

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

SREE MUDRANALAYA TECHNOLOGY PRIVATE LIMITED

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U22210WB2006PTC107203

मैसर्स SREE MUDRANALAYA TECHNOLOGY PVT LTD

के अंशधारकों ने दिनांक 29/05/2008 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा कोलकाता में यह प्रमाण-पत्र, आज दिनांक सत्राह जून दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

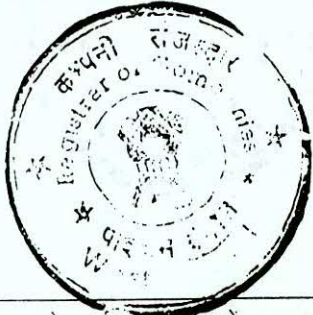
Certificate of Registration of the Special Resolution Confirming Alteration of Object
Clause(s)

Corporate Identity Number : U22210WB2006PTC107203

The share holders of M/s SREE MUDRANALAYA TECHNOLOGY PVT LTD having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 29/05/2008 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Kolkata this Seventeenth day of June Two Thousand Eight.



(DEBASISH BANDOPADHYAY)

कम्पनी रजिस्ट्रार / Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

SREE MUDRANALAYA TECHNOLOGY PVT LTD
12, BINOD SAHA LANE,, KOLKATA - 700006,
West Bengal, INDIA



प्रारूप : आई.आर
Form: I.R

निगमन का प्रमाण पत्र
Certificate of Incorporation

तारीख 20 पौष 1927 शक को
Cin No: U72200WB2006PTC107203

सिन संख्या: यू 72200 प.बं.2006पीटीसी 107203
of date January 10, 2006

मैं एतद्वारा प्रमाणित करता हूँ कि आज SREE MUDRANALAYA TECHNOLOGY PRIVATE LIMITED कम्पनी अधिनियम 1956 (1956 का सं० 1) के अधीन निगमित की गई है और वह परिसीमित है।

I hereby Certify that SREE MUDRANALAYA TECHNOLOGY PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर के साथ कोलकाता में तारीख 20 पौष 1927 शक संवत् को दिया गया।

Given under my hand at Kolkata this 10th day of January two thousand Six.



(डी. बन्दोपाध्याय)
(D. Bandopadhyay)

उप कंपनी रजिस्ट्रार, पश्चिम बंगाल
Dy. Registrar of Companies, West Bengal

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SREE MUDRANALAYA TECHNOLOGY PRIVATE LIMITED

- I. The name of the Company is **SREE MUDRANALAYA TECHNOLOGY PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the company is established are the following:-
 - A) **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 - (1) To carry on the business as printers, publishers, stationers, lithographers, electrotypes, phonographers, printers, stereotypes, graphic designers, pre media services, pre press services, post press services, multi media & audio visual projects, web designers, designers, creative works, photographic printers, art printers, photolithographer, chromolithographers, embossers, die-stampers, lithographers and engravers, die-sinkers, book binders, draftsman, paper and ink manufacturers, papermakers, paperbags makers, type printers, envelope manufacturers, account book manufacturers, machine rulers, numerical printers, bag-makers, event managers, coordinators, art-direction, card board manufacturers, ticket manufacturers, calenders and book-sellers, diary printers, dealers in playing cards, visiting cards, railway, festive, complimentary, wedding cards or other ceremonial cards.
 - (2) To engage in and to carry on the business of systems & software development, consulting and marketing activities in all and any information management and technology areas, including, software development, software marketing, software maintenance, software conversion/rewrite, and software reengineering of projects and products of any and all descriptions, all types of Web-based applications & services including Web-hosting, using, subscribing for and availing internet connectivity, satellite link and any & all kinds of data communication devices executable both in India and abroad.
 - (3) To carry on the business of buyers, sellers, suppliers, traders, exporters, importers, developers, indenters, brokers, agents, commission agents, carriers or in any other capacity, assemblers, repairers, packers, stockists, distributors, lessor, hire purchaser and dealers, selling agents or otherwise deal in any other manner, in electrical and electronic appliances and apparatus and systems of every description, Computers, Computer Hardware, Computer Software, Calculators, Word Processors, Printers, Typewriters, Data Processing Equipments, Software & Hardware integrated circuit, Silicon Chips or any other Consumer Equipment, Communication equipment, Display Devices, Printing Devices and allied equipments & machines and to develop, design and sell or otherwise give on hire computer programs, and to act as computer specialists, counselors, advisors, programmers, and to do all & anything required in connection with sale, assembly, integration, arrangement, installation, and operating of computer, Software & Hardware Programming, Data Processing, giving and/or taking computer on hire and in other matters as may be necessary for the business of computers.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO ATTAINMENT OF MAIN OBJECTS:

- | | |
|--|---|
| Construction,
Manufacturing etc. | 1. To purchase, acquire or take on lease, hire, erect, construct, improve, develop, charge, build, let out, exchange, sale, deal in land, building, flats, rooms, showrooms, auditoriums, halls, markets, sheds, factories, mills, workshops, paints, farms and to do all such acts and things necessary in connection therewith, to carry on all or any of the business or proprietors work, safe deposit vaults, laboratories, plantations, and other industrial undertakings and to manufacture, assemble, export, import and deal in products and by products thereof and machines, equipments, accessories, and raw materials, required in connection therewith, in which the company is authorised to carry on business. |
| Acquire and
undertake business | 2. To acquire or otherwise undertake the whole or any part of the business, property, assets and liabilities of any person or company carrying on any business which the company is authorised to carry on or possessed of property suitable for the purpose of the company. |
| Promotion of
company | 3. To promote, form or acquire any Company and to take, purchase, subscribe or acquire shares or interest in Company and to transfer to any such Company any property of this Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and securities in or of any company or companies either out of its own surplus funds or out of the funds that it might borrow by issue of share, debenture or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such Company. |
| Programmes for
rural development,
social and
economic welfare
etc. | 4. To undertake, carry out, promote and sponsor rural development including any program for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure or any program of rural development and to assist in execution and promotion thereof either directly or through an independent agency or by payment of any sum to an association or institution having the object of undertaking any program on rural development or in any other manner. Without prejudice to the generality of the foregoing, program of rural development shall also include any program for promoting the social economic welfare of or the uplift to the public in any 'rural areas' shall include such area as may be regarded as rural areas for the purpose of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may, in order to implement any of the above mentioned objects or purposes, transferor divest the ownership of any property of the Company without consideration, or at such fair or concessional value as the Directors may think fit to or in favour of any public or local body or authority or Central or State Government of any public institution or Trusts of Funds or any society registered under the Societies Registration Act, 1860 or bodies Corporate registered under the Companies Act, 1956 as the Directors may approve. |
| Promotion and
growth of national
economy etc. | 5. To undertake, carry out, promote and sponsor or assist activity for the promotion and growth of national economy and for discharging what the directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards for giving scholarships or any other assistance to deserving student or other scholars or persons to enable them to procure their studies or academic pursuits or researches and for establishing, conducting, to assist any institution, fund, trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and the Directors may in order to implement any of the above mentioned objects or purposes transfer or divest the ownership of any property of the Company without consideration or at such fair or concessional value as the Directors may think fit to or in favour of any public or local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds or any Society registered under the Societies Registration Act, 1960 or Bodies Corporate registered under the Companies Act, 1956 as the Directors may approve. |
| Amalgamation | 6. To amalgamate with any Company subject to the provisions of the Companies Act, 1956. |
| Partnership | 7. To enter into partnership or into any arrangement for sharing profits, union of interests, cartels, co-operation, joint venture, reciprocal concession or to lend money or to guarantee the contracts of or otherwise assist any such person or Company. |
| Investment of
surplus money | 8. To invest and deal with the surplus moneys of the Company not immediately required in such manner as may from time to time be determined by the directors. |

- Disposal of undertaking and property of company 9. To sale, let, exchange or otherwise deal with 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 the Company.
- Lending money 10. Subject to the provisions of the Companies Act, 1956 and the rules framed thereunder and directives issued by the RBI to receive money on interest or otherwise lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without any security to such person and on such terms as may seem expedient and to customers or any persons having dealings with the Company, but not amounting to any Banking business as defined under the Banking Regulation Act, 1949, but the company shall not carry on any Chit Fund business.
- Purchase or acquire patents etc. 11. To purchase or otherwise acquire any patents, bravets, de invention, licenses, concession, copyrights, exhibition rights, trade marks and the likes of conferring any exclusive or limited right to use any invention, process or article which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop or grant license in respect of or otherwise turn to account the property so acquired.
- Establishment of Institution, Association, Provident Fund, etc. 12. To establish and support or aid in the establishment and support of Association, Institution, Provident Funds, and other funds, trusts and conveniences calculated to assist the company in the conduct of its business or to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, donate, or guarantee money for charitable, religious or benevolent or any other objects beneficial to the Company or public or for any exhibition or useful objects or for any other purpose which the directors may consider reasonable, but not intended to serve any political cause or purpose.
- Negotiable Instrument 13. To make, draw, accept, hold, endorse, issue and otherwise negotiate all kinds of negotiable or transferable securities and instruments including promissory notes, drafts, hundies, bills of exchange, corporate guarantee, bills of lading and securities, issued by the State or Central Government in India or by any foreign Government and to carry on the business of share and stock brokers, but not to do the business of Banking within the meaning of Banking Regulation Act, 1949.
- Guarantee 14. To guarantee the performance of any contracts by members or persons having dealings with the Company for the purpose of the business of Company and to guarantee the payment of money, unsecured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligation, and other securities of any Company or of any authority, Central, State, Municipal, Local or otherwise, or of any person whomsoever whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture stocks or other securities or obligations of any company or association and to pay or provide for brokerage, commission and under writing in respect of any such issue, and to transact all kinds of trust and agency business in which the Company is authorised to carry on relating to the business.
- Borrowing 15. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and/or by the issue of debentures perpetual or otherwise charges upon all or any of the company's property, stock-in-trade and other movable or immovable assets and book debts and claims-inaction both present and future including its uncalled capital if any, and to apply the same or any part thereof for all or any purpose of the company and to purchase, redeem or pay off any such securities.
- Payment for services 16. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company and/or the issue of its capital or which the Company shall consider to be preliminary expenses including therein the cost of advertising, printing and stationary, commission for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and expenses attendant upon the formation of agencies, branches and local boards.
- Establishing Agencies and Branches 17. To establish and maintain agencies or Branches at any places or place in the world for the conduct of the business of the Company.
- Creation of Fund 18. To create any Depreciation Funds, Reserve Fund, Insurance Fund, Sinking Fund, Debenture Fund or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or for redemption of redeemable preference shares or for any other purpose conducive to the interests of the Company.

- Generation of power 19. To buy or generate for its own use electricity, steam, gas or any other forms and sources of power.
- Opening of Bank Account 20. To open current, overdraft, loan, cash credit account, Demat account in India or out of India or at any places in the World, deposit or savings bank account with any bank, company, firm and or any person and to draw and endorse cheques pay-slips, telegraphic transfers and to withdraw moneys from such account and otherwise to operate thereon.
- Opening of Demat Account 21. To open demat account for securities, shares, gold, silver, bullion or any commodity with any depository participant in India or any part of World.
- Properties 22. To manage, let, mortgage, sell, under let, or otherwise turn to account, or dispose of or deal with all or any part of the real or immovable and personal or movable property, Goodwill and rights of the company whenever and however acquired.
- Establishing business houses 23. To open branches, sub office, depots and multiple shops in any state of India or outside India and to appoint agents, stockists, distributors, sub-distributors and brokers to procure orders, market or sell the products of the company or the goods of any other firm or company in which this company may be dealing.
- Employees Welfare 24. To provide for the welfare of employees (including Directors and Ex-Directors) of the company and the wives, widows and families of the dependents or connections of such persons by building or contributing to the building of dwelling houses or quarters or chawls, to grant money, pensions, gratuities, allowances, bonuses, profits sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund, institutions funds, profits sharing or other schemes, or trusts and by providing or subscribing contribution towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as the company shall think fit and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
- Technical information and know-how 25. To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing, and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant, machinery or apparatus required for attaining the main objects of the company and to acquire any grant of license and other rights and benefits in connection there with.
- Carrying on of other business 26. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to under take with a view to improving, developing, rendering, valuable or turning to account any property real, or personnel, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals agents, trustees, contractors or otherwise and either alone or in conjunction with other and either by through agents, sub-contractors, trustees or otherwise.
- Research laboratories, colleges and provisions of lectures 27. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for medical, scientific and technical research/ and experiments/ and to under take and carry on all medical scientific and technical, experiments and tests of all kinds and promote invention studies and research both medical scientific and technical, shops, libraries, lectures, meetings and conferences on the designated areas and by providing for awards of scholarships prizes, grants to Students or otherwise and generally to encourage promote and reward studies, researches, investigations, experiments, tests, inventions of any kind, that may be considered likely to assist business of the company and to engage, employ, nominate or contract with any research consultants either in India or abroad and either permanently or for a specific project or matter to enter into any contract or arrangement with any other firm or company dealing in any products or industries within the objects of this company for the purposes of carrying on any research experiment tests or investigations on behalf of the Company or for its benefit.
- Aid to lab and other industrial associations 28. To aid pecuniarily or otherwise any association, body or movement having for an objects the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- Government and other concessions and to promote and oppose legislations 29. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely

directly or indirectly, to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company by lawful means any charters, contractors, decrees, rights, grants, loans, privileges or concessions which the company may think fit desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

- Publicity 30. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art of interest, by publication of books, pictures, and periodicals and by granting prizes, rewards and donations, or in such other manner as the Company may deem desirable.
- Trusts 31. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise and vest any real or personal property rights or interests acquired by or belonging to the Company in and person or in company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- Donations 32. Subject to the provisions of the Companies Act, 1956, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the compliance of Central and State laws.
- Distribution in Specie 33. Subject to the provisions of any law for the time being in force to distribute among the members in specie any property of the Company, any proceeds of sale or disposal of any property of the Company in the event of winding up.
- Dividend 34. To distribute among the members of the Company dividends including bonus shares (including fractional share certificates) out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under law.
- To do all other things 35. To do all other things as may be required for carrying on the objects and business of the Company.

C) OTHER OBJECTS:

- (1). To carry on the business as manufacture, alter, convert, modify, buy, sell, export, import, or otherwise deal in any other manner, in electrical and electronic appliances and apparatus and systems of every description and stores of all kinds including Computers, Calculators, word Processors, Printer, Typewriters, Data Processing Equipment, Software and Hardware integrated circuit. Silicon Chips or any other consumer equipment, Communication equipment display devices, printing devices, high frequency apparatus magnet components, air borne equipment, infer red tubes; generation and servo control equipment, control systems and allied equipment and machines and to conduct bureau of complete serviced peripherals, and all other device and accessories, spare parts, components and all kinds of instruments apparatus, equipments and gadgets use for or in connection with any of the aforesaid matter or products and to develop design and sell or otherwise give on hire computer programs, and to act as computer specialists, counselors, advisors, programmers and to do all the anything required in connection with manufacture, sale, assembly, integration, arrangement, installation, and operating of computer, software and hardware programming, data processing giving and/or taking on hire computer time and in other matters as may be necessary for or in relation to the business of computers and to establish, set-up, organize, maintain, support, assist and/or conduct training classes, lectures, seminars, symposium on subjects and in respect of operating computers, computer programming, computer training, computer manufacturing, computer technology development of hardware and software, state of the art of computer technology.
- (2). To carry on business as manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, commission agents, merchants, preparers, preservers, canners, refiners, bottlers, distributors, and concessionaries and dealers of all types of confectioneries including flour, cakes, pastries, cornflakes, bread, biscuits, chocolates, sweets, fruit drops, sugar, glucose, chewing gums, milk, cream, ice, ice-creams, aerated or mineral waters, fruit juices, wines, liquors and other alcoholic drinks and fermentation products, canned fruits and food products, milk and malted foods, tobacco/cigarettes, cigars, protein foods, maize products, butters, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea, cocoa seeds, processed seeds, fodder of cattle & poultry, fruits and all kinds of processed food as well as materials required or used for preparation of or being food articles, franchise in soft drinks, meats, eggs, poultry, vegetables, canned and tinned foods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals, beverages, cordials, tonics, restorative and aerated mineral waters, to bottle soft drinks under franchise and food-stuffs, consumable provision of every description for human or animal consumption and to carry on the business of preservation, dehydration, freezing, freezedrying, drying, canning, tinning, bottling and packing of all or any of the produces and products mentioned above and food stuffs, provisions and consumable materials of all kinds including pulses and spices and other agricultural products, ice-candy, ice-cream and other ice products, carbonated wines, liquors and other alcoholic, non-alcoholic or synthetic drink,

dairy products, fresh, dehydrated, oils, seeds, and other farm, agricultural or food products and to provide for cold storage or preservation of such products, medicines for own business or for hire by others, dietetic products, instant foods, cereal products, wheat flakes, Maize flakes, rice flakes table delicacies, all types of soups, food stuffs, soyamilk, soyamilk products and preparations, soyabean based foods including spray dried milk powders, cheeses, curd, ice cream, other preparations, of soya cereals and lentils including flour and dal soya, snack foods, soya sweets, soya cookies and confectioneries including biscuits, breads, cakes, pastries nuts, toffees, and soya beverages and other allied products, malted milk, milk powder, skimmed milk powder, whole milk powder, ice milk, milk foods.

- (3). To carry on the business as contractors, erectors, metallurgists, to act as Consultants and to advice and assist and to develop procedures and principles and to carry on research into all matters and problems relating to the administration, management, organisation, warehousing, registrars, production, finance, personnel, advertising and public relations, public welfare, marketing, technology, quality control, computer applications, software, company law matters, formation of company, productivity, planning, research and development, industrial relations, accountancy, legal, income tax, sales tax, professional tax, entry tax, excise, customs, corporation or municipal tax, training of personnel for industry or business purposes, marketing, purchasing, importing and exporting, selling methods and principles, to collect, prepare distribute and circulate data, statistics and information, relating to any type of business or industry, to analyse, collate, examine, consider, formulate, report and recommend on the means and/or methods for extending and/or developing and/or improving any type of business or industry, organisation and methods, techniques and procedures, to consider and evaluate problems relating to mills, manufacture, production, mining, engineering, storage, distribution, finance marketing and sale and to make valuations and surveys and to acquire obtain, supply, provide, maintain, any patents, trade marks, designs, technical know-how and the like for the benefit of any person, company, corporate body, firm, trust, association, society or organisation whatsoever and/or relating to the rendering of any services, legal and any other services which may either directly or indirectly to enhance the value, if any, of the company's properties to enter into agreement for collaboration, joint venture or the acquisition or disposal or assets including technical and other 'know-how' and management and to make evaluations, feasibility studies, project reports, forecast and surveys and to give expert advice and suggest ways and means for improving efficiency in mines, trades, plantations, business organisations, registered or co-operative societies, partnership or proprietary concerns and industries of all kind in India and elsewhere in the world and improvement of business management, office organisation and export management to supply to and provide, maintain and operate services, facilities, conveniences, bureau and the like for the benefit of any persons, company, corporate body, firms, trust, association, society or other organisation whether in India or abroad ; to recruit and/or advise on the recruitment of staff for any Company and to undertake the supervision of any business or operations any company or registered or co-operative society, partnership or proprietary concern including in particular but not limiting the generality of the foregoing to establish, assist, run and maintain purchasing organisation for effecting economy in purchase by any company and sales. export and marketing organisations for popularising the use of creating markets for and for effecting sales and export of any products merchandise or goods of any company, turnkey projects, legal and secretarial services, personnel services, EDP services, engineering and technical services, to collect and disseminate statistical, costing, commercial, financial and economic information including issue of bulletins and to undertake liaison work and public relation on behalf of any company, and to take part in the formation, supervision or control of the business.
- (4)(a). To carry on the business of growers, cultivators, producers, manufacturers, procesers, formulators, bottlers, canners, preservers, co-opters, dehydrators, planters, blenders, buyers, sellers, exporters, importers, commission agents, brokers of and dealers in all types of vegetable products, food products, agricultural products, natural vegetative products, fruits, plantation crops, Textile crops, Edible grains or seeds, cultivatable seeds, trees, grass, woods, timber, seeds of all types, orchard crops, aromatic substances, rubber, forestry products and other produce of the soil, whether of spontaneous growth or not and also to process all these products whether by machine, or by hand or by any other process and for these purposes layout, construct, purchase, take on lease or otherwise acquire, alter, equip, maintain and work estates, lands, buildings, vineyards, gardens, godowns, plantations, farms and other places for growing, keeping, brewing, storing, preparing, further processing, cultivation, and reproduction of seeds and other reproductive vegetative materials of all types, and for all the products referred above and to render marketable and transport by any means whether in bulk or in packeted or concentrated form all the above mentioned products.
- (b). To carry on business as manufacturers, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, commission agents, merchants of all kinds of spices & pulses, tea, coffee, cardamom, paper and rubber, vegetable products and also as foreman, dairyman, mill contractors, dairy foreman, millers, purveyers and vendors of milk, cream, cheese butter, poultry and provisions or all kinds, growers of and dealers in corn, hay and straw, seedamen and cinchona, rubber, jute, cereals, oilseeds, cotton, sugarcane, plants, and timber wood, lintels, droppings, cotton waste, jute waste, cotton seeds, jute seeds, bamboo, grass, straw, jute rejections, jute cuttings, jute sticks, sisal fibre, flax, hemp, hessian, gunnies, sugarcane, asbestos, rags, waste paper, water hyacinth of any kind of pulp or other fibrous substances or things prepared from these or from any other vegetables, minerals, chemicals or any other substances and also to prepare, manufacture, cut, spin weave or knit fibres or fibrous materials, filaments, yarns, cloths whether grey, bleached, unbleached, dyed, printed, knitted, looped, creped, crinkled or felt and such other fabrics or things as may be practicable or deemed expedient and deal in or otherwise handle any of the foregoing commodities, rice, oil, paddy, sugar, atta, hemp, flax, paper, cotton, and all other agricultural products, kerosine oil, gunnies, twine, yarn, ropes, cloth and textile fabrics and to purchase, take on lease, hire and otherwise, acquire, establish and maintain and work oil, dal, rice, flour, sugar, cement, textile, paper, tea, coffee, cocoa or any other beverages, all varieties of food products, dairy and milk products, cereals, vegetables,

spices, essential oils, and to buy, sell, store, further process, sort, grade or otherwise prepare packages and import, export, despatch, dispose of and deal in and trade in all or any of the aforesaid produce or commodities, things and products, either in processed, finished manmanufactured or raw state, by retail, wholesale or otherwise.

- (c). To carry on business as manufacturers, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, commission agents, merchants of all kinds of spices & pulses including Aloes, Parsle, King's Cumin, Thymol, Ginger, Opium, Amber, Catechu, Camphor, Cubeb, Musk, Black-pepper, Nux vomica, Saffron, Chalk, Yeast, Ruddle, Sandle, Stone-flower, Nutmeg, Mace, Cumin-seed, Basil, Copperas or Blue Vitriol, Cassia, Cinnamon, Salt, Alum, Orris-root, Indian Madder, Gall-Nut, Red Pepper or Chilli, Aloe, Bitumen, Soap-nut, cloves, Cardamom, Chromealum, Benzoin, saltpetre, Arsenic, Alkali, Litharge, Sago, Cinnabar, Betel-nut, Senna, Vinegar, Alabaster, Dry-ginger, Borax, Aniseed, Turmeric, Myrobalan, Asafoetida.
- (5). To carry on all kinds of business of manufacturers, exporters, importers, repairers, lease out, dealers, assemblers, and distributors of radios, radios and transistors, electronic equipment including television and computers, oxygen and acetylene, electrodes, including graphic electrodes, weighing scales, refractories, batteries, agricultural equipments, thermometers, flashlight, video cassette recorder detonators and explosive, calculators, typewriters and all forms of office equipments, magnets, gauges and precision instruments, conductors, rectifiers, capacitors, meters, matches, grinding and abrasive equipment, potteries, lighting equipment, radio-grams, gramophones, wireless apparatus, domestic and commercial refrigerators, coolers, freezers of all kinds, electrical and electronic appliances and apparatus of every description, telecommunication requisites and supplies and electrical and electronic apparatus, appliances equipment and other articles, instruments and things required for or capable of being used for on in connection with the generation, transformation, propagation, radiation, distribution, supply, accumulation and employment or application of electricity for radiating, wires for wireless signaling, lighting heating, motive power, X-ray, medical and other purposes whatsoever, and to manufacture, construct, maintain, carry out, repair, alter, work, buy, sell, let on hire and otherwise deal in works, plant and machinery, apparatus, fittings, furnishings, tools, materials, products, conveniences and things of all kinds capable of being used in connection with such purposes of any kind, including cables, wires, lines stations, exchanges, accumulators, dynamos, motors, batteries, switching, regulating, controlling, signaling and radical apparatus, lamps, meters and engines. humidifying, dehumidifying, ventilating, and cooling plants, room-coolers and air-conditioning of all kinds records, bare and rubber, and rubber insulated wires & cables, flexible-cords, electric switches and switch gears, consumer and domestic appliances loud speakers, transformers, microphones, transmitters, amplifiers, receivers, public address equipment of all kinds and accessories of all kinds used in the manufacture, installation, erection, repairs, maintenance and working thereof contents, all types of digital, personal, scientific and commercial computers, all types of discrete silicon, semiconductor devices, integrated circuits and silicon transistors, audio cassettes, printed circuit cards, audio magnetic tapes, cassettes, jumbo rolls, hubs, cartridges and pancakes, ceramic / magnetic cartridges, stylus for record players / changers and transformers for all kinds of T.V's receivers, electrolytic capacitors, antenna and loud-speakers, metal film / metal oxide film resistors, microphones, R.F. / I.F. coils, tape deck, telescope and T.V. antenna testing and cleaning cassettes, T.V. deflection coil for T.V. & T.V. tuner, video-cassettes, video, magnetic tapes for hubs, connectors, electronic printed wiring board disc, printing card, floppy, diskette continuous paper stationery for computer, modern capsule, armature, T.V. peripherals, and spare parts, computer terminals and all other electronic and electrical related to computer and all kinds of electronic industry equipments, spare tools, tackles testing equipments and apparatus and computer peripherals T.V. picture Tubes, ray tubes. lamps, motors, fans, and electric goods, plastic and light material products, equipments and accessories of all kinds, cold storage equipments and all articles and things used in manufacturer, construction, erection, maintenance and working thereof in connection therewith in any way whatsoever and to repair the same and their machinery and apparatus etc.
- (6). To carry on business as producers, manufacturers, processors, converters, refines, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers, sellers and compressing of all types of gases including liquefied carbonic acid gas, oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium, sulphuric acid, ice, aerating machinery and parts thereof, empty cylinders, stoves, engines and all other types and kinds of gases and acids required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport, vehicles, space rocks and crafts, communication, objects, and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plant producing water, chemicals or fuels, pesticide, defence or welfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing any of such gases and products and to act as sellers of and dealers in all machinery, chemicals and other materials incidental to the manufacture of all the above mentioned items & products, and parts thereof and to transact all preparing processes and mercantile business that may be necessary or expedient and to purchase and vend the raw materials and manufactured articles including gas cylinders and parts thereof and all other apparatus and conveniences which may seem calculated, directly or indirectly, to promote the consumption of gas.
- (7). To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematography films, and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical, lighting appliances, instruments, equipments, and machines, and to construct, establish, own, hire, or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theaters, buildings open air theaters, bars, restaurants, and other buildings or work

required for the purpose of production, distribution or exhibition of the films, operas, stage plays, dances, operettas, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade, concerts, circus or other performances and entertainments, and to act as dealers, importers exporters of musical instruments and records, tapes, cinema and film projectors and cameras, wigs and other products or materials related or related or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to any play or story, script, musical songs and lyric, book, article or any technique by producing, purchasing or otherwise acquiring and to use, exercise, develop, or exploit or turn to account such rights for the business of the Company; and to act as agents for training, retaining, arranging, and supplying artists, stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or others for Film, Cinema or business.

- (8). To acquire, take over, promote, establish and carry on all or any of the business of manufacture of oil from groundnut, linseed, cotton seeds, soya, sunflower and other seeds rice bran and other oil cakes, oil extraction by crushing by chemical or any other processes, cake and oil manufacturers, oil refiners, manufacturers of hydrogenated ghee and all other similar and allied products, manufacturers of soap, glycerine, all kinds of fatty acids, makers and manufacturers of cattle food, fodder and feeding and fattening preparations of all descriptions, and to manufacture, buy, sell, import, export and deal in oil, oil grains, oil cakes and allied products.
- (9). To carry on business as manufacturers, producers, dealers, purchasers, sellers, processors, importers, exporters, stockists, agents, brokers, traders and retailers of all kinds paper, envelopes, cardboard, and all board dyers, bleacher and tanners of and boards and articles and from paper or pulp (mechanical or wood) and materials used in manufacture of, treatment of, paper including writing, printing, wrapping and tissues, news-print, paper for packing including corrugated, and craft paper, synthetic paper, paper board, straw board, card boards, card-board boxes, leather board, mill boards, paste boards, pulp boards etc., and all kinds of pulp whether mechanical or chemical or including dissolving pulp and to manufactures, process, buy, sell, import, export or otherwise deal in all kinds of card board packing, plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of leather, plastic H. D. P. L. D. P., polypropylene plastic, P. V. C., and other man made fibrous materials and any article which can be manufactured out of pulp compressed paper or paper stock and to sell in either a raw or partially or wholly completed prepared state all such paper envelopes, cardboard, mill board, fibers substances, pulp or things as may furnish materials for paper manufacturing.
- (10). To carry on all or any of the businesses of brewers and malters, hop merchants, wine and spirit merchants and importers, and distillers, coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of and dealers in aerated and mineral waters, and other drinks, licensed victualers, hotel keepers, ice manufacturers and merchants, tobacconists, farmers, dairy-men, yeast dealers, grain sellers and driers, timber merchants, brick makers, finings manufacturers, and isin-glass merchants.
- (11). To carry on the business as buyers, sellers, suppliers, traders, manufacturers, producers, exporters, importers, indentors, brokers, agents, commission agents, carriers, packers, stockists, distributors, dealers and in any other capacity in all chemicals both organic and inorganic in general and in particular soda ash, caustic soda, sulphuric acid, super phosphate, ammonium chloride, di-calcium phosphate, alcohol, choline, polyvinyl chloride, carbon- tetra-chloride, trichlorethylene, parchlore-ethylene, ethylene, dichlorides, carbon disulphide, barium chloride, aluminum trichloride, titanium tetrachloride etc., alkalis acids, acidifiers, acidifiable, and alkaliferous, alkalifiable and alkaligenous properties or materials, cordials, drugs, tanins, essences and pharmaceutical, photo graphical, sizing, medical, industrial and other preparations, mineral and other waters, oils, paints, pigments and varnishes, compounds, drugs, dye stuff, organic or mineral intermediates of paints and colour grinders, in India or in any part of the World.
- (12)(a). To carry on all types of selling and purchasing activities directly (both in internal and external markets on its own or as sales, purchase or commission agents and brokers) to act as Service Agents for providing services after sales and other technical services; to carry on business as marketing technical consultants both in internal and external markets.
- (b). To act as selling agents, sales organizers as well as consultants, agents and advisers in all the respective branches and in such capacity to give advice and information and render services in person, a firm, company or body incorporate or authority or Government which may be given or rendered while carrying on such business as aforesaid which may lead to or be conducive to the adoption by the constituents or principals or generally, of:
- i) efficient methods of effecting sales and marketing goods;
 - ii) economy in effecting sales and marketing goods;
 - iii) rendering of all services whether incidental to the above or not.
- (13). To carry on business as manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers in synthetic rubber, elastomers, synthetic resins, carbon black, rubber latex, plastics, latexes and formulations thereof including reclaimed rubber, natural rubber resins, compounds and other products, petrochemicals, calcium carbide, styrenes, butadiene, ethylene, ethylalcohol, hydrocarbon, petroleum fractions, inorganic chemicals, organic chemicals, fine chemicals, including photographic chemicals, paints, varnishes and enamels, coke, over byproducts, coal, tar distillation products like naphthalene, anthracene, benzene, phenol, and the like phthalic anhydride, asbestos paper and special joining materials graphite and silicon carbide crucibles, cryolite, aluminum fluoride, bromine, electrodes including graphite electrodes, arc welding rods, calcinen petroleum coke, salt and allied products, caustic soda, chlorine, thermosetting and thermoplastic,

plastic and compounding agents and additives thereof, caprolactum and allied chemical, amine and plasticizers, enzymes, acids, amino acids, sulphates and other synthetic chemical and chemical substances-basic, intermediate, finished or otherwise.

- (14). To manufacture, export, import, buy, sell, hire, lease, out and deal in GAS lamps, electric bulbs, tube lights and other types of bulbs, lamps, or tubes and voltaic battery cells, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vacuoles, defense, establishments, army navy, and air force for wireless, radios, torches, toys, electric and electronic equipments or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids, and other appliances working on such batteries and such items and goods, which may be useful, akin or otherwise connected with any one or more of the aforesaid items or products.
- (15). To produce, manufacture, trade, treat, process, refine, import, export, purchase, sell and to deal in and to act as brokers, agents, contractors, technical advisors, consultants, stockists, distributors and suppliers of all kinds of Cement whether ordinary, clinker, white, coloured, portland pozzolona, blast-furnace, silica, mortar suitable for asbestos cement pipes or otherwise and cement products of any description, such as pipes, poles, slabs, asbestos sheets, blocks, tiles and gardeners.
- (16). To carry on the business of cultivators of tobacco, manufactures of dealers in tobacco cigars, cigarettes, snuff and other products composed wholly or in part of tobacco, snuff grinders and merchants and manufacturers of and dealers in boxes, covers packages and other receptacles for holding tobacco, cigarettes or cigars and any other articles and things used in the consumption of tobacco or which are required by or may be convenient to smokers or are commonly dealt in by tobacconists.
- (17). To carry on the business of cold storage, refrigeration, cooking dehydrating preserving, canning of any product on company's account or as contractors for any Governmental, municipal body or individual on such terms and conditions as the Directors may think fit.
- (18). To carry on business as designers, fabricators, manufacturers, importers, exporters, contractors, constructors, and erectors of buildings, plants and machineries of all kinds and to provide all services and facilities in connection therewith and to act as contractors for the supply of labour, personnel and expert man power in India or in any part of the world.
- (19)(a). To carry on all kinds of Agency businesses including that of Clearing Agents, Freight Contractors, Steamer Agents, Forwarding Agents, Licensing Agents and General Brokers.
- (b). To carry on the business of carriers and transport agents and provide for transport of passengers and goods by railway, steamer, motor services, aeroplanes or any form of locomotion, and of all kinds of Agency businesses including that of Clearing Agents, Freight Contractors, Steamer Agents, Forwarding Agents, Licensing Agents and General Brokers and to act as shipping agents, stevedores, freight and chartering brokers, ship brokers, charters, of vessels, suppliers and surveyors of ships and other vessels and boating contractors.
- (20). To carry on the business of house shop, house hold goods exhibition.
- (21). To carry on the business of iron founders, civil and mechanical engineers, and manufacturers of agricultural, industrial and other machinery and tool bits, machine tool-makers, brass founders, metal works boiler-makers, makers of locomotive and engines of every description, mill-wrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists electrical engineers water supply engineers, gun makers, farmers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, dressers, preheater, burners, steel files, furnaces, oil, fired or otherwise rods, fluxes welding safety equipments, air compressors, rolling stock and hardware of all kinds, nuts, bolts, hooks, pins, panels, iron doors and windows, grills, truck and bus body building pressing and punching, molding, carpentry machine tools, tip wagons, railway points and crossing railway signals, wire rope, civil rope, choir rope, jute rope, canvas tarpaulins small machineries, Hamilton poles, and pole fixture, proclaims, flour mills, oil mills, dal mills and machineries for flour mills, Chakki oil mills, dal mills, jute mills machineries and spares, looms, leather milling machine drilling machine, general fittings accessories and appliances and to provide consultancy in all or any of the above mentioned areas.
- (22). To initiate and or carry on the traders or business as manufacturer, exporter, importer, brokers, distributors, and agent of and dealers in explosives, ammunition, fire works, industrial explosives, detonators, detonating fuse, safety fuse, gun powder and all other explosives products and accessories of all kinds and of whatsoever composition and whether for military, sports, mining or industrial purposes, or for pyrotechnical display or for any other purposes, in India and abroad.
- (23). To make and enter into forward and speculative transactions and accept and/or cut double or single options and trade and/or invest in jute, Hessian, cloth, gunny bags, oil seeds of all and every kind, cotton, shares, securities, gold, silver, bullion, jewellery, food grains what-soever, subject to Government Regulations from time to time and to carry on business of manufacturing jewellery, dealers in gold, silver, bullion and other precious metals, stone, diamond and to buy gold, silver, bullion and other precious metals and other like substances for the purpose of

manufacture of ornaments and utensils or for resale or for hiring out the same.

- (24). To carry on the business as manufacturers, producers, exporters, importers, traders, dealers distributors, buyers sellers, agents or merchants of sheet and safety glass touched, plate, looking window, decorative and other type or types glass required in or used for industrial, domestic household building, furniture, electric fittings transport vehicles and other purposes.
- (25). To carry on the business of hotels, tourist restaurant, cafe, refreshment room and lodging house keepers, refreshment contractors, caterers, milk and snack bar proprietors, licensed victualers, wine beer and spirit merchants, importers and manufacturers of aerated minerals and artificial waters and other drinks, purveyors, caterers for the public generally, taxi motor van and motor lorry proprietors dairy men, ice merchants, importers and brokers of goods, live and dead stock and hairdressers, perfumers, chemists, proprietors of clubs baths dressing rooms, laundries, reading, writing and newspaper rooms, libraries grounds and place of amusement recreation, sport entertainment and instruction of all kinds, tobacco, cigar, and cigarette merchants, agents for railway and shipping and airlines companies and carriers, theatrical and opera, box office proprietors and general merchants.
- (26). To carry on the business of founders of ferrous and non ferrous metals sheet metal works, mechanical structural electrical and metallurgical engineers, to carry on the work of cast iron foundry for the manufacture of all types of pipes and pipe-fittings, water reservoirs, drainage requisites including manhole frames and covers graftings and ladders, cast iron sanitary appliance and fittings including flushing cisterns, bath-tubes, wash-basins, cast iron, building requisites including railing, spiral stairs, ladders, ventilators, ornamental window frames, pillars, agricultural implements including choppers, ploughs, cast iron, railway casting including sleepers, fish plates wheels and other fittings household requisites and utensils including cooking pans, containers, coal mining and engineering requisite including opinions, tube-wheels pump parts and other general and special castings.) To carry on the work of mechanical and electrical engineers and to run a workshop to undertake and execute all type of mechanical and structural jobs of manufacturing, fabrication and erection of building and articles and to do various types of sheets, metal work including manufacturing and construction of storage tanks, buckets, drums various types of containers and other similar items that may be easily marketable.
- (27). To carry on the business as buyers, sellers, suppliers, traders, manufacturers, producers, exporters, importers, indentors, brokers, agents, commission agents, carriers or in any other capacity, assemblers, packers, stockists, distributors, lessor, hire purchaser and dealers, selling agents of wax & its allied products, consumer goods, household goods, cosmetic goods, confectionery, gasses, iron & steel, films, packing materials, papers, breweries, chemicals, textiles, rubber, bulbs & batteries, cements, tobacco & cigarettes, explosive products, fitting materials, jewellery, carbon, mines, sugar, timber & woods, vehicles, refractories, tyres & tubes, medicines, all kinds of ferrous and non-ferrous metals, industrial and other wastes and by-product, hardware stores, plant, machinery, spare parts and accessories, vessel, and other earth moving equipment, commercial and man made fibers, cellulose, viscose, rayon yarn and fibers, synthetic fiber and yarns and such other fibers for fibrous materials, including polyester filament, yarn textiles of all kinds, ready made garments, wool, silk, hemp, flax and other business substance, blankets and any products of cotton, yarn and woolen textiles, raw jute and jute products, tea & coffee, plastics, building materials, precious stones, wires, cable, conductors, coir and coir products, inorganic salt, dies and die intermediates, paints and varnishes, plastic and linoleum products, petrochemicals and pharmaceuticals products, aluminium, stainless steel, engineering goods, electrical goods, Electronic items, engineering goods & items, data computer, electronic goods, computer & its allied products, computer stationery, toys and their components, plywood and plywood products, ceramic and allied products, processed minerals including granite, explosive and graphite, glass and glass wares, refractories, surgical & scientific Apparatus, rubber products, leather goods, sports goods, paper ink, food grains, agricultural products & cultivation, process goods, seafood, spices, vegetables, wines, liquors and other alcoholic and non-alcoholic or synthetic drinks, oil seeds, essential oils and fat and their derivatives, petroleum and petroleum products, Kerosene oil & other allied products & oils, tobacco products, handicrafts, books and periodicals, arms, accessories and arms wares and decors, sculptures, watch, clock, musical instruments, furniture and fixture, vehicles, aircraft, water, fruits, flowers and all types of agricultural and horticultural products and all kinds of food preparation and all kinds of eatables tinned or preserve or otherwise that are made by bakers, confectioners, dairymen, grocers, ice, merchants, wine merchants and also to carry out business of making lace, embroidery on clothes, fabrics and others.
- (28). To carry on the business of builder, developer, real estate agent & promoter and for the purpose buy, sell, take on lease or on rent or on tenancy or otherwise give on lease or on rent, tenancy or on license or otherwise, maintain, develop, demolish alter, construct, build and turn to account any land or building owned or acquired or leased by the company or in which the company may be interested as owner, lessors lessees, licensors, architects, builders, interior decorators and designers as vendors, contractors, property developers and real estate owners and agent whether such land & buildings on the development thereof be for or in respect of residential or commercial purposes such as multistoried buildings, complexes, house, flat, office, shop garage or other structures of whatsoever description including prefabricated & precast houses, buildings, and erections & to enter into contracts, subcontracts and arrangements including the raising of finances from whatever sources and giving of loans and advances to give effect and implement the said objects.

- IV) The liabilities of the members is limited.
- V) The Authorised Share Capital of the company is Rs.1,00,00,000/- (One Crore only) divided into 10,00,000 (Ten Lakhs) equity shares of Rs.10/- each with power to increase and reduce the capital for the time being into several classes and attach there to respectively such preferential or special or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Companies Act, 1956 and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.

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 company set opposite to our respective names.

Signature, Name, Father's Name, Address and occupation of subscribers	Equity No. of Shares taken by each Subscriber	Signature, Name, Father's Name, Address and occupation of witness
1. DEBKUMAR SINHA S/O LATE SUDHIR KUMAR SINHA 34/2A, BALLYGUNGE CIRCULAR ROAD, KOLKATA - 700019 BUSINESS	50000 (Fifty Thousand)	I witness to all the two Signatories: BICHITRA NANDA MUNI S/O NRUSINHA CHARAN MUNI 9-OLD POST OFFICE STREET (1 ST FLOOR), KOLKATA-700001 ADVOCATE, CALCUTTA HIGH COURT
2. ASIT RAY S/O SRI SAROJ KUMAR RAY 44, CHARU AVENUE, KOLKATA - 700033 BUSINESS	50000 (Fifty Thousand)	
Total	1,00,000 (One Lakh)	

KOLKATA, Dated this 5TH Day of January, 2006

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SREE MUDRANALAYA TECHNOLOGY PRIVATE LIMITED

PRELIMINARY

Table "A" to Apply

1. The regulation contained in Table "A" in the First Schedule of the Companies Act, 1956 as amended from time to time so far as they are not hereinafter excluded, modified or altered and are applicable to a Private Limited Company shall apply to the Company.

Table "A" regulation excluded

2. Regulations No. 13(1), 16(1), 21, 22, 23, 27, 53(2), 64, 66, 84, 98 and 99 of Table "A" shall not apply to the Company.

Interpretation

3. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the act or any statutory modification thereof.

"The Company" means the above named Company.

The Marginal notes are inserted for convenience and shall not affect the construction here of and in these presents unless there be something in the subject inconsistent therewith.

"The Act" means the Companies Act, 1956 and includes any reenactment of statutory modification thereof for the time being in force and "Section" shall mean a section of the said Act.

"Directors" means the Directors for the time being of the Company.

"The Board of Directors" or "The Board" means the Board of Directors for the time being of the Company.

"The Managing Director" means the Managing Director for the time being of the Company so appointed.

"Office" means the Registered Office for the time being of the Company.

"Register" means the Register of Members to be kept pursuant to Section 150 of the Act:

"Seal" means the Common Seal for the time being of the Company.

"Month and Year" means a calendar month and a calendar year respectively.

"In Writing" and "Writing" include printing lithography and any other modes of representing or reproducing works in a visible form.

Words importing singular number shall include plural and vice versa and words importing the masculine gender shall include females and the words importing persons shall include body corporate, firm, association of firms, society registered under the Societies Registration Act.

"Debentures" includes debenture stocks.

"Special Resolution" and "Ordinary Resolution" have the same meanings assigned there to by Section 198 of the Companies Act, 1956.

These "presents" means the Memorandum of Association and these Articles of Association of the Company for the time being in force.

"Articles" means these Articles of Association or as altered and modified from time to time according to law.

PRIVATE COMPANY

Private Company and Section 3(1)(iii) restriction

4. The Company is a Private Company, within the meaning of Section 3(1)(iii) of the Companies Act, 1956 and accordingly :
 - (a) No invitation shall be issued to the public to subscribe for any shares in, or debentures of, the Company.
 - (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company and the persons who having been formerly in the employment of the company were members of the Company while in that employment and have continued to be members after the employment ceased) shall be limited to fifty. PROVIDED that for the purpose of this provision, where two or more persons hold one or more shares jointly in the company they shall be treated as a single member.
 - (c) The right to transfer the share(s) of the company is restricted in the manner and to the extent hereinafter appearing.
 - (d) The minimum paid up Capital of the Company is Rs. 1,00,000/- (Rupees One Lakh only).
 - (e) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

Conversion Into a Public Company

5. They company may at any time by a special resolution convert itself into a Public Company within the meaning and subject to the provisions of the Companies Act, 1956.

Power to increase, Reduce or Divide the Share Capital

6. The Authorised Share Capital of the Company shall be such amount as may from time to time be authorised by the Memorandum. The Company shall have the power to increase or reduce the capital for the time being of the Company and or divide the shares in the capital into several classes with rights, privilege or condition as may be determined.

SHARES

Director's Control over Share Capital

7. The shares in the capital of the company for the time being shall be under the control of the Board of Directors who may by unanimous approval of all directors 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 (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give to any person the option to call for or be at a premium being exercisable at such times and such consideration as the Directors think fit.

Transfer of Shares to members and non-members

8. (a) Subject to the restriction of these articles a share may be transferred by a member or other person entitled to transfer, to any person selected by the transferor at a fair value but no share shall be transferred to a person who is not a member unless such person selected by the transferor, is approved by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership. In case the Board of Directors do not approve of the person selected by the transferor such shares shall be transferred to any person selected by the Board of Directors unanimously.
- (b) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a share, the Board of Directors of the Company, shall fix out the fair value on the application of either party.
- (c) The Directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share, whether or not is a full paid share.
- (d) The company shall be entitled to register any shares in the name of any minor person if fully paid of and allow the dividend thereof to be collected by such person as it deems the guardian of such minor shareholder.

Transfer of Shares of outgoing employees

9. Notwithstanding anything contained contrary elsewhere in these Articles, whenever any member of the company who is employed by the company as a full time Director or otherwise resigns or is dismissed from employment or is removed from such Directorship, the Board may at any time within 14 days after his resignation or dismissal or removal resolve that such member will demand transfer to his shares to any one nominated by the Board at a fair value to be fixed by the Auditors. Should the said member decline to transfer his share/s the company may receive the purchase money and shall there upon cause the name of the person nominated by the Board to be entered in the register as the holder of the share/s and shall hold the purchase money in trust for such member. The Board shall have the power to issue a fresh or duplicated share certificate/s to the person nominated by the Board as aforesaid and cancel the original shares certificate/s. The receipt of the company for the purchase money shall be a good discharge to the person nominated by the Board and after his name is entered in the register in purported exercise of the aforesaid powers the validity of the proceeding shall not be questioned by any persons.

CALL & FORFEITURE

Power of the Board in Respect of calls

- 10 (a). The Board, may from time to time make such call on uniform basis as it thinks fit upon the members in respect of all moneys unpaid on the shares (whether on account of the nominal value of shares or on account of premium) held by them if the sum payable in respect of any call installment be not paid on or before the day appointed for payment thereof the holder for the time being of the shares in respect of which the call shall have been made or the installment shall be due, shall pay interest at the rate of 12 (twelve) percent per annum (or at such other rate as the Board may determine) from the day appointed for the payment thereof to the time of actual payment but the Board shall be at liberty to waive payment of the interest wholly or in part.

If call of installment not paid notice may be given

- (b) If a member fails to pay any call or installment of call, on the day appointed for payment thereof, the Board may, at any time there after during such time as any part of the call or installment remains unpaid, serve a notice on him, requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

Form of Notice

- (c) The notice aforesaid shall:-
- (i) 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 payment required by the notice is to be made; and
 - (ii) 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 will be liable to be forfeited.

If Notice not complied with Share may be forfeited

- (d) If the requirements of any such notice as aforesaid are not complied with, any share in respect or which the notice has been given may, at any time here in after, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

- (e) A forfeited share may be sold or otherwise disposed of, on such terms and in such manner as the Board may think fit.

- (f) At any time before a sale or disposal as aforesaid, the Board may annul the forfeiture thereof in such manner as the Board thinks fit.

Liability on forfeiture

- (g) A person whose shares have been forfeited shall cease to be a member in respect of all forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys, which, at the date of forfeiture were presently payable by him to the Company in respect of the shares.

- (h) The liability of such person shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

Evidence of forfeited shares

- (i) A duly verified declaration in writing that the declarant is director manager or secretary of the Company and that a share in the company has been duly forfeited on a date in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

Forfeiture provided to apply to non-payment in terms of issue

- (j) The Company may receive the consideration if any, given for the share on any sale or disposal thereof and any execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

- (k) The transferee shall thereupon be registered as the holder of the shares.
- (l) 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 effected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- (m) The provisions of these regulations to forfeiture shall apply in the case 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 has been payable by virtue of a call duly made and notified.

PROCEEDINGS AT GENERAL MEETING

- Notice for General Meeting* 11. (a) A General Meeting may be called by giving not less than 21 days clear notice in writing duly specifying the place, the day and the hour of the meeting, by post to the persons entitled to vote thereat in the manner laid down in the Act, provided that a general meeting may be called after giving shorter notice than that specified above if the shareholders of the company holding more than 95 percent of the paid-up capital of the company carrying a right to vote at meeting so agree in writing.
- Business in Ad-journed Meeting* (b) Any business may be transacted at any adjourned meeting in addition to the business left unfinished at the meeting from which the adjournment took place provided a notice of the business to be transacted at the adjourned meeting is given as in the case of an original meeting.
- Voting rights when calls in arrears* (c) No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

DIRECTORS

- Number of Directors* 12. Unless and until the Company in General Meeting shall otherwise determine by special resolution the number of Directors shall not be less than two and not more than twelve.

FIRST DIRECTORS

- First Directors* 13. The persons herein after named are the First Directors of the Company:-

- 1) DEBKUMARSINHA
- 2) ASIT RAY

- Share Qualification of Director* 14. Unless otherwise determined by the Company in General Meeting a Director shall not be required to hold any share in the Company as his qualification.
- Director's Fees* 15. Every Director shall be paid out of the funds of the Company by way of remuneration for his services a specified monetary sum (as per section 310 of the Act, or any amendments thereof) as the Board may determine for each meeting of the Board or Committee thereof attended by him. He shall be further reimbursed all expenses incurred by him for attending such meeting.
- Remuneration for extra services* 16. If any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from Calcutta for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a Committee of the Board than the Board may remunerate the Director so doing in such manner as it thinks and such remuneration may be either in addition to or in substitution for other remuneration to which he may be entitled subject to provisions of the Act.

APPOINTMENT AND RETIREMENT OF DIRECTORS

Appointment of Director other than a Retiring Director

17. No person other than a retiring Director shall be elected a Director (except a Director/s appointed by the Board of Directors under the provisions of Law) unless at least TWENTY FOUR days notice shall have been left at the registered office of the Company of the intention to propose him together with a notice in writing by himself of willingness to be elected.

No Retirement by Rotation

18. Directors shall not be liable to retire by rotation unless otherwise decided by the General Meeting.

Removal of Directors

19. The Company may by ordinary resolution remove any Director and appoint any person in his place.

Nominated Directors

20. Whenever the Directors enter into a contract with any person or persons for borrowing any money or for providing any guarantee or security or for technical collaboration or for assistance or enter into any other arrangement, the Directors shall have, subject to the provisions of Section 255 of the Act, the power to agree that such person or persons shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the Agreement and that such Director or Directors may not be liable to retire by rotation, not be required to hold any qualification shares. The Directors may also agree that any such Directors may be removed from time to time by the person or persons entitled to appoint or nominate them and such person or persons may appoint another or others in his or their place and also filling any vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office of any reason whatever, The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including the payment of remuneration and traveling expenses to such Directors as may be agreed by the Company with such person/s aforesaid.

BORROWING POWERS

Director's Power to Borrow

21. The Directors may, from time to time, at their discretion may borrow any sum or sums of money or make any arrangement for finance for the purpose of the Company and may raise or secure the payment of such sum or sums or financial arrangement in such manner and upon such terms and conditions in all respects as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or by issuing bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company both present and future including its uncalled capital for the time being.

MANAGING DIRECTORS

Appointment Of Managing Director

22. The Board may from time to time and with the unanimous consent appoint one or more Directors to be Managing Director for such period, at such remuneration, with such power, discretion and duties and on such terms as it may think fit and may revoke such appointment. The Board may from time to time vest in or assign to any Managing Director, such powers, discretions and duties and may from time to time revoke, withdraw, alter or vary any or all such powers.

SECRECY

General

23. No member shall be entitled to require or receive any information concerning the business, trading and customers of the Company beyond such information as to accounts and business of the Company beyond these presents or by the Act directed to be laid before the Company in General Meeting.

Secrecy to be Maintained except in Special circumstances

24. Subject to the provisions of the Act, every Managing Director, Auditor, Secretary, Treasurer, Trustee, Member of a Committee, Accountant, Agent, Officer, Servant or other person employee in the business of the Company shall when required to sign a declaration pleading himself to observe a strict secrecy respecting all transaction of the Company with customers and the state of accounts with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or the Auditors or by resolution of the Company in General Meeting or by a Court of Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

Nothing herein contained shall affect the powers of Central Government or any Officer appointed by the Government to enquire or to hold an investigation into the Company's affairs.

No Member to enter the premises of the Company without permission

25. No member or other person (not being a director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or of the Managing Director or, Subject to Article 141 to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a 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 of Managing Director it will be inexpedient in interest of Company to communicate.

RECONSTRUCTION

Reconstruction

26. On any sale of the undertaking of the Company the Board or the Liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in India or not either than existing or to be formed for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise, then in accordance with the strict legal rights of the members or contributors of the Company, and for the valuation of any such securities or property at such price and in such manner, as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation there to save only in case the Company is proposed to be or is in the course of being wound up such statutory of rights (if any) under Section 49A of the Act as are incapable of being varied or excluded by these Articles.

SEAL

Seal

27. The Directors shall procure a seal to be made for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of the resolution of the Board or a Committee of Directors on every instrument or deed to which the seal is affixed shall unless the same is executed by a duly constituted attorney of the company be signed at least by one Director in whose presence the seal is so affixed provided however, that share certificates shall be sealed in accordance with the provisions of the Companies (issue of shares certificates) Rules, 1960 as in force from time to time.

WINDING UP

Distribution of assets

28. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding upon the shares held by them respectively and if in a winding up on the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice the rights of the holders of shares issued upon special terms and conditions.
29. If the Company shall be wound up, whether voluntarily or otherwise the Liquidators may with the sanction of a special resolution, divide among the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the contributories or any of them, as the Liquidators, with the like sanction, shall think fit.

INDEMNITY

Indemnity

30. Every Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, Officer, Employee or Auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

We, the several persons whose Names and Addresses are subscribed, are desirous of being formed into a company in pursuance of the ARTICLES of Association, and we respectively agree to take the number of shares in the company set opposite to our respective names.

Signature, Name, Father's Name, Address and occupation of subscribers	Equity No. of Shares taken by each Subscriber	Signature, Name, Father's Name, Address and occupation of witness
1. DEBKUMAR SINHA S/O LATE SUDHIR KUMAR SINHA 34/2A, BALLYGUNGE CIRCULAR ROAD, KOLKATA - 700019 BUSINESS	50000 (Fifty Thousand)	I witness to all the two Signatories: BICHITRA NANDA MUNI S/O NRUSINHA CHARAN MUNI 9, OLD POST OFFICE STREET (1 ST FLOOR), KOLKATA-700001 ADVOCATE, CALCUTTA HIGH COURT
2. ASIT RAY S/O SRI SAROJ KUMAR RAY 44, CHARU AVENUE, KOLKATA - 700033 BUSINESS	50000 (Fifty Thousand)	
Total	1,00,000 (One Lakh)	

KOLKATA, Dated this 5TH Day of January, 2006