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**MEMORANDUM AND ARTICLES  
OF  
ASSOCIATION  
OF  
NORTH EASTERN CARRYING CORPORATION LIMITED**

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For North Eastern Carrying Corporation Ltd

  
Managing Director



Company No...55-19485

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT UPON CHANGE OF NAME**

*In the Office of the Registrar of Companies, NCT of Delhi & Haryana  
[under the Companies Act, 1956 (1 of 1956)]*

IN THE MATTER OF M/s ..... **N.E.C.C. FINLEASE LTD.** .....

I hereby certify that ..... **N.E.C.C. FINLEASE LTD.** .....

..... which was originally incorporated on ...**FIFTH DECEMBER**.....of One Thousand Nine Hundred and ...**EIGHTY FOUR**... Under the Companies Act, 1956 (Act 1 of 1956) Under the Name .....**PRAKARIMA LEASING PRIVATE LIMITED**.....having duly passed the necessary Resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 read with Government of India, Department of Company Affairs, Notification No. G.S.R. 507(E) dated 24-6-1985 by Registrar of Companies, NCT of Delhi & Haryana, New Delhi vide letter No. ROC/21/19485/639 dated .....**06-10-1999**.....the name of the said Company is this day changed to ...**NORTH EASTERN CARRYING CORPORATION LIMITED**.....and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at.... **NEW DELHI**...this **SIXTH OCTOBER** at **NINETEEN HUNDRED NINETY NINE**.



Sd/-  
**(RAKESH CHANDRA)**  
**REGISTRAR OF COMPANIES**  
**N.C.T. OF DELHI & HARYANA**

For North Eastern Carrying Corporation Ltd.

Managing Director



Company No...55-19485

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

*In the Office of the Registrar of Companies, Delhi & Haryana  
[under the Companies Act, 1956 (1 of 1956)]*

IN THE MATTER OF ..... **PRAKARIMA LEASING LIMITED** .....

I hereby certify that ..... **PRAKARIMA LEASING LIMITED** .....

..... which was originally incorporated on ....FIFTH ..Day of .....DECEMBER.....One Thousand Nine Hundred and....EIGHTY FOUR.... Under the Indian Companies Act, 1913 (Act VII of 1913)/Companies Act (Act 1 of 1956) Under the Name .....PRAKARIMA LEASING PRIVATE LIMITED.....having duly passed the necessary Resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 read with Government of India, Department of Company Affairs, Notification No. G.S.R. 507(E) dated 24-6-1985 by Registrar of Companies, of Delhi & Haryana, New Delhi vide letter No. 21/55-19485/1176 dated ....30-12-1994....the name of the said Company is this day changed to.....N.E.C.C. FINLEASE LIMITED.....and the Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at.... NEW DELHI...this...3rd...day of....JANUARY.....  
(One Thousand Nine Hundred and....NINETY FIVE.....)



Sd/-

(P. SHEELA)

**ASSTT. REGISTRAR OF COMPANIES  
N.C.T. OF DELHI & HARYANA**

Company No...55-19485



**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

*In the Office of the Registrar of Companies, Delhi & Haryana  
[under the Companies Act, 1956 (1 of 1956)]*

IN THE MATTER OF PRAKARIMA LEASING PRIVATE LIMITED

I hereby certify that PRAKARIMA LEASING PRIVATE LIMITED

..... which was originally  
incorporated on 5th Day of DECEMBER 1984 Under the Companies  
Act, 1956 and under the name PRAKARIMA LEASING PRIVATE  
LIMITED....having duly passed the necessary Special Resolution on 17th  
day of DECEMBER, 1984.....in terms of section 21 of the Companies Act,  
1956, that the name of the said Company in this day changed to PRAKARIMA  
LEASING LIMITED..... and this Certificate is issued pursuant to Section 23  
(1) of the said Act.

Given under my hand at NEW DELHI this 16th day of JANUARY.....  
(One Thousand Nine Hundred and NINETY FIVE).....



Sd/-

(J. N. KAUL)

ADDL. REGISTRAR OF COMPANIES  
DELHI & HARYANA



(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)  
MEMORANDUM OF ASSOCIATION  
OF  
NORTH EASTERN CARRYING CORPORATION LIMITED

I. The name of the Company is **NORTH EASTERN CARRYING CORPORATION LIMITED.**

II. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.

III. The objects for which the Company is established are:-

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-**

- 1 To carry on the business of transport, carriage and haulage carriers of goods, materials and passengers from place to place, in India or abroad by means of motor vehicles, trucks, lorries, buses, cars, by surface, sea or air and/ or by any other means of transport.
- 2 To acquire, purchase, take on hire and/or hire purchase or on lease, let on hire, trucks, buses, motor lorries, cars, scooters, tractors, cranes, wire-ropeways and/or other means of transport of all kinds and descriptions for transportation business.
- 3 To carry on the Business of International Air, Surface and Sea Travelling and Transport Agents, Tour operators, Air, Surface and Sea Passenger Traffic and Cargo Booking Agents, Clearing and Forwarding Agents and to carry on the business of Rail Parcel, Goods and Cargo Agents, Custom Clearing Agents, packing and forwarding agents and to facilitate and provide the distribution and Transportation of Cargo whether in India or Abroad and whether by Air, Surface and Sea and to act as shippers, Ship Brokers, Shipping Agents, loading Brokers and Carriers by Air, Surface and water.
- 4 To carry on the business both in India and outside India of couriers and cargo agents and the main and/or sub-agents of any courier/cargo company/firm and to obtain

For North Eastern Carrying Corporation Ltd.

  
Managing Director

agencies of various airlines and to act their general sale agents and IATA agents for the passengers and cargo.

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

1. To amalgamate, or enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture, merger, de-merger, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or to purchase from such company its business as a going concern.
2. To take or otherwise acquire and hold, re-sale, dispose of shares in any other company having objects altogether or in part similar to those of the Company or carry on any business capable of being conducted so as to directly or indirectly benefit the Company.
3. To form, establish or promote any other company, bodies corporate, associations or any other entity either as subsidiary of this Company or otherwise for the purpose of carrying on any of the business or activities of the Company or for the purpose of acquiring or taking over all or any of the property, rights and liabilities of such Company, body corporate, or any other entity or for any other purpose which may directly or indirectly benefit the Company.
4. To employ and/or appoint consultants, professionals, contractors, managers, canvassers, agents and other persons and to establish, undertake, transact, execute, and maintain agencies or branches in any part of India or elsewhere for the purpose of the Company's business and to discharge and to discontinue the same.
5. To engage any person, firm or company for rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or company as may be thought expedient.
6. To negotiate and enter into agreements and contracts with such other individuals, companies, corporations and also organisations in India or abroad for obtaining or providing management, advisory, financial or any other such assistance for carrying out all or any of the objects of the company and also for the purpose of undertaking or activating surveys, research and development of projects on the

basis of know-how, financial participation and for technical collaboration and to acquire or provide necessary intellectual property rights for furthering the objects of the company.

7. To purchase or take on lease or license or in exchange, hire or otherwise acquire and to erect, maintain, reconstruct, any business, assets, undertakings, land, building, offices and any other kind of real and personal property whether movable or immovable, necessary or convenient for the purpose of the business of the Company and for that purpose to enter into any agreement, deed of sale or any kind of arrangement with any party and to create any kind of fund (depreciation, reserve, sinking, insurance) or any other fund for repairing, maintaining, extending, improving or replacing its assets/ properties and also to extend, expand, develop the business of the Company by adding or altering, enlarging all or any of the buildings, premises, machinery and stock in trade for the time being the property of or in possession of the Company and by expending from time to time, such sums of moneys as may be necessary or expedient for the purpose of improving, repairing and maintaining the buildings, machinery and any of the property for the time being of the Company.
8. To exchange, sell, convey, mortgage, assign, license or let on lease or leases the whole or any part of the property (whether movable or immovable) or undertaking of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly the one or partly the other of such other company and to take back or reacquire any property so disposed of by repurchasing, leasing or in any other manner the same for such price or prices and on such terms and conditions as the Company may think fit.
9. To apply for, purchase or otherwise acquire, protect, prolong and renew whether in India or in any part of the world, for the purpose of using in its business, any patents, patent rights, brevets inventions, trademarks, copyrights, designs, licences, concessions, sophisticated technology, brand rights on intellectual property and the like, conferring any exclusive or non-exclusive or limited right to use any secret technical or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company. To use, exercise, develop or grant licences in respect of or otherwise turn to account the property, intellectual

property rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.

10. To undertake research and experiment or to provide funds for research and development and experimentation with regard to any field which the Company may consider useful or remunerative and to obtain or assist in obtaining patent rights or privileges for any such inventions in India, and/or elsewhere and to purchase or otherwise acquire inventions, patents, patent rights, or privileges, invention, trademark designs, licenses, protections, concessions and subsidies which the Company may think proper to acquire and/or to pay for the same such consideration as the Company may think fit.
11. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
12. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
13. To enter into any arrangements with any Government Authorities (Central, State, Municipal, local or others) or company (whether incorporated in India or outside India), firm or person, whether public or private, that may seem conducive to the attainment of Company's objects or any of them and to search for, purchase or obtain from any such Government or other authorities any orders, charters, licenses, authorisations, rights, grants, decrees, privileges and concessions, including those capable of being turned into account which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body, corporation, association and to promote or form any company or companies for the purpose of acquiring all or any part of the property rights and liabilities of the Company or undertaking any business or operations or for any other purpose which may appear likely, directly or indirectly, to assist or benefit the Company or to acquire and undertake the whole or any part of the business, goodwill, property and liabilities of other persons, firms, associations and companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on any business which this company is



authorised to carry on or possessed of any property or rights suitable for the purposes of the company by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the capital thereof or by taking shares therein or by lending money.

15. To invest and deal with the not immediately required moneys of the Company in such manner as may from time to time be determined, including by acquiring fixed assets, movable or immovable properties, and financial instruments of various companies/funds.
16. To accept commission and to employ and remunerate experts or other agents in connection therewith with a view to secure any of the objects of the Company.
17. To lend money to or guarantee or provide security (whether by personal covenant or by mortgage or charge) for any person on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts and engagements by any such persons or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
18. Subject to the provisions of Sections 180, 181 and other applicable provisions of the Companies Act, 2013 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money, other than public deposits, on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. Provided that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

19. To apply for, promote and obtain any order, license or consents of the Central/State Government or other Authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated, directly or indirectly to promote the Company's interests and to oppose any proceedings directly or indirectly that are likely to prejudice the Company's interests.
20. To adopt, carry out or give effect to any pre-incorporation or post-incorporation agreements, arrangements or any modifications or amendments thereto, arrived at between the Company's shareholders, promoters and/or any Government Authority (Central, State, Municipal, local or other), company (whether Indian or Foreign), firm or person for promotion of the Company, provision of technical know-how to the Company and or in respect of any matters concerning the affairs and business of the Company.
21. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal in cheques, drafts, bills of exchange, promissory notes, hundis, debentures, bonds, bills of lading, railway receipts, warrants and other negotiable or transferable instruments.
22. To open and operate an account or accounts with any individual firm or company or with any Bank or Banks and to pay into and to withdraw money from such account or accounts and give any appropriate financial instructions in connection with such account or accounts.
23. To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
24. Subject to the applicable provisions of the Companies Act, 2013, to buy or sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
25. To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the

applicable provisions of the Companies Act, 2013, in the event of winding up of the Company.

26. To pay out of the funds of the Company, where applicable, all expenses of and incidental to the formation, registration, advertisements and establishment of the Company.
27. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.
28. To distribute as bonus shares amongst the members or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
29. Subject to the applicable provisions of the Companies Act, 2013, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals, or bodies corporate.
30. To make and receive gifts of cash, other movable and/or immovable properties.
31. To act as principals, agents, contractors, trustees or otherwise and either by or through agents, trustees, subcontractors or otherwise and either alone or in conjunction with others.
32. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the other business of the Company, or calculated directly or indirectly to promote the interests of the Company, or which may be subsidiary to any of the Company's objects, and to undertake and transact all kinds of agency business.
33. To construct, improve, maintain, develop, work, manage or control any buildings, houses and other buildings including housing for employees and workmen and

others and to provide such facilities and conveniences which may seem directly or indirectly to be for the benefit of the Company and to advance its interests.

34. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds and give or procure the giving of donations, gratuities, pensions, allowances, bonus or emoluments for the benefit of any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other such company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other Company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

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

V. The Authorised Share Capital of the Company is 1,00,00,00,000 (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10 each.

For North Eastern Carrying Corporation Ltd.

  
Managing Director

<sup>1</sup> The Authorised share capital of the Company was increased in Annual General Meeting held on 29<sup>th</sup> September 2021 from Rs. 54,00,00,000 (Rupees Fifty Four Crore Only) to Rs. 1,00,00,00,000 (Rupees One Hundred Crore Only).



VI. 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 opposite our respective names:-

Names, addresses, Description and Occupation of subscribers	No. of Equity shares taken by each subscribers	Signature of Subscribers	Signature, names addresses, description and occupation of witnesses
1) Narendra Khanna Son of Shri Lajpat Rai Khanna 7/45, Old Rajinder Nagar, New Delhi-110060 (Service)	10 (Ten)	Sd/- Narendra Khanna	I, witness the signatures of both the subscribers Sd/- U.K. Singhal Son of Shri H.S. Singhal 42-A, Krishna Nagar, (Safderjung Enclave) New Delhi-110029 Company Consultant
2) Ranjeet Singh Rawat, Son of Shri Jagat Singh Rawat 8298, New Anaj Mandi, Bara Hindu Rao, Delhi-110006 (Business)	10(Ten)	Sd/- Ranjeet Singh Rawat	
Total	20(Twenty) Equity Shares		

Date-15 November, 1984

Place- Delhi

For North Eastern Carrying Corporation Ltd

  
Managing Director