

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
AVG LOGISTICS LIMITED

- I. The Name of the Company is **AVG LOGISTICS LIMITED**
- II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**
- III. The Objects for which the Company is established are:

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business in India or abroad to provide all kind of transportation services and its auxiliary logistics services and to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, maintain and to run warehouses, godowns, open platforms, refrigeration houses, stores and othersimilar establishments to provide facilities for storage of commodities, goods,articles and things, and for the purpose to act as C &F agent, custodian, warehouseman, transportation and distribution agent, stockist, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.
2. To carry on the business in India or abroad to provide all kind of logistics consultancy services to other logistics companies or otherwise including services for acquiring various licenses from prescribed authorities and to enter into joint venture/partnership arrangement/agreement with other logistics companies.
3. To establish, organize, manage, run, handle, operate and to do business as transporters in all its branches on land, air, water & space for transporting goods, article or things on all roots and lines on national and international level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, tankers, tractors, haulers, trailers, motor buses, motor taxies, railways, tramways, aircrafts, ships, vessels, boats use or run by power/fuel.
4. To carry on the business of importers, exporters, traders, processors, producers, buyers, sellers, dealers, distributors, and commission agents of all types of goods including building materials, and other allied material use for construction of buildings, bridges etc, general merchandise, grocery, business things and commodities under its own brand name or otherwise including all kinds of food supplements, herbal products, etc. Edible oil or vegetables oils, etc. in India or abroad.

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

1. To purchase and otherwise acquire, own, import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in any of the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the main business of the Company.



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2. To acquire, build, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery and conveniences which may seem necessary to achieve the main objects of the company.
3. To buy, repair, alter, improve, exchange, import, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in the main business of this company.
4. To purchase, take on lease or tenancy or in exchange, hire take, options over or otherwise acquire any estate or interests, whatsoever and to hold, develop work, concessions, grants, decrees, licence, privileges, claims, options, leases, property, real or personal or right or powers of any kinds which may appear to be necessary for the main business of the company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To exchange, mortgage, royalty or tribute, grant licence, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid up or securities of any other such company having objects whole or in part similar to those of the Company.
7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
8. To advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may deem fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
9. To undertake financial and commercial obligations, transactions and operations of all kinds.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, Instruments and securities of any company or of any Authority, Supreme, Municipal, Local or of any persons whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.
12. To subscribe for, acquire and hold shares, share-stock, debentures, bonds, debenture- stock, mortgages, obligations, securities of any kind issued or guaranteed by any company (Body corporate undertaking) of whatever nature and whatsoever constituted or carrying on the main business and to subscribe for, acquire and hold shares, debentures and debenture-stocks and debenture-bonds, mortgages, obligations and such other securities issued or guaranteed by any



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Government, trust, Municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the main business of the Company.

13. Subject to the provisions of section 67 of Companies Act, 2013 to invest other than investment in Company's own shares, any money of the Company not immediately required in any Investments movable or Immovable as may be thought proper and to hold, Invest in shares or stock in the Company as may be necessary for the main business of the Company.
14. Subject to Section 2(31),73,74,76A,179,180,181 and 185 of the Act and the Regulations made thereunder and the directions issued by Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
15. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions, trademarks, designs, licence, protections and concessions conferring any exclusive or non-exclusive or limited right to their use of information as to any invention, process or privileges which may seem capable of being used for the main 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 licence or privileges in respect of the property, rights and information so acquired.
17. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the company may acquire or propose to acquire.
18. To do all or any of the main objects either as principals, agents, trustees, contractors or otherwise and other alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
19. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess property, suitable for the main business of the Company.
20. To procure the registration or recognition of the company in or under the laws of any place outside India.
21. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall



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think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its main business or in about the promotion of any other such company in which the Company may have any interest.

22. Subject to the provisions of sections 230 to 232 of the Companies Act, 2013 to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons of company or companies carrying on or engaged in the main business of the Company.
23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other such company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government Authority and company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

(b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trust for the welfare of employees, members, directors and/or their dependents, heirs and children and for deserving object for and other persons.
26. To apply the assets of the company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, Institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and in particular of friendly, co-operative and such other societies, reading rooms, libraries, educational and charitable Institutions, dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.



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27. To aid pecuniary or otherwise any association, body or movement having for an object the solution, settlement of Industrial or labour problems or troubles or the promotion of Industry or trade.
28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition, subject to the provisions of Sections 180,181,182 and 183 of the Act.
29. Subject to the provisions of the Gift Tax Act, 1958 and the statutory amendments thereof, the Company has power to make and receive gifts either cash or other movable or immovable properties.
30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give, or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or is allied to or associated with the company or with any such subsidiary Company or who are or were at any time Directors or officers of the company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and wellbeing of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.
31. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.
32. Subject to the provision of the Act, to enter into partnership or into any arrangement for sharing profits, union of Interest, co-operation, joint ventures, license or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in.
- IV. The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. *The Authorized Share Capital of the Company is Rs. 17,00,00,000/-(Rupees Seventeen Crore) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

(*The Authorized Capital of the company has increased by means of passing of Special Resolution dated June 30, 2023 from Rs. 12 Crore To Rs. 17 Crore)



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We the several persons whose name and address are subscribed hereto, 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, addresses, description and occupation of each subscriber	No of Equity Shares taken by each Subscriber	Signature of subscriber	Signature of Witnesses with address, description and occupation
01	Asha Gupta W/o Shri Sanjay Gupta R/o H.No. 423, Kanungo Appts. Plot No. 71, I.P. EXTN. Patpar Ganj, New Delhi, Delhi-110092 Business	25000 (Twenty Five Thousand)	---sd---	I witness the signatures of above subscribers who have signed in y presence at DelhiSD/- (Kamal Kumar Jhunjhunu Wala) M. No. 091826 S/o Late Sh. Kishan Lal Jhunjhunu Wala, R/o 369 C, Ground Floor, Yojana Vihar, Delhi-110092
02	Niti Gupta D/o Sanjay Gupta R/o H.No. 423, Kanungo Appts. Plot No. 71, I.P. EXTN. Patpar Ganj, New Delhi, Delhi-110092 Business	25000 (Twenty Five Thousand)	---sd---	
Total Equity Shares		50000 (Fifty Thousand only)		

Place: - New Delhi

Date:- 07.01.2010



(Handwritten signature)