(THE COMPANIES ACT, 2013)

TABLE-A

MEMORANDUM OF ASSOCIATION

OF

EXIM ROUTES LIMITED****

A Company Limited by Shares

1. ****The Name of the Company is **"EXIM ROUTES LIMITED".**

2. **The registered office of the Company will be situated in the State of **Haryana - HR.**

3. (A) The objects to be pursued by the company on its incorporation are: -

1. To carry on the business of manufacturers, buyers, sellers, importers, exporters of and dealers in all kinds and classes of paper, board and pulp including writing paper, printing paper, news printing paper, absorbent paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, badami, brown or buff paper, bible paper, cartridge paper, cloth lined paper, azurelaid paper, creamlaid wove paper, glassing, waxed paper, greaseproof paper, gummed paper, handmade paper, parchment paper, drawing paper, craft paper, manila paper, envelop paper, tracing paper, vellum paper, water proof paper, carbon paper, sensitised paper, chemically treated paper, carbon paper, litmus paper, photographic paper, glass paper, emery paper, pasteboard, cardboard, straw board, pulp board, leather board, mill board, corrugated board, box board, cartons, paper bags, paper boxes, post cards, visiting cards, all other kinds of paper whatsoever, soda pulp, mechanical pulp, sulphite pulp, and all kinds of articles in the manufacture of which in any form, paper, board, or pulp is used, and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

2. To plant, cultivate, produce and raise, purchase or sell or otherwise handle or deal in grass, timber, wood, bamboo, straw, cotton, jute, flax, hemp, sugarcane, leather, asbestos, rags, waste paper, gunnies, water hyacinth, jute sticks or other fibres, fibrous substances or other things as may furnish materials for pulp and for paper or board manufacture in any of its branches or as may be proper or necessary in connection with the above object or any of them.

3.**To carry on the business of Chemical Trading, Recyclable waste products trading's including waste paper trading, metal scrap trading (Imported as well as local) to provide commission agent services and freight forwarding services to local as well as international clients.

4. ***To carry on the business of developing, managing, and operating an AI-enabled closed B2B marketplace under the brand name "ERIS," specifically designed for the trading of recyclables including but not limited to paper, plastics, metal, glass, all types of recyclable scrap, etc. This includes but is not limited to:

1. **Real-time Inventory Tracking and Price Discovery:** Providing tools and platforms for real-time tracking of inventory levels and facilitating accurate price discovery for recyclables.
2. **Predictive Forecasting:** Utilizing advanced data analytics and AI technologies to offer predictive forecasting services that aid businesses in making informed decisions regarding procurement, logistics, and finance.

For EXIM ROUTES PVT. LTD.
Manish
Director

3. **Seamless Integration:** Offering seamless integration across various business functions such as procurement, logistics, and finance, ensuring smooth and efficient operations through the ERIS app or any other app they the company may develop by any other name.
4. **Market Intelligence and Data-driven Insights:** Delivering unique market intelligence features and data-driven insights to help businesses optimize costs, maintain quality standards, and enhance overall operational efficiency.
5. **Subscription-based Model:** Operating on a subscription-based model with flexible pricing tiers that cater to the varying needs of businesses, from small enterprises to large corporations, dealing in a wide range of recyclables including paper, plastic, metals, glass, and more.
6. **Enhancing Sustainability and Enabling Circular Economy:** Promoting sustainability and supporting the circular economy by optimizing the trading and recycling of materials, thereby reducing waste and environmental impact.

5. ***To provide business and management consultancy services both within India and internationally, including but not limited to:

1. **Strategic Planning and Advisory:** Offering strategic planning and advisory services to help businesses optimize their operations and achieve their goals.
2. **Operational Efficiency:** Providing consultancy on improving operational efficiency, productivity, and performance across various business functions.
3. **Financial Management:** Offering financial management services, including budgeting, forecasting, and financial analysis.
4. **Market Research and Analysis:** Conducting market research and analysis to provide insights into market trends, competitive landscapes, and business opportunities.
5. **Organizational Development:** Assisting in organizational development, including leadership training, team building, and change management.
6. **Technology Integration:** Advising on the integration of technology solutions to enhance business processes and performance.
7. **Regulatory Compliance:** Providing guidance on regulatory compliance and helping businesses adhere to relevant laws and regulations.
8. **Engineering Consultancy:** Offering engineering consultancy services, including project planning, design, implementation, and management across various engineering disciplines.

6.***To carry on the business of other consultancy services that may be deemed necessary or beneficial for businesses seeking to improve their operations and achieve sustainable growth.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

1. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

2. To carry on business as importers, exporters, buyers and sellers of, and merchants and dealers in, and manufacturers of merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments.

3. To enter into partnership or into any arrangement for sharing profits union of interest, cooperation, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company or companies, foreign or otherwise, carrying on or engaged in or about to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.

4. To apply purchase or otherwise acquire or develop any patents, developments, inventions, trademarks, licenses, concessions and the like conferring any exclusive or nonexclusive or limited right

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Director

to use or any secret or other information to any invention which seem calculated directly or indirectly to benefit the company and to use, exercise develop or grant licenses in respect of or otherwise turn to account the property rights or information so required.

5. To establish, appoint, regulate and discontinue office, agents, representatives, distributors or retailers in all such places as the company may from time to time determine for carrying out all or any of the company's objects and to act as agents of others.

6. To purchase, own take on lease or in exchange or otherwise acquire and undertake all or any part to the business, rights, privileges, property and liabilities of and to amalgamate or enter into partnership or into any arrangement of sharing profits, union of interest cooperation, joint venture, reciprocal concessions or otherwise with, any company having objects altogether or in part similar to those of the company and to lend money to, guarantee the performance or contracts of or subsidize or otherwise assist any such company for such consideration and on such terms as may seem expedient.

7. To promote, establish, undertake, form and to be interested in and to apply for acquire hold and dispose of shares, in any institution, business, pool combine, syndicate, industrial trading of manufacturing or company having objects altogether or in part to those of the company carrying on any business capable of being conducted so as directly or indirectly to benefit the company and to subsidize or assist any industry or undertaking financially or otherwise by issuing or subscribing for or guaranteeing the sub-subscription and issue of shares, stock, debenture stock or other securities such industry or undertaking.

8. To subscribe for, purchase or otherwise acquire, hold sell exchange, description to the stocks, shares, bonds, debentures, debenture-stock, scripts or other securities or obligation of any company or of any authority, supreme, public, municipal local or otherwise and to invent and deal with the funds of the company not immediately required upon such securities and in such manner as may from time to time be determined.

9. To enter into any arrangement with any Government or authority supreme, public, municipal local or otherwise, and to obtain from any such Government or authority any rights, concessions and privileges that may seem conducive to the company's objects, or any of them, and to carry out, exercise and comply with any such arrangements, rights, concessions and privileges.

10. To sell improve, manage, develop, enfranchise, lease out, mortgage dispose of, turn to account or otherwise deal with the whole or any part of the undertaking business or property or sites or the company either together or in such portion and for such consideration as the company may think fit.

11. To advertise and publicize or promote the sale of any goods, articles or things, produced, manufactured, traded or dealt in any manner as may be deemed expedient including advertisement in the press posting of bills the issue or publication of circulars, pamphlets, price-lists leaflets, catalogues, brochures or by the circulation of mementos, gifts and other articles,

12. To manufacture, import, sell, buy and deal in all raw material and other substances uses in the manufactures, production or treatment of any product of other substances, articles and things the manufacture of which the company is authorized to undertake and to turn to accounts, render marketable and deal in any of the by products of the manufacturing process which the company may undertake.

13. To amalgamate with any other company having objects or altogether or in part similar to those of this company.

14. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire, all or any part of the shares, debenture-stocks or other securities of any such other company.

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Manish

Director

15. To pay for any business, property or rights acquired to be acquired by the company and remunerate any person or company and generally or specify and obligation of the company by such payment or by the issue, allotment or transfer of shares of this or any other company.

16. To act as representatives, distributors, agents or brokers whether sole or for a particular territory of any firm or company whether India or Foreign and to appoint representatives, distributors, agents, or brokers whether sole or for different territories of goods produced, imported or purchased, by the company on such terms and conditions as the company shall think fit.

17. To borrow or raise or secure the payment of money from any bank or any financial institution or any other person or persons, NRI, NRO, Foreign Bankers and Institution for the purpose of the Company's main business in such manner and in such terms and with such rights power and privileges as the Company may think fit and particularly by issue of bonds, debentures, bill of exchange, promissory notes or other obligations or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge of the undertaking and/or any of the immovable or movable properties, present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay of any such securities.

18.To pay out of the funds of the company, all expenses which the company may lawfully pay with respect to the formation and registration of the company or the issue of its capital including brokerage and commission for obtaining application for or taking, placing or undertaking or procuring debentures or other securities of the company.

19. Generally to, do all such other things as may appear to be incidental and is any way conducive to the attainment of the above objects or any of them.

20. To carry on the Business of manufacturers, dealers, exporters, and importers in all types of monomers, polymers co-polymers, synthetic resins plastic compounds, laminate products, and other chemicals used in the above.

21. To establish, maintain or subsidise and conduct, organise, sponsor and/or assist research in any field that may seem calculated to promote any of the business which the company is authorised to carry on.

22.To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for pursuance of any of the objects or purposes of the Company.

23. To establish and maintain agencies, branches or appoint representatives, agents, canvassers, selling and buying agents in India or abroad for sale, purchase, exchange, hire, distribution or for any one or more of the objects of the Company and to regularize and or discontinue the same,

24. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise, and by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

4 The Liability of the member(s) is limited, and this liability 1s limited to the amount unpaid, if any, on the shares held by them.

5.****The Authorized Share Capital of the Company is Rs. 15,00,00,000/-(Rupees Fifteen Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 5/- (Rupees Five Only) each.

** Pursuant to the Special Resolution passed in Extra-Ordinary General Meeting dated August 06, 2022, company has altered its MOA by addition of new sub-clauses 3 under clause 3(A).*

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Manish

Director

*** Pursuant to the Special Resolution passed in Extra-Ordinary General Meeting dated March 27, 2023, company has shifted its registered address from Delhi to Haryana.***

****Pursuant to the Special Resolution passed in Extra-Ordinary General Meeting dated July 01, 2024, company has altered its MOA by addition of new clauses 4,5 &6 under clause 3(A).***

****Pursuant to the Ordinary Resolution passed in Extra-Ordinary General Meeting dated July 01, 2024, the authorized Share Capital of the company was increased from Rs. 15,00,000 (Rupees Fifteen Lakhs) divided into 1,50,000 (One Lakh Fifty Thousand) Equity Shares of Face Value of Rs. 10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- each by creation of additional 1,48,50,000 (One Crore Forty-Eight Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- each.***

*****Pursuant to the Special Resolution passed in Extra-Ordinary General Meeting dated August 07, 2024 for Conversion of Exim Routes Private Limited, a private company limited by shares to Exim Routes Limited, a public company limited by shares.***

***** Pursuant to the Ordinary Resolution passed in Extra-Ordinary General Meeting dated August 07, 2024 for split of shares from 1 share of Rs. 10/- each to 2 shares of Rs. 5/-each.***

6.We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	GOVIND RAI GARG S/O SHRI KULWANT RAI GARG R/O D-2/14, RAJASTHANI APARTMENTS, PITAM PURA METRO STATION, PITAMPURA, DELHI-110034, . OCCUPATION: PRACTICING PROFESSIONAL	08147346	10000	Equity	GOVIND RAI GARG	12/04/19
2	BALWINDER SHARMA S/O NARINDER NATH SHARMA R/O NEAR SHANI DEV MANDIR, VPO ADHOYA TEH BARARA, AMBALA, HARYANA-133205, OCCUPATION: BUSINESSMAN	08018505	10000	Equity	BALWINDER SHARMA	12/04/19
3	MANISH GOYAL S/O PURSHOTAM GOYAL R/O H.NO. 3/7, 3RD FLOOR, EAST PATEL NAGAR, DELHI-110008, OCCUPATION: BUSINESSMAN	08126341	70000	Equity	MANISH GOYAL	12/04/19
4	VIJAY KUMAR RATHI S/O JITENDRA PAL SINGH R/O 110, LAL BAGH, GANDHI COLONY, NEW MANDI, MUZAFFARNAGAR, UTTAR PRADESH-251001, OCCUPATION: BUSINESSMAN	AGLPR7436G	10000	Equity	VIJAY KUMAR RATHI	12/04/19
	Total Shares taken		100,000 00	Equity		

For EXIM ROUTES PVT. LTD.

Manish

Director

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCA	RAJESH JHALANI	C-561, DEFENCE COLONY, NEW DELHI-110024, OCCUPATION: CHARTERED ACCOUNTANT IN PRACTICE	074809	RAJESH JHALANI	12/04/19

For EXIM ROUTES PVT. LTD.

Manish

Director