals companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying out the main objects of the Company and also for the purpose activating research development of manufacturing projects on the basis of know-how and/or financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main objects of the company.
3. To accept stock or shares in or debentures, mortgage debentures, or such other such securities of any other such company in payment for any services rendered or for any sale made to or debts owing from any such company in connection with the main business of the company.
4. To apply for purchase or otherwise, acquire any patents, brevets d' invention licences and concessions conferring any exclusive or non-exclusive or limited rights to use any information as to any invention which may seem capable of being used for any of the objects of the company or the acquisition of which may seem, calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences or in respect of the property rights or information so acquired.
5. To acquire all machineries, plants, stock-in-trade, trademarks and other movable and immovable properties of any description, to achieve any of the main objects of the company.
6. To acquire by concession, grants, purchase, licences or otherwise, lands buildings and/or machinery, farms, water-rights and other works, privileges, rights and here deterrments of all types in connection with main business of the company.
7. To erect upon the lands belonging to the company and upon any other such lands or property which may be taken on lease or licence by the company, factories, buildings houses and super structure as may be required for carrying out the main objects of the Company and in particular equip the said buildings and/or factories with machinery in connection with the main business of the company.

For Anisha Impex, Limited


Director

8. To improve, manage develop, exchange, lease, mortgage, enfranchise and dispose of all or any of the property and rights of the Company.
9. To pay for any lands and immovable or movable estates and/or properties or assets of any kind acquired by the Company or for any services rendered or to be rendered to the company in connection with the main business and to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid-up or partly paid-up or debentures or obligations of the Company or partly in one and partly in another or otherwise however, with power to issue any shares either as fully paid-up or partly paid-up for such purposes.
10. To enter into any contracts, agreements with any Government or Government at Authority, Municipal. Revenue, Local or otherwise which may seem conducive to any of the objects of the Company and obtain from any such Government or Authority and rights, privileges and concessions which may appear desirable to be obtained and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
11. To purchase, take on lease, or otherwise acquire in the Union of India or elsewhere any real or personal property, estates plantations and other such lands whether freehold, lease hold or such other tenure of all types for the purposes of the Company's business.
12. Subject to the provisions of the Companies Act, 2013 to enter into partnership or any agreement for sharing profits, union of interest, reciprocal concession, amalgamation or co-operation with any person or persons, corporation or company carrying on or about to carry on, or engaged in any business or transaction which this company is authorised to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company, directly or indirectly and to take or otherwise acquire and hold stocks or securities and to subsidise or otherwise assist any such company and to hold reissue with or without guarantee or with such shares or securities and to form constitute or promote any other such company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other such purpose which may seem directly or indirectly calculated to benefit the Company.
13. Subject to the provisions of the Companies Act, 2013, to invest in other than investment in Company's own shares and deal with the moneys of the Company not immediately required in any scheduled banks or in trust, securities or deposit or interest with anybody corporate/ individual/firm or in such other manner as is beneficial to the Company.
14. To draw, accept, endorse or negotiate promissory notes, bills or exchange or such other negotiable Instruments, drafts charter parties, bills of lading and warrants of all types in connection with the object of the Company.
15. Subject to Provisions of the Companies Act 2013, to amalgamate with or dispose of or exchange any of the business or undertakings properties or rights of the Company in consideration of shares, debentures or such other securities of all types and to enter into any agreement or arrangement with other companies, firms or individuals for joint working in the business or for sharing of profits in any other such company, firms or person if such acts are advantageous to this Company.
16. To dispose of transfer, exchange, lease, mortgage all business undertaking properties or rights of the Company or any part thereof for any consideration which the Company may deem fit to accept in connection with its main business.
17. To aid particularly or otherwise, any association, body or movement having its object the solution, settlement or surmounting of industries or labour problems or troubles or the promotion of industry and trade.
18. To make pecuniary grants by way of donations, subscriptions, allowances, gratuity guarantee or otherwise for the benefit to persons who are or have been employed by the company and widows, orphans and dependents of any such persons.

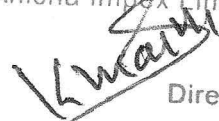
For Anisha Impex Limited



Director

19. Subject to the provisions of the Act, to subscribe, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object of funds or for any exhibition.
20. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise in connection with the main business of the company.
21. To establish and support or provide aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessor in business or the dependents or relations of such persons and to grant pensions and allowances and to make payments towards insurances.
22. To take up the management of any Company situated in the Union of India engaged in similar business for furthering the main objects of the company,
23. To procure the Company to be registered, legalized, domiciled or recognized in any country or place and to procure its incorporation in a like character as a society or otherwise in any county or place and to carry on its, business or any portion of its main business or objects in any country or place.
24. To pay all or any costs charges or expenses preliminary, incidental or relating to the promotion, formation registration or establishment to this or any other such company or to the raising, subscription issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other company and to remunerate by commission, discount or otherwise any person or company for services rendered in placing or assisting to place any of such share capital debentures stocks or securities or obtaining or to assisting or to obtain a settlement or quotation of the same in any stock exchange for any services, preliminary, incidental, or relating to or in connection with the promotion formation, registration or establishment of this or any such other company and to charge any payment of remuneration to capital or revenue account. Subject to the Provision of Companies Act 2013.
25. To advance, invest the Company's money with such persons or companies and in or upon such investments or securities in such manner as may be expedient to attend the main objects of the Company.
26. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
27. To import, buy, exchange, alter, improve and manipulate all kinds of plant, machinery, apparatus, to, utensils, substances materials and things necessary or convenient for carrying on the main objects of the Company.
28. To Purchase, or otherwise acquire, build, carry put, equipment alter improve, develop, manage, work, let on hire, control and superintend any factories, plants, warehouses, workshops, sheds, offices shops, store, buildings, machinery, apparatus and houses, wharves, finances, crushing work and convenience which may seem calculated directly or indirectly advance the interest of the Company and to join with any other such person or company in doing any of this operations.
29. Subject to the provisions of the Companies Act, 2013 to distribute among the members in specie or otherwise any property of the company or any proceeds of sale or disposal of any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be except with the sanction if any for the time being required by the Companies Act 2013.
30. To distribute as dividend or bonus among the members or to place reserves or otherwise to apply, as the Company may, from time to time think fit money received by way of premium on shares or debentures issued by the Company and any moneys received in respect of forfeited shares and moneys arising from the sales by the Company of forfeited shares, subject to the provisions of the Companies Act 2013.

For Anisha Impex Limited



Director

31. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of main business concerns and undertaking of any assets, properties or rights which the Company purpose to acquire.
 32. To create any reserve fund, sinking fund, insurance fund or any other such special fund whether for depreciation repairing, improving, research extending or maintaining any of the properties of the company or for any other such purpose conducive to the interest of the Company.
 33. To send out to foreign countries, its directors, employees or any other such person or persons for investigating possibilities of main business or for procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company and to pay all expenses incurred in connection.
 34. To agree to refer to arbitration any dispute, present or future, between the Company and any other such Company, firm, individual or any such other body and to submit the same to arbitration in India or abroad either in accordance with India or any foreign systems of law.
 35. To appoint agents , sub-agents, dealers, managers, canvassers or representatives for transacting all or any kind of the main business which this company is authorized to carry on and to constitute agencies of the Company in India or any other country to establish offices and agencies in different parts of the world.
 36. To do all or any of the above things in any part of the world as principals agents contractors trustees or otherwise either alone or in conjunction with others and either by or through agents.
 37. To take all such other steps and to do all other acts as may be necessary incidental conducive to the attainment of the main objects or any of them.
 38. To accept deposits subject to the provisions of the Companies Act, 2013, and the Rules made there under and directions of the Reserve Bank of India for any period of time and pay interest thereon and issue fixed deposits, receipts, borrow money, take or give loan promissory notes and such other securities for the same and keep floating cash credit or such other securities for the same and keep floating cash credit or such other accounts with or without interest and to lend or allow loans or overdraft thereon to the depositors and charge interest thereon.
 39. To acquire and takeover either the whole of any part or the business goodwill trade marks, patents and property, assets and liabilities of any person or persons, company, partnership firms or corporation carrying on the main business of the company.
 40. To acquire, lake over and undertake the whole or any part of business as a going concern along with all assets, liabilities, license, quotes, rights, entitlements from any person, firm or company, to enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint ventures, reciprocal concessions or otherwise with any person or company carry on or engaged in, or about to carry on or authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this company and to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.
- 4th The Liability of the member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th The Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 250,00,000(Two Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.

For Anisha Impex Limited


Director

6th We, the several persons, whose names and addresses are 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 against our respective names:—

S.No	Names, Address, Occupation and Description of the Subscribers.	No. of equity shares taken by each Subscribers	Signature of Subscribers	Name, Addresses Description and Signature of witness.
1.	Sunil Kumar Malik S/o Late Sh. B.L. Malik Director 159, Gagan Vihar Delhi – 110051 Business	100 (One Hundred Only)	Sd/-	I Witness the singnature of all the subscribers Sd/- (ARUN BHALLA) S/o Sh. K.K. BhaLLA M. No. 097037 Arum Bhalla & Company Chartered Accountant F-13, N.D.S.E. Part - II New Delhi - 110049
2.	Mrs. Puja Malik W/o Sunil Kumar Malik Director 159, Gagan Vihar Delhi – 110051 Business	100 (One Hundred Only)	Sd/-	
Total		200 (Two Hundred Only)		

Dated: 11 November, 1999

Place: New-Delhi

For Anisha Impex Limited


Director

ARTICLE
OF
ASSOCIATION
OF
RACE ECO CHAIN
LIMITED

For Anisha Impex Limited


Director

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION
OF
RACE ECO CHAIN LIMITED

TABLE-- F

Interpretation

I. (1) In these regulations—

- (a) “the Act” means the Companies Act, 2013,
- (b) “the seal” means the common seal of the company.

(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

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

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

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of rupees twenty rupees for each certificate after the first.

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

**** Adoption of AOA as per Table-F is approved in the EGM of the Company Held on 12th January, 2021 ****

For Anisha Impex Limited


Director

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

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

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

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

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 there under.

(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.

For Anisha Impex Limited


Director

(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.
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.

11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

For Anisha Impex Limited


Director

(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. 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 installments.

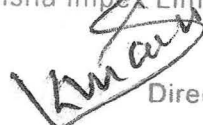
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

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.

For Anisha Impex Limited


Director

(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.

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 recognize 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 there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

For Anisha Impex Limited



Director

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.

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 recognized 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.

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:

For Anisha Impex Limited


Director

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.

27. In case of a One Person Company—

(i) on the death of the sole member, the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

28. If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

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

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

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

For Anisha Impex Limited



Director

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; 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.
34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
36. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

For Anisha Impex Limited


Director

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

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

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

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

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

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

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

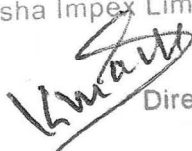
Capitalisation of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

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

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

For Anisha Impex Limited


Director

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

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

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

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

(ii) The Board shall have power—

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

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

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

Buy-back of shares

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

For Anisha Impex Limited


Director

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.
43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
48. In case of a One Person Company—
- (i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the member;

For Anisha Impex Limited


Director

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

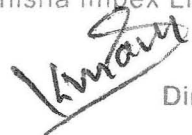
Adjournment of meeting

49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. 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.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. (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 name stand in the register of members.
53. 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.

For Anisha Impex Limited



Director

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. 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.
56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. 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.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59. 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

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

For Anisha Impex Limited



Director

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
62. The Board may pay all expenses incurred in getting up and registering the company.
63. 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.
64. 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.
65. 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.
66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

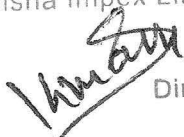
67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

For Anisha Impex Limited


Director

68. (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.
69. 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.
70. (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.
71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
72. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
73. (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.
74. 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.

For Anisha Impex Limited


Director

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76. In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

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

77. 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.

78. A provision of the Act or these regulations requiring or authorizing 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

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

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

For Anisha Impex, Limited



Director

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81. 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.
82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
83. (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 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.
84. 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.
85. (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.

For Anisha Impex Limited


Director

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

86. 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.
87. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.
88. No dividend shall bear interest against the company.

Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

90. 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.

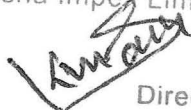
Indemnity

For Anisha Impex Limited


Director

91. 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.

For Anisha Impex Limited



Director

We, the several persons whose names and addresses, description are subscribed below, are desirous of being formed into a company in accordance with and pursuance of these Articles of Association :-

S. No.	Names, Address, Occupation and Description of the Subscribers.	Signature of Subscribers	Name, Addresses Description and Signature of witness.
1.	Sunil Kumar Malik S/o Late Sh. B.L. Malik Director 159, GaganVihar Delhi – 110051 Business	Sd-	<p>I Witness the singnature of all the subscribers</p> <p>Sd/- (ARUN BHALLA) S/o Sh. K.K. BhaLLA M. No. 097037 Arun Bhalla & Company Chartered Accountant F-13, N.D.S.E. Part - II New Delhi - 110049</p>
2.	Mrs. Puja Malik W/o Sunil Kumar Malik Director 159, GaganVihar Delhi – 110051 Business	Sd/-	

Dated: November 11, 1999

Place: New Delhi

For Anisha Impex Limited

Kumar
Director