



महाराष्ट्र MAHARASHTRA

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LZ 589234



This Non-Judicial Stamp Paper forms an integral part of the Avenues India Pvt Ltd. Internet Gateway Merchant Legal Agreement executed by _____ (name) on _____ (date)

Signature with Sole proprietor/Private Ltd/Partner Stamp

COMPANY Name
Signature

Attach separately Non-Judicial stamp paper for the value of Rs 600 (100rs three Stamp Paper) OR Franked for the value of Rs 600/-

043251

31 JAN 2015

सोडपत्र- Annexure-II

Agreement

- १. मुद्रा (Seal)
- २. दस्त (Signature)
- ३. दस्त नोंदणी करवावळ बाबत काय ? (Whether it is to be registered?)
- ४. मिलाकरीतने बाबत काय ? (Whether it is to be taken into account?)
- ५. मुद्रा नोंदणी करवावळ बाबत काय ? (Whether it is to be registered?)
- ६. हस्ताक्षर नोंदणी करवावळ बाबत काय ? (Whether it is to be registered?)
- ७. दुय्य्या पक्षकाराचे नाव (Name of the other party)
- ८. मुद्रा शुल्क रक्कम (Stamp Duty Amount)
- ९. मूद्राक विक्रीबाबत काय ? (Whether it is to be sold?)

First Party Name


COMPANY NAME

Avenues India Pvt Ltd

Second Party Name: - Avenues India Pvt Ltd

E-STAMP PAPER

INDIA NON JUDICIAL
Government of National Capital Territory of Delhi
e-Stamp


सत्यमेव जयते

Certificate No.	: IN-DL52142319945796N
Certificate Issued Date	: 01-Jan-2015 12:22 PM
Account Reference	: IMPACC (IV)/ dl916403/ DELHI/ DL-DLH
Unique Doc. Reference	: SUBIN-DL91640301190063513501N
Purchased by	: Company Name
Description of Document	: Article 5 General Agreement
Property Description	: Not Applicable
Consideration Price (Rs.)	: 0 (Zero)
First Party	: AVENUES INDIA PVT LTD
Second Party	: Company Name
Stamp Duty Paid By	: Company Name
Stamp Duty Amount(Rs.)	: 600 (Six Hundred only)

Please write or type below this line.....

"This Non-Judicial Stamp Paper forms an integral part of the Avenues India Pvt Ltd.
Internet Gateway Merchant Legal Agreement Executed by
on 01.01.2015

Signature with Sole proprietor/Private Ltd/Partner Stamp → **COMPANY Name Signature**

Attach separately Non-Judicial stamp paper for the value of Rs 600 (100rs three Stamp Paper) **OR** Franked for the value of Rs 600/- (FRANKING)

Bombay Mercantile Co-Operative Bank Ltd. 78, Behanmedali Road, Mumbai-400 003. D-SSTP(V)/C.R. (1896)G.M/S/3136-339/2009

भारत 68468 143185 15:49 R.0000 600/-PB5449

APR 17 2015

INDIA STAMP DUTY MAHARASHTRA

THIS AGREEMENT is made at Mumbai this 2nd day of APRIL 2015

BETWEEN:

AVENUES (INDIA) PVT. LTD. a company incorporated under the provisions of the Companies Act, 1956 and having its registered and Corporate office at Plaza, Second Floor, Station Road, Santa Cruz (West), Mumbai 400054 (hereinafter referred to as "the Master Merchant", which term shall, unless repugnant to the context or meaning thereof, mean and include its successors and permitted assigns) of the ONE PART;

AND

a company incorporated under the provisions of the Companies Act, 1956 / a partnership firm registered under the provisions of the Indian Partnership Act / provisions of the Limited Liability Partnership Act, 2008/ a proprietorship firm / An Individual having its office at

as "the Sub Merchant", which expression shall unless it be repugnant to the context or meaning hereof shall include (i) in the case of the Sub Merchant being a sole proprietary concern / individual - the heirs, executors, legal representatives and permitted assigns of the Proprietor, (ii) in the case of the Sub Merchant, being a partnership firm for the time being and from time to time of the firm, the survivor or survivors of them, their respective executors, legal representatives and permitted assigns and (iii) in the case of the Sub Merchant, being a Trust- The trustees from time to time, administrators, beneficiaries and the survivor or survivors of them, executors, legal representatives and permitted assigns (as the case may be) of the OTHER PART.

WHEREAS:-

- (i) Various banks, acquiring banks, software providers, Card Associations including Master Card, Diners, Visa, Amex etc and financial institutions, as well as third party service providers (hereinafter referred to collectively as "Facility Providers") offer various facilities to the Master Merchant through the internet, which facilities and services include but are not limited to the provision of net banking facilities, internet based electronic commerce, internet payment gateway and electronic software distribution services and provide authorization and settlement facilities in respect of payment instructions initiated by various customers of the merchants on the merchant's websites ("Services"). These facility providers allows the Master Merchant to use the Internet Payment Gateways developed by them to route credit/charge/ debit card and / or other modes of payment transaction entered into on the internet to third party clearing houses/ Acquiring banks hereinafter be referred to as the ("Acquiring bank and Facility Providers Services").
- (ii) Payment Mechanism means the payment mechanism through the Internet utilizing the Net Banking facility; internet based electronic commerce, internet payment gateway of various Acquiring banks and through such other modes and mechanisms of payment and delivery as may be notified by the Master Merchant from time to time.
- (iii) The Master Merchant is inter alia engaged in the business of accepting instructions from its Sub Merchant through the internet in respect of payments to be made by the Sub merchant's Customers to the Sub Merchant using the facility providers facilities, the Acquiring Bank's services, internet payment gateway and Net Banking facilities and accordingly transfer funds from the Customer's Bank Account to the Sub Merchant's bank account for providing goods and/or services to the customers on the Internet through Websites owned by the Sub Merchant.
- (iv) The Master Merchant has also established a web-site with the domain name www.CCAvenue.com ("the Site") to enable its Sub Merchant to link up with various payment gateways and Acquiring banks so as to enable the Sub Merchant's customers to place orders for purchase and pay for the goods and services through the Internet;
- (v) The Master Merchant has signed up with various banks/ financial institutions and are in process of signing up with more banks and companies offering such Payment gateway facilities, Acquiring bank services and Net banking services through Master Merchant, as well as third party service providers and have requested all them to accept instructions from the Customers of its Sub Merchants through the internet in respect of payments to be made by the Customer to the Sub Merchant and accordingly transfer funds from the Customer's Bank Account to the Master Merchant's Current Account;
- (vi) the Master Merchant is desirous of passing on all these services to its appointed Sub Merchants as more particularly hereinafter provided on the terms and conditions hereinafter appearing and subject to the Sub Merchant giving the indemnities and the declarations hereinafter contained.
- (vii) The Parties hereto are desirous of executing this Agreement to record the terms and conditions of the services as under:-

NOW THE PARTIES HEREBY AGREE AS FOLLOWS:

1. DEFINITIONS:

- 1.1. "Agreement" shall mean this agreement, declaration and indemnity and any and all schedules, appendices, annexures and exhibits attached to it or incorporated in it by reference.
- 1.2. "Customer" means any person holding a Valid Credit Card/Debit card/Net Banking Account or any other payment instrument and who desires to purchase Services or Products from the Sub-merchant and makes payment for the same over the Internet on Master Merchant's Web site using a Valid Credit Card/Debit Card/Net Banking Account.
- 1.3. "Customer Order" shall mean an order for purchase of goods or availing of services provided by the Sub Merchant at the Sub Merchant's Site and made by the Customer at the Sub Merchant's Site and which Customer Order shall be specifically designated by a Customer Order Number on mention or use of which the Sub Merchant could be obtained by the Customer from the Sub Merchant on-line at the Site, including the details of the order.

1

Signature with Sole proprietor/Private Ltd/Partner Stamp

COMPANY Name Signature

Sign and Stamp