
Adoption of new set of 'Articles of Association' (Table-F of Schedule-I of the Companies Act, 2013 with requisite/suitable additions) vide Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 08.01.2026

**ARTICLES OF ASSOCIATION
OF
Velox Shipping and Logistics Limited
(A Company limited by shares and incorporated under the Companies Act, 1956)**

Constitution of the Company

The Rules/Regulations contained in Table-F of Schedule-I to the Companies Act, 2013 shall apply to the Company in respect of any matter which is provided for therein but is not provided for herein.

The Articles shall be subject to the provisions of the Companies Act 2013, Securities and Exchange Board of India Act 1992, Depositories Act 1996 and subservient to all applicable Legislations, Rules, Regulations, Notifications, Guidelines and Circulars (as may become applicable from time to time).

In case of any inconsistency (i) between these Articles and Table-F, the Articles shall prevail and (ii) between the Articles and Enactments, the latter shall prevail.

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| 1. | <p>Definitions</p> <p>In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.</p> <p>"Act" means the Companies Act, 2013 along with relevant Rules made thereunder, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013, and applicable/ subsisting provisions of the Companies Act, 1956, if any, along with the relevant Rules made thereunder. Reference to Act shall also include Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.</p> <p>"Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.</p> |
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^Alteration in AOA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

@ Article 31 (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.

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%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 Nirbhay Exports Limited to Khatau Exim Limited w.e.f. 15th February, 1985

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



**DEBASHIS MUKHERJEE
MANAGING DIRECTOR**

DIN: 00537728

"Articles" shall mean these articles of association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.

"Auditors" shall mean and include those persons appointed as such for the time being by the Company.

"Board" or **"Board of Directors"** shall mean the collective Board of Directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles.

"Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

"Business Day" shall mean a day on which scheduled commercial banks are open for normal banking business.

"Capital" or **"Share Capital"** shall mean the authorized share capital of the Company.

"Chairman" shall mean such person as is nominated or appointed in accordance with Article 20.8.

"Companies Act, 1956" shall mean the Companies Act, 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or de-notified.

"Company" or **"this Company"** shall mean Velox Shipping and Logistics Limited.

"Committees" shall have the meaning ascribed to such term in Article 20.5.

"Depositories Act" shall mean Depositories Act 1996 (as amended by the International Financial Services Centres Authority Act, 2019 w.e.f. October 01, 2020) and shall include any statutory modification or re-enactment thereof.

"Director" shall mean any Director of the Company, including alternate Directors, independent Directors and nominee Directors appointed in accordance with the Law and the provisions of these Articles.

"Dividend" shall include interim dividends.

"Encumbrance" shall mean any encumbrance including without limitation any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, option or right of pre-emption, entitlement to beneficial ownership

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##Alteration in AOA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/ES77/CLB/WR/95 dated 8th November 1996

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and any interest or right held, or claim that could be raised, by a third party or any other encumbrance or security interest of any kind.

"Equity Share Capital" shall mean the total issued and paid-up equity share capital of the Company, calculated on a fully diluted basis.

"Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 10 (Rupees Ten) per equity share of the Company, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.

"Executor" or "Administrator" shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Shares or other Securities of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

"Extraordinary General Meeting" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.

"Financial Year" shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

"Law/Laws" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules or guidelines for compliance of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

"Memorandum" shall mean the Memorandum of Association of the Company, as amended from time to time.

"Office" shall mean the registered office for the time being of the Company.

"Paid-up" shall include the amount credited as paid up.

"Person" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not

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| | <p>having separate legal personality).</p> <p>“Register of Members” shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act.</p> <p>“Registrar” shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.</p> <p>“Rules” shall mean the rules made under the Act and as notified from time to time.</p> <p>“Seal” shall mean the common seal(s) for the time being of the Company, if any.</p> <p>“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.</p> <p>“SEBI Listing Regulations” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.</p> <p>“Securities” shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into or exercisable or exchangeable into or for Equity Shares and any other marketable securities.</p> <p>“Shares” shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.</p> <p>“Shareholder” or “Member” shall mean any shareholder of the Company, from time to time.</p> <p>“Shareholders’ Meeting” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extra Ordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.</p> <p>“Stock Exchanges” shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange, where the Securities are listed.</p> |
| 2. | <p>Interpretation</p> <p>In these Articles (unless the context requires otherwise):</p> |

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| | <p>a) References to a person shall, where the context permits, include such person's respective successors, legal heirs and permitted assigns.</p> <p>b) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.</p> <p>c) References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.</p> <p>d) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.</p> <p>e) Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".</p> <p>f) The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.</p> <p>g) Reference to statutory provisions shall be construed as meaning and include references to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.</p> <p>h) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.</p> |
| 3. | Share capital and variation of rights |
| 3.1 | <p>Share Capital</p> <p>The authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time and the Company may sub-divide, consolidate and increase the Share Capital from time to time and upon the sub-division of Shares, apportion the right to participate in profits in any manner as</p> |

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¶Article 35 was inserted by way of amendment by special resolution at the Annual General Meeting held on 26th July, 1984.

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| | <p>between the Shares resulting from the sub-division. 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 Board of 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 or at discount and at such time as they may from time-to-time think fit. Such issue may be by Private placement, Rights issue, Bonus issue, Preferential offer, Conversion of debt to capital, Sweat equity, Employees Stock Option Scheme (including all its variations), Issue of share warrants & its conversion to equity or other mode of prescribed allotment and whether the same be for consideration in cash or other than cash. The Board shall have the power to issue shares with differential rights, and subject to the provisions of Section 48, modify such rights. 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.</p> |
| 3.2 | <p>Preference Shares</p> <p>a) Redeemable Preference Shares</p> <p>The Company, subject to the applicable provisions of the Act, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Board may, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.</p> <p>b) Convertible Redeemable Preference Shares</p> <p>The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible preference shares liable to be converted in any manner permissible under the Act and the Board may, exercise such power as they deem fit and provide for conversion at a premium or otherwise and / or conversion of such shares into such Securities on such terms as they may deem fit.</p> <p>General:</p> <p>(i) No such preference shares shall be redeemed except out of profits of the Company which would otherwise be available for</p> |

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| | | <p>dividend or out of the proceeds of a fresh issue of shares made for the purposes of redemption.</p> <p>(ii) No such shares shall be redeemed unless they are fully paid.</p> <p>(iii) The premium, if there is any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed.</p> <p>(iv) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall out of such profits be transferred a sum equal to the nominal amount of the shares to be redeemed to a reserve, to be called the "Capital Redemption Reserve Account" and the applicable provisions of the Act relating to reduction of Share Capital of the Company shall, except as provided by the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company.</p> <p>(v) The redemption of preference shares under this Article by the Company shall not be taken as a reduction of Share Capital.</p> <p>(vi) The Capital Redemption Reserve Account may notwithstanding anything in this Article be applied by the Company in paying up unissued shares of the Company to be issued to the Shareholders as fully paid bonus shares and</p> <p>(vii) Whenever the Company shall redeem any redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by Section 64 of the Act.</p> |
| | 3.3 | <p>Registered Holders</p> <p>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.</p> |
| | 3.4 | <p>Joint Holders</p> |

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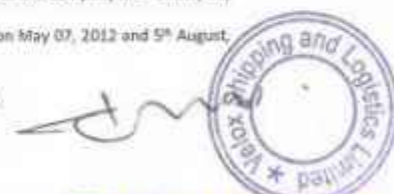
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| | | <p>a) Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint Shareholders.</p> <p>b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p> <p>c) If any share stands in the names of two or more persons, the person first named in the Register shall be entitled to share certificates, receipts of dividends, bonus, service of notices and all or any other matter connected with the Company except voting at meetings and the transfer of shares and shall be deemed to be sole holder thereof.</p> <p>d) Joint holders of a share shall be severally as well as jointly be liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p> <p>e) The Company is not bound to recognize any interest in shares other than that of registered holders.</p> <p>f) On the death of any of the joint holders, the survivor or survivors shall be the only person recognized by the Company as having title to the Shares, but the Board may require evidence of death and nothing shall release the estate of a deceased joint holder from any liability of shares.</p> |
| 4. | | <i>Calls on shares</i> |
| | 4.1 | <p>a) 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:</p> <p>b) 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.</p> <p>c) A call may be revoked or postponed at the discretion of the Board.</p> |
| | 4.2 | 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. |

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| 4.3 | | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. |
| 4.4 | a) | 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. |
| | b) | The Board shall be at liberty to waive payment of any such interest wholly or in part. |
| 4.5 | a) | 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. |
| | b) | In case of non-payment of such a 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. |
| 4.6 | | 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. |
| 5. | | Lien |
| 5.1 | | 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; |

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**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 w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | 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. |
| 5.2 | | 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. |
| 5.3 | | 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. |
| 5.4 | a) | To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. |
| | b) | The purchaser shall be registered as the holder of the shares comprised in any such transfer. |
| | c) | 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. |
| 5.5 | a) | 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 and as is presently payable. |
| | b) | 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 on the date of the sale. |
| 6. | | Forfeiture of shares |
| 6.1 | | 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. |
| 6.2 | | The notice aforesaid shall — |

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DEBASHIS MUKHERJEE
MANAGING DIRECTOR
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| | <p>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</p> <p>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.</p> |
| 6.3 | 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. |
| 6.4 | <p>a) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</p> <p>b) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p> |
| 6.5 | <p>a) 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.</p> <p>b) 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.</p> |
| 6.6 | <p>a) 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.</p> <p>b) 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.</p> <p>c) The transferee shall thereupon be registered as the holder of the share and</p> <p>d) 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,</p> |

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DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | sale, or disposal of the share. |
| 6.7 | | The provisions of these regulations as to forfeiture shall apply in the case of non-payment 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. |
| 7. | | Buyback of shares 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. |
| 8. | | Employee Stock Option Scheme The Company may issue shares to employees including its Directors other than independent Directors and such other persons as the rules may allow, under Employee Stock Option Scheme ("ESOP") or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called. |
| 9. | | Underwriting and Brokerage a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, for any Shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014. b) The Company may also, on any issue of shares or Debentures, pay such reasonable brokerage as may be lawful. |
| 10. | | Transfer of shares |
| 10.1 | a) | The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. |
| | b) | 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. |
| | c) | Transfer of shares in dematerialized form shall be subject to the |

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DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | provisions of the Depositories Act. |
| 10.2 | The Board may, subject to the right of appeal conferred by the Act decline to register — | <p>a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>b) any transfer of shares on which the Company has a lien.</p> |
| 10.3 | The Board may decline to recognize any instrument of transfer unless — | <p>a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56;</p> <p>b) the instrument of transfer is accompanied by the certificate of shares and/or confirmation letter 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</p> <p>c) the instrument of transfer is in respect of only one class of shares.</p> |
| 10.4 | 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: | <p>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.</p> |
| 11. | | Transmission of shares |
| 11.1 | a) 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. | <p>b) 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.</p> |
| 11.2 | a) 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 | |

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DEBASHIS MUKHERJEE
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| | | <p>from time to time properly be required by the Board and subject as hereinafter provided, elect, either —</p> <p>i) to be registered himself as holder of the share; or</p> <p>ii) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>b) 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.</p> |
| | 11.3 | <p>a) 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.</p> <p>b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>c) 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.</p> |
| | 11.4 | <p>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.</p> <p>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.</p> |
| 12. | 12.1 | <p>Debentures and Debt Securities</p> <p>a) Subject to the provisions of the Companies Act and Rules thereunder, the Board may from time-to-time issue debentures and/or other debt securities, whether convertible (either wholly or partly) or non-convertible.</p> |

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DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>b) Any debenture, debenture-stock, debt securities or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares.</p> <p>c) The Company may convert any of its existing loans from whomsoever it may be obtained to Debentures and/or other debt securities with suitable variations to the terms and conditions of issue.</p> <p>d) Provided that debentures and/or debt securities with the right to allotment of or conversion into shares shall not be issued except with the sanction by the Company in the General Meeting.</p> <p>e) The Company shall pay interest and redeem debentures and/or other debt securities in accordance with the terms and conditions of the issue.</p> <p>f) The Company shall create a debenture redemption reserve account or other reserve account out of the profits of the Company available for payment of dividend and the amount credited to such account shall not be utilised by the Company, except for the redemption of debentures and/or other debt securities.</p> |
| 12.2 | <p>a) The Board may appoint Directors or Trustees or Committees or otherwise for the management of Debentures and/or debt securities.</p> <p>b) Debenture and/or other Debt Securities Trustees shall take steps to protect the interests of the debenture-holders or debt securities holders and redress their grievances in accordance with the rules.</p> |
| 13. | <p>Dematerialization of securities</p> <p>a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.</p> <p>b) Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and</p> |

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DEBASHIS MUKHERJEE
MANAGING DIRECTOR

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| | <p>matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.</p> <p>c) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.</p> <p>d) Securities in Depositories to be in fungible form:</p> <p>All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.</p> <p>e) Rights of Depositories & Beneficial Owners:</p> <p>i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.</p> <p>ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.</p> <p>iii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.</p> <p>iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his/her/their Securities, which are held by a Depository.</p> <p>f) Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or</p> |
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DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | <p>implied notice thereof, but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.</p> <p>g) Register and Index of Beneficial Owners:</p> <p>The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.</p> <p>The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act.</p> <p>The Company shall have the power to keep in any state or country outside India a register resident in that state or country.</p> <p>h) Cancellation of Certificates upon surrender by Person:</p> <p>Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.</p> <p>i) Service of Documents:</p> <p>Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.</p> <p>j) Transfer of Securities:</p> <p>i) Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.</p> |
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| | <p>ii) In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.</p> <p>k) Allotment of Securities dealt with in a Depository:</p> <p>Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.</p> <p>l) Certificate Number and other details of Securities in Depository:</p> <p>Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</p> <p>m) Provisions of Articles to apply to Shares held in Depository:</p> <p>Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.</p> <p>n) Depository to furnish information:</p> <p>Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.</p> <p>o) Option to opt out in respect of any such Security:</p> <p>Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the Transferee as the case may be.</p> |
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@The Name of Company was changed from Velox Industries Limited to Velox Shipping and Logistics Limited pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024 and Certificate was issued by the ROC dated September 13, 2024.
 *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 and 5th August 2022.
 @ Article 63 (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.
 SA 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 w.e.f 15th February, 1985
 @Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>p) Overriding effect of this Article:</p> <p>Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles consequent upon enforcement of Depositories Act.</p> |
| 14. | <p>Further issue of capital</p> <p>a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:</p> <p>i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;</p> <p>ii) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice shall contain a statement of this right;</p> <p>iii) that after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.</p> <p>b) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or</p> <p>c) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub-article (i) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules and such other conditions, as may be prescribed under Law.</p> |

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^Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/1377/CLB/WR/95 datgd 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 15 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 Nibhoy Exports Limited to Khatau Exim Limited w.e.f 15th February, 1985

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



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DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| 15. | Alteration of capital |
| 15.1 | 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. |
| 15.2 | Subject to the provisions of the Act, the Company may - 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 in to 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. |
| 15.3 | 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. |
| 15.4 | The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law — a) its share capital; b) any capital redemption reserve account; or |

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#Alteration in AOA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

@ Article 83 (2)(E) Object Clause added pursuant to C.L.B order no. 422/17/E377/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 28th 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 w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | c) any share premium account. |
| 16. | <p>Borrowing powers</p> <p>a) Subject to applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:</p> <ul style="list-style-type: none"> (i) accept or renew deposits from Shareholders; (ii) borrow money by way of issuance of Debentures; (iii) borrow money otherwise than on Debentures; (iv) accept deposits from Shareholders either in advance of calls or otherwise; and (v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. <p>Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.</p> <p>b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (not by circular resolution) shall prescribe including by the issue of bonds, perpetual or redeemable debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future. and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.</p> <p>c) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.</p> <p>d) The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.</p> |
| 17. | Capitalization of profits |

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@ Article 83 (3)(E) Object Clause added pursuant to Cll order no. 422/17/6377/C.LB/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.
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*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 Khatou Exim Limited w.e.f 15th February, 1985
@Change of Name of Company from Khatou Exim Limited to Velox Industries Limited w.e.f 15th May, 2012.



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | <p>a) The Company in general meeting may, upon the recommendation of the Board, resolve —</p> <p>i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>ii) that such sum be accordingly set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.</p> <p>b) 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:</p> <p>i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>ii) 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;</p> <p>iii) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);</p> <p>iv) 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;</p> <p>v) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p> <p>c) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>i) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and</p> <p>ii) generally do all acts and things required to give effect thereto.</p> <p>d) The Board shall have power —</p> <p>i) 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</p> <p>ii) to authorize 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</p> |
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*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 and 5th August, 2022.

@ Article 81 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6177/CLB/WA/95 dated 18th 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 w.e.f 15th February, 1985

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



Handwritten signature of Debashis Mukherjee

DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | <p>further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>e) Any agreement made under such authority shall be effective and binding on such members.</p> |
| 18. | | <p>Registers to be maintained</p> <p>a) The Company shall, in terms of the provisions of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act</p> <p>(i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;</p> <p>(ii) A register of Debenture holders; and</p> <p>(iii) A register of any other security holders.</p> <p>b) The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.</p> <p>c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.</p> |
| 19. | | <p>General Meetings</p> <p>a) The Board may, whenever it thinks fit, convene Annual General Meeting.</p> <p>b) All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting (EGM).</p> <p>c) The Board may, whenever it thinks fit, call an Extraordinary General Meeting (EGM).</p> <p>d) Both AGM and EGM may be held through physical mode or permissible audio/visual means.</p> |
| | 19.1 | Proceedings at General Meetings |

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⊖ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6177/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 Nirbhay Exports Limited to Khatau Exim Limited w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>a) No business shall be transacted at any general meetings unless it is properly convened as per the requirements of the Act and quorum of members is present at the time when the meeting proceeds to business.</p> <p>b) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p> <p>c) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.</p> <p>d) 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.</p> <p>e) 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.</p> <p>f) These regulations shall be effective even when the meeting is held through Video Conference/Other Audio-Visual Means. The Company shall comply with all the provisions of Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India in this regard.</p> |
| 19.2 | <p>Adjournment of Meeting</p> <p>a) 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.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) 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.</p> <p>d) 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.</p> |
| 19.3 | <p>Voting rights</p> |

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@ Article 83 (XXI) Object Clause added pursuant to CLB order no. 422/17/5377/CLB/WR/95 dated 8th November 1996

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

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DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | <p>Subject to any rights or restrictions for the time being attached to any class or classes of shares —</p> <p>a) on a show of hands, every member present in person shall have one vote; and</p> <p>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.</p> <p>c) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</p> <p>d) 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p> <p>e) 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.</p> <p>f) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.</p> <p>g) 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.</p> <p>h) 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.</p> <p>i) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p> |
| | 19.4 | <p>Proxy</p> <p>a) 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, or where sent through electronic means if permissible, not less than 48 hours before the time for holding the meeting or adjourned</p> |

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

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



Handwritten signature of Debashis Mukherjee

DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | <p>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.</p> <p>b) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.</p> <p>c) 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 same.</p> <p>d) 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:</p> <p>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.</p> |
| | 19.5 | <p><i>Inspection of the minutes book of General Meetings</i></p> <p>a) The books containing the minutes of the proceedings of any of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>b) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p> |
| | 20. | <p><i>Board of Directors</i></p> |
| | 20.1 | <p>a) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Additional Directors, Independent Directors and Nominee Director) shall not be less than three and not more than fifteen and for such period of term (by rotation or fixed period as permissible by law); provided that a Company may appoint more than fifteen Directors after passing a Special Resolution.</p> <p>b) The following are the First Directors of the Company:</p> |

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*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 and 5th August, 2022.

@ 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

| | | |
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| | | <ol style="list-style-type: none"> 1. Shri Manish Agrawal 2. Smt. Laxmi Lakhotia 3. Shri Harsad Patel <p>c) The Directors of the Company shall not be required to hold any qualification shares in the Company.</p> |
| | 20.2 | <p>Remuneration of Directors</p> <ol style="list-style-type: none"> a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, Chairman/Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act. b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him. c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to Section 197 read with Section 198 of the Act. <p>All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.</p> |
| | 20.3 | <p>Special remuneration for extra services rendered by a Director</p> <p>If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.</p> |

@The Name of Company was changed from Velox Industries Limited to Velox Shipping and Logistics Limited pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024 and Certificate was issued by the ROC dated September 13, 2024.

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#Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

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**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

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| 20.4 | <p>Requirements and composition</p> <p>a) Every Meeting of Board and Committee shall be called and conducted in compliance of all the provisions of the Act read with Secretarial Standards (SS-1) issued by The Institute of Company Secretaries of India (ICSI). 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. Every Meetings by Video conferencing/ audio-visual means shall be permitted subject to the compliance of all the provisions of the Act read with Secretarial Standards stated above.</p> <p>b) Every Director present at any meeting of the Board or of a Committee thereof shall sign his / her name in the book / document to be kept for that purpose.</p> <p>c) Subject to the provisions of Sec 152, not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and of which one-third shall retire based on seniority of appointment. Such Directors shall retire and may be reappointed in the manner specified in that section.</p> <p>d) Subject to the provisions of the Companies Act, 2013; Rules & Regulations therein, the strength & composition of the Board as prescribed shall be maintained and vacancies (if any) shall be dully filled.</p> <p>e) 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(s), 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. 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.</p> <p>f) Notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a Director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement, subject to the condition that:</p> <p style="padding-left: 40px;">(i) The Nominee Director(s) so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation.</p> <p style="padding-left: 40px;">(ii) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s) so appointed.</p> |
|------|--|

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#Alteration in AOA for Increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

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

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**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

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| | <p>(iii) The said Nominee Director(s) shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(iv) If the Nominee Director(s) is an officer of any of the lending Bank/Financial institution(s), the sitting fees in relation to such nominee Directors shall accrue to such Bank or financial institution and the same accordingly be paid by the Company to them.</p> <p>(v) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p> <p>g) Subject to the provisions of the Companies Act, 2013 the Board shall have the power to appoint alternate Directors and independent Directors</p> <p>h) 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 —</p> <p>(i) in attending and returning from meetings of the Board of Directors or any Committee thereof or general meetings of the Company; and/or</p> <p>(ii) in connection with the business of the Company.</p> |
| 20.5 | <p>Board Committee</p> <p>Committees of the Board, being smaller group of Board Members or individuals shall be constituted by the Board to focus on specific areas of operation, providing in-depth analysis and expertise to support the Board's decision-making.</p> <p>Primarily the Committees shall comprise of (i) Audit (ii) Stakeholders (iii) Management Development (iv) Nomination & Remuneration (v) Corporate Social Responsibility and such other Committees as the Board may determine from time to time (including Committees which have to be constituted as per legal requirements).</p> |

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#Alteration in AGA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August 2022.

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

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@Change of Name of Company from Nirbhoy Exports Limited to Khatao Exim Limited w.e.f 15th February, 1985.

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>The Composition, Scope of functioning, Roles & Responsibilities of the Members etc. shall be determined by the Board.</p> <p>Members of the Committees shall be entitled to sitting fees and also reimbursement of travel (Board & lodging) expenditures.</p> |
| 20.6 | <p>Proceedings of the Board</p> <p>a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>b) A Director may, and the Manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.</p> <p>c) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>d) In case of an equality of votes, the Chairperson of the Board, if any, or in his or her absence, the Chairperson of the meeting shall have a second or casting vote.</p> <p>e) 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.</p> <p>f) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>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.</p> <p>g) 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.</p> <p>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.</p> <p>h) A Committee may elect a Chairperson of its meetings.</p> |

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#Alteration in AOA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

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

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

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>i) 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.</p> <p>j) A Committee may meet and adjourn as it thinks fit.</p> <p>k) 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.</p> <p>l) 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.</p> <p>Save as otherwise expressly provided in the Act, a resolution in writing, signed by such 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.</p> |
| 20.7 | <p>Powers of the Board</p> <p>The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p> <p>Without prejudice to the general powers conferred by the Articles, but subject to the restrictions contained in the Articles, it is hereby declared that the Directors shall have the following powers, that is to say -</p> <p>a) To purchase or lease or otherwise acquire any land, buildings, plant & machinery, premises, furniture & fixtures, office equipment, electrical installations, computers – hardware & software, property(ies) (including intellectual properties), effects,</p> |

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

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>assets, rights, creditors, royalties, easement, business and goodwill from any person, firm or Company, besides also undertake needful expansion of assets thereof.</p> <p>b) To pay for property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company.</p> <p>c) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable/immovable properties of the Company either separately or co-jointly.</p> <p>d) To sell/transfer/convey properties and assets including but not limited to land, building, plant & machinery, equipment, computers/laptops, furniture & fixtures, office equipment, software, registered trademarks, patents of the Company and other assets etc. from time to time.</p> <p>e) To open accounts (including current, cash credit (fund and non-fund based), foreign currency denominated, escrow, dividend, etc.) with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit and also authorize Company officials to effect necessary transactions through physical mode and/or through internet/net banking, etc.</p> <p>f) Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits (including inter-corporate), loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, Company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans</p> |
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 @Change of Name of Company from Nirbhay Exports Limited to Khatau Exim Limited w.e.f 15th February, 1985
 @Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012



DEBASHIS MUKHERJEE
MANAGING DIRECTOR
DIN: 00537728

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| | <p>obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.</p> <p>g) The payment and/or repayment of moneys borrowed or raised or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, hypothecation, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case may be.</p> <p>h) To enter, secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit and execute documents and facilitate requisite filings with Statutory Authorities.</p> <p>i) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.</p> <p>j) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to mediation/arbitration/civil and/or criminal proceedings, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.</p> |
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#Alteration in ADA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

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

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>k) At any time and from time to time by power of attorney, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers and authorities as may be provided in the execution document.</p> <p>l) Subject to the provisions of the Act and these Articles, to invest and deal with any monies of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.</p> <p>m) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon.</p> <p>n) To determine from time to time the persons who shall be entitled to sign, draw, accept, endorse or otherwise execute on the Company's behalf cheques, dividend, promissory notes, drafts, bills, notes, hundies, bills of exchange and other negotiable instruments and to give necessary authority for such purpose, whether by way of resolution of the Board or by way of power of attorney or otherwise.</p> <p>o) To give to any Director, Officer, or other person(s) employed or engaged by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the Company; and such commission or share of profits shall be treated as part of the working expenses of the Company.</p> <p>p) To give, award or allow any bonus, pension, gratuity, superannuation, leave encashment, insurance or to provide other employees welfare benefit measures including housing or to give compensation to any employee or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.</p> <p>q) To set aside out of the profits of the Company such sums as</p> |
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@Change of Name of Company from Nirbhay Exports Limited to Khatau Exim Limited w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company.</p> <p>r) To appoint, and at their discretion remove or suspend employees including general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit.</p> <p>s) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p> <p>t) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or create and maintain Trust(s)/Society(ies).</p> <p>u) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trademark, patent, invention, or technical know-how.</p> <p>v) Based on requirements undertake formation and management of Subsidiaries, Associates and Joint Ventures both in India and abroad, in compliance with the provisions of the Companies Act, Foreign Exchange Management Act (FEMA), Reserve Bank of India and other applicable Legislations, Rules and Regulations including compliance with the norms of Related Party Transactions.</p> <p>w) To represent, file necessary documents with Authorities and seek for adjudication/compounding if the same may be required on any contingency.</p> |
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@The Name of Company was changed from Velox Industries Limited to Velox Shipping and Logistics Limited pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024 and Certificate was issued by the ROC dated September 13, 2024.

*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 and 5th August, 2022.

@ Article 83 (3)(f) Object Clause added pursuant to CLB order no. 422/17/5377/CLB/WK/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 w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | <p>x) To Seek and undertake public issue of shares (as may be deemed required), including that of SME (Small & Medium Enterprise), Main Board etc. if the same may be deemed required and towards the same appoint necessary organizations, authorities including but not limited to merchant bankers, market makers, specialized consultants, conduct roadshows to notify the public about the activities of the Company/conduct meetings etc. and undertake necessary compliances, activities but not limited to execution of documents etc. as also defray cost and expenses etc. besides ensuring accumulation and usage of funds for the purpose enshrined and on successful completion of Initial Public Offering (IPO) undertake listing with the Stock Exchange(s) and ensure necessary reporting thereon (both pre and post issue of shares).</p> <p>y) To undertake amalgamation/merger of organisation with another entity including Holding, Subsidiary, Joint Venture etc. subject to approval/consent as may be deemed essential in terms of legislative requirements including seeking approval from the National Company Law Tribunal (NCLT)/ National Company Law Appellate Tribunal (NCLAT)/Ministry of Corporate Affairs/Regional Director/Registrar of Companies and other Organisations.</p> <p>z) To undertake in general any and all activities associated with the management of the business, not specifically stated, subject to compliance with general legal requirements and compliance thereof.</p> |
| | 20.8 | <p>Chairman</p> <p>a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he/she is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p> |
| | 20.9 | <p>Managing and Whole-Time Directors</p> <p>a) Subject to the provisions of the Act, the Board may from time to</p> |

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*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 and 5th August, 2022.

@ 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 29 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 Nirbhay Exports Limited to Khatku Exim Limited w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>time appoint one or more person(s) to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company, subject to the approval of the Shareholders, for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time remove him or them from office and appoint another or others in his or their place or places.</p> <p>b) The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.</p> <p>c) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the Company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>d) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>e) The Managing Director/Whole time Director shall be entitled to sub-delegate (with the sanction of the Board wherever necessary) all or any of the powers, authorities and discretions for the time being vested in him.</p> |
| 21. | Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer |

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@Alteration in AOA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

@ Article 83 (3)(E) Object Clause added pursuant to CLB order no. 422/17/6377/CLB/WA/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.

SArticle 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 30 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 w.e.f 15th February, 1985.

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>Subject to the provisions of the Act:</p> <p>a) 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.</p> <p>b) A Director may be appointed as Chief executive officer, manager, Company Secretary or Chief financial officer.</p> <p>c) The Rule / Regulation 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.</p> <p>d) Management of dual roles will be possible, subject to organizational requirement and in emergent or imminent requirements.</p> |
| 22. | <p>Key Managerial Personnel</p> <p>The appointment and removal of KMP shall be subject to the provisions of the Act and Rules thereunder.</p> |
| 23. | <p>The Seal</p> <p>Unless the Act otherwise requires mandatorily, the Company shall not hold or maintain Common Seal. However, if affixation of seal may be mandated for any purpose by Law/Governmental/Department requirements at any point in time, a new seal shall be made subject to the approval of the Board and shall be affixed on such document and for such purpose as authorized by the Board (including approval through circular resolution). Such documents shall be authenticated for affixation of common seal by any one Director (who at that point in time is a Member of the Board) and one more Authorized signatory (which may include another Director or Company Secretary or Chief Financial Officer or such other person authorized by the Board). Further, such seal shall be placed in the safe custody of the Company Secretary.</p> |
| 24. | <p>Dividends and Reserve</p> <p>a) The Company in general meeting may declare dividends, but no dividend</p> |

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*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 and 5th August, 2022.

§ Article 83 (3)(i) 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 w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>shall exceed the amount recommended by the Board.</p> <p>b) 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.</p> <p>c) 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.</p> <p>d) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p> <p>e) 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.</p> <p>f) 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.</p> <p>g) 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.</p> <p>h) 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.</p> <p>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.</p> |
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*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 and 5th August, 2022.

@ Article 83 (3)(c) 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 w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>j) The Company may pay dividend (subject to tax implications, if any) by way of electronic transfer to the account of the Member or by way of demand draft cheque etc. Every such draft, cheque, or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>k) 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.</p> <p>l) With elapse of time, unclaimed or unpaid dividend/shares shall be transferred to the Investor Education and Protection Fund (IEPF).</p> <p>m) 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.</p> <p>n) No dividend shall bear interest against the Company.</p> |
| 25. | <p>Accounts</p> <p>a) The Board shall cause to maintain accounts, records (receipts and expenditure) and financial statements, subject to compliance with applicable legislation(s) and standards prescribed by professional bodies.</p> <p>b) 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.</p> <p>c) 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.</p> <p>d) The Board shall also cause audit of the Financial Statements and Operational Standards be it Statutory, Branch Internal, Cost or Quality Standards etc.</p> |
| 26. | <p>Winding up</p> <p>a) Subject to the provisions of the Act and rules made thereunder.</p> <p>b) 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</p> |

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#Alteration in AOA for increase in Authorized Share Capital pursuant to the special resolution passed through postal ballot on May 07, 2012 and 5th August, 2022.

@ Article 63 (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 26 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 w.e.f 15th February, 1985

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | | <p>consist of property of the same kind or not.</p> <p>c) 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.</p> <p>d) 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.</p> |
| 27. | | <p>Secrecy</p> <p>a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained. On similar lines, the Company may also cause to enter Non-Disclosure or Confidentiality Agreements with its Business Partners & Associates as also vice-versa.</p> <p>b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p> |
| 28. | | <p>Documents and Service of Notices</p> |

@The Name of Company was changed from Velox Industries Limited to Velox Shipping and Logistics Limited pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024 and Certificate was issued by the ROC dated September 11, 2024.

*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 and 5th August, 2022.

@ 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 31 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 42 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 Khatrau Exim Limited w.e.f 15th February, 1985.

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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728

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| | <p>Any document or notice to be served or given by the Company be signed (physical or digital) by a Director or such person duly authorized by the Board for such purpose.</p> <p>Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company may be signed (physical or digital) by a Director, the Manager, or Secretary or other Authorized Officer of the Company and need not be under the Common Seal of the Company.</p> |
| 29. | <p>Indemnity</p> <p>a) 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.</p> <p>b) Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, Company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p> |
| 30. | <p>Amendments to the Memorandum and Articles of Association</p> <p>The Company may amend/alter/ratify requisite clauses in the Memorandum and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of the Law, as may become applicable, from time to time.</p> |

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 *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 and 5th August, 2022.
 @ Article 83 (3)(E) Object Clause added pursuant to C.B order no. 422/17/6377/C18/WI/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.
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 \$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 Nabhoy Exports Limited to Khatau Exim Limited w.e.f 15th February, 1985.
 @Change of Name of Company from Khatau Exim Limited to Velox Industries Limited w.e.f 15th May, 2012.



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 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 Lakhotia W/o. Brij Ratan Lakhotia 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

@The Name of Company was changed from Velox Industries Limited to Velox Shipping and Logistics Limited pursuant to the resolution passed by the members at the Extra Ordinary General Meeting of the Company held on July 01, 2024 and Certificate was issued by the ROC dated September 13, 2024.

*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 and 5th August, 2022.

@ 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



DEBASHIS MUKHERJEE
MANAGING DIRECTOR

DIN: 00537728