



प्रमाण. अर्द्ध. अक्ष.
Form I, R.
विद्यमान का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

U 24230 MH 2005 PTC 154622

श. _____ को. श. _____

क्र. _____ of Date _____

मैं एन्वयुअर प्रमाणित करता हूँ कि अत्र _____

कम्पनी अधिनियम (1956 का. सं. 4) के अर्द्धन विनियम की शर्तों के अंतर्गत प्रमाणित है।

I hereby certify that CREATIVE HEALTH CARE PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से अत्र श. _____ के विरा मंत्र।

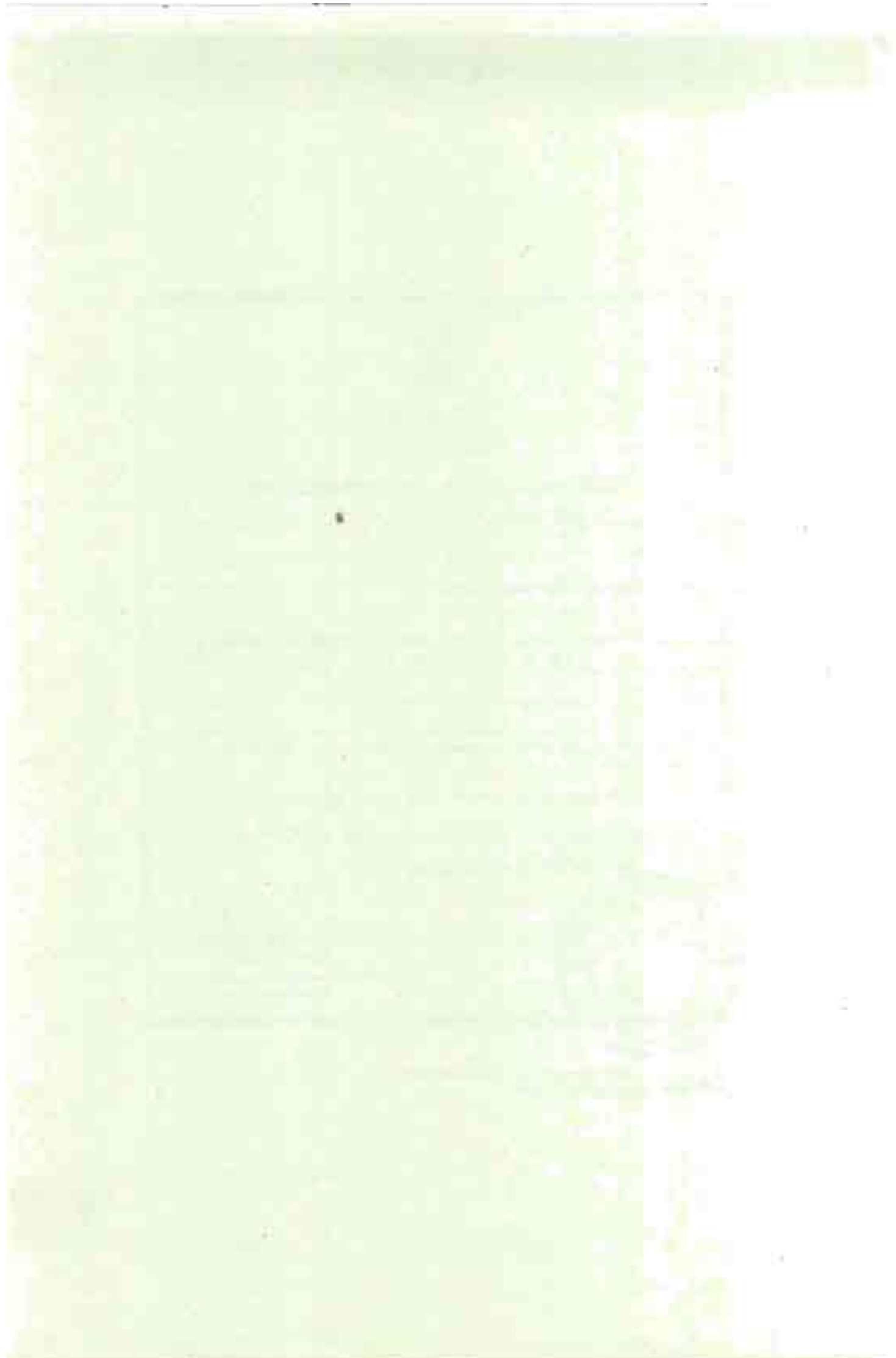
Given under my hand at MUMBAI this EIGHTH

day of JULY Ten Thousand FIVE



N. Chinnappa
(N. CHINNAPPA)
असिस्टेंट रजिस्ट्रार

ASSTT. Registrar of Companies
Mumbai, Mumbai



THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

CREATIVE HEALTH CARE PRIVATE LIMITED

- I. The name of the Company is **CREATIVE HEALTH CARE PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of Maharashtra, within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.
- III. The objects for which the company is established are :-
 - A. **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**
 1. To carry on in India and abroad the business either itself and/or for others as manufacturers, manufacturer's representatives, producers, processors, refiners, dealers, factors, agents, stockists, suppliers, exporters, importers, traders, wholesalers, retailers, packers, general druggists, distributors, to markets, assemble distribute/redistribute, pack, repack, store all kinds types, nature and description of pharmaceutical formulations, drugs, bulk drugs, medicines, patent drugs, common medical preparations, spirits, mixtures, powder, tablets, pills, capsules, antibiotic drugs, liquid drugs, vitamins, multi-vitamins, vitamin preparations, contraceptives, vaccines, veterinary medicines and preparations, tinctures, injections, water for injections, ointments, lotions, triturations, globules, tonics, in the form of injectables, and transfusion solutions, compounds, syrups, granules, drops, plasters, adhesives, band-aid, bandage, inhaler, inharub, shampoo, scent, hair oil, cream, health products, mother tinctures, glucose, nourishment foods, elixires for human and/or animals, birds, insects, consumption and application prescribed under any branch of medicine, including allopathy, homeopathy, ayurved, unani, naturopathy, osteopathy for oral, intra muscular, intra dermal, patenteral and external application.
 - B. **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :**
 2. To carry on the business as consultants to the users of all types of medical devices & equipments.
 3. To carry on business as General Merchants, Commission Agents, Importers, Exporters, Stockists, Suppliers, Distributors and Contractors.
 4. To buy, sell, refine, manipulate, import, export and deal both wholesale and retail in commodities, substances, articles

and things of all kinds capable of being used or which can conveniently be dealt in by the company in connection with its objects.

5. To enter into contracts, agreements and arrangements with any other person, firm, company or body corporate for the carrying out by such other person firm, company or body corporate on behalf of the company for the objects for which the company is formed.
6. To carry out research in respect of any of the products by the company and to establish and maintain research and development laboratories for business of the company.
7. To acquire, establish, contract, provide, maintain, improve, develop, control and administer any buildings, factories and other industrial and commercial undertakings and connected facilities, conveniences and works in India or abroad to execute the objects of the Company.
8. To buy, sell, export, import, distribute, repair or exchange alter or hire, buy or sell on hire purchase and sell in installment system or otherwise deal in the items and things in which the company is authorised to deal.
9. To use gas electricity and commercial atomic energy for lighting heating or power purposes in connection with or for the purpose of carrying out the objects of the company
10. To apply for purchase or otherwise acquire and protect and renew any patents, patents rights inventions, trademarks, designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights, or information so acquired and to expend money in experimenting upon testing or improving any such patents inventions or rights.
11. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion formation and registration of the company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting of shares debentures or other securities of the company.
12. To acquire from any Government Central State Local foreign or public body or authority or from any private individual any concession, grants decrees rights powers and privileges whatsoever which may seem to the company capable of being turned to account or which the company may think directly or being carried on in connection with its business, and to work, develop, carry out, exercise and turn to account the same.

13. To apply for, promote and obtain any Act of parliament charter, privilege, concession, license or authorisation of any Government, state or Municipality, provisional order or license from any authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the interest of the company.
14. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, forest and land owners, country, state body, political or Government and guarantee the performance of contracts and undertakings and also guarantee payment of money and debts.
15. To amalgamate, enter into partnership or into any arrangements for sharing profits, union of interests, co-operation joint venture within India and abroad, reciprocal concession or otherwise with any person, State Government, Central Government or Company, carrying on or engaged in or about to carry on or engaged in any business or transaction which the Company is authorised to carry on or engaged in or which can be carried on in conjunction therewith.
16. To purchase or otherwise and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this company is authorised to purchase, acquire, sell and deal in property, shares, stocks, debenture-stock of any such person, firm or company, and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
17. To invest and deal with the money of the company not immediately required in such manner as may from time to time be determined.
18. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of contracts or obligations and the payment of by any such persons or companies and generally to give guarantee and indemnities provided that the company shall not carry on any banking or insurance business.
19. Subject to the provisions of the Act, to borrow or raise or secure the payment of moneys in such manner as the company shall think fit and in particular by issue of debentures perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any or of the company's properties or assets, movable or immovable both present and future including its uncalled capital and also by a similar mortgage or lien to secure and guarantee the performance by the company or any other person of company of any obligation

undertaken by the company as the case may be and to purchase or pay off any such securities, subject to the provisions of section 58 A and the directives of RBI.

20. To draw, make, accept, endorse, execute, negotiate, purchase, lend money upon discount, hold and dispose of cheques, promissory notes, bills of exchange, hundies, drafts, charter parties, bills of lading in connection with the company's business and other negotiable documents, contracts, deeds and other instruments and to cancel and vary such instruments provided the company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
21. To establish and maintain, procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident, family pension or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such other company as aforesaid and the wives, widows, families and dependents of any such person and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
22. To open bank accounts of any type including overdraft account and to operate the same in the ordinary course of business.
23. To procure the company to be registered, incorporated or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the business or profession of the company.
24. To sell, lease, mortgage, exchange, grant licenses and other rights and improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and effects of the company or any part thereof for such consideration as may be thought fit and in particular any shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
25. To buy, sell, export, exchange, pledge, make advances upon securities and debentures of companies and other articles and merchandise in which the company is authorised to carry on business.
26. To distribute amongst the members, in specie or kind any property of the company or any proceeds of sale or disposal of any

property of the company in the event of its winding up in accordance with the provisions of the Act.

27. To act as agents or brokers or as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others and either by or through agents or contractors, sub-contractors, trustees or otherwise.
28. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertakings, and generally of any assets, properties or rights.
29. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual or bodies of individual or bodies of corporate but no such donation shall be made to any political party except as provided in law.
30. To undertake or promote scientific research related to any business or class of business in which the company is interested.
31. To take part in the formation and management of the business or operation of any company or undertaking.
32. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific fields and problems for the business of company.
33. To become member of other bodies of persons and associations including societies, clubs and companies limited by guarantee whether formed for profit or non-profit making or other activities.
34. To create any depreciation funds, reserve funds, insurance funds, sinking fund or any other special fund whether for depreciation or repairs, replacement, improvement extension or maintenance of any of the properties of the company by way of Investment Allowance Reserve or for redemption of debentures of redeemable preference share or for any other purpose conducive to the interests of the Company.
35. Subject to the provisions of the Section 78 of the companies Act, 1956 to place to reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time to time think for any moneys belonging to the company including those received by way of premium on shares or debentures issued by the company at a premium.
36. To enter into all sorts of internal or external foreign collaboration, technical assistance, financial or commercial arrangements, including for fulfillment of any objects herein contained.

37. To communicate with chambers of commerce and other mercantile and public bodies in India and abroad and concert and promote measures for the protection and advancement of trade, industry and other facilities.
38. To carry on business as dealers, stockists, and importers and exporters of forgings, castings, stamping of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression moulding, steel products, automobile part and spare of all kinds of machinery.
39. To procure the registration or incorporation or recognition of the company under the laws of any place outside India.
40. To enter into partnership or into any agreement for manufacture of components and materials for sharing profits, amalgamation, co-operation, joint-ventures, reciprocal concession or otherwise with any person firms or companies carrying on or engaged in any business, undertaking or transaction which may seem capable of being carried on.
41. To undertake, carry out, promote, sponsor, assist directly or in any other manner any activity for the promotion and growth of the national economy and national welfare and to discharge what the Directors consider to be the social or moral responsibilities of the Company to the consumers, employees, shareholders and to the public.
42. To use trade marks and trade names or brands for the products and goods of the company and adopt such means of making known the business and/or products of the company or of any company in which this company is interested as may seem expedient and in particular by advertising in newspapers over radio and television, periodicals, by publication of books and periodicals, by distributing samples and granting prizes, rewards and donations subject to provisions of Companies Act, 1956.
43. To refer or agree to refer any claims, disputes or any other question by or against the company or in which the company is interested or concerned and whether between the company and member or members or his or their representatives or between the company and their parties to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
44. To repair, alter, remodel, clean, renovate, convert, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the goods, property and rights of the company.
45. To refer to arbitration and to institute, defend, compromise, withdraw or abandon any legal or other proceedings and claims by or against the company, its officers or otherwise concerning the affairs of the company.

46. To lend, advance or deposit money with such persons and on such terms, as may seem expedient and in particular to customers and other persons having dealing with the company and guarantee the performance of contracts by members or for persons having dealings with the company.
47. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the company's object or objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the company and to subscribe or guarantee money, for charitable or benevolent objects for any exhibitions or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the ex-employees or of the persons having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefits, societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payment or a lumpsum and to make payment towards to form and contribute to provident and benefit funds, to or for such persons subject to provisions of Companies Act, 1956.
48. To act as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with other persons, firms, companies or bodies corporate and to do all such things as are incidental or as the company may think conducive to the attainment of the objects or any of them.
49. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company.
50. To undertake, acquire, take up and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company constituted or carrying on business in India or in foreign country and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Rulers, Commissioner, public Body or authority supreme, municipal, local or otherwise whether in India or any foreign country.
51. To represent as agents in India for and on behalf of overseas importers or merchandise from India on commission basis, to represent foreign principals/parties for arranging selling technical know-how and technical collaboration to parties in India and abroad on commission or any other basis as agreed upon.
52. To store, maintain, sell, buy, alter and exchange or hire, export, import and deal in all kinds of components, parts fittings, tools implements plant and machinery, accessories used in connection therewith in any way whatsoever which maybe required for the

purposes of the company.

53. To acquire, undertake the whole or any part of the business property and assets and liabilities of any person, firm, company, or body corporate carrying on any business which the company is authorised to carry on or who possess property suitable for the purposes of the company.
54. To apply for tenders, purchases, or otherwise acquire any contracts, sub-contracts, licenses and concessions relating to the objects or business herein mentioned or any of them and to undertake, execute, carry-out, dispose off, resell, subject or otherwise turn to account the same.
55. To take on lease, hire, deal, purchase or acquire by license or otherwise any immovable or movable property including any land, building, plantation rights over or connected with lands, factories, plants, buildings, works, lorries, cars, wagons, carts, machinery, apparatus, trade, inventions, trade marks, rights, privileges, and movable or immovable properties of any description which may be deemed necessary or convenient for any business which the company is authorised to carry on.
56. To let, lease or on hire purchase system or to lend or otherwise dispose of any property belonging to the company and to finance the purchase of any article or articles whether made by the company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever.
57. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertakings, property, assets, rights and effects of the company, or any part thereof, for such considerations as the company may think fit and in particular for shares, debentures or securities of any other Company.

C. OTHER OBJECTS:

58. To acquire, purchase, hire or lease agricultural lands and to cultivate any crop or crops.
59. To acquire, establish, maintain, equip and operate or join with any other company, firm or person in acquiring, establishing, maintaining, equipping and operating laboratories, workshops or other experimental or manufacturing units and to act as technical or commercial consultants, advisers or instructors and to undertake instrumental, design, research, development and experimental work.
60. To buy, on lease or in exchange, hire or otherwise acquire any interest in lands or plots to provide roads, drains, water supply, electricity and lights within such lands and lands and plot or plots to people for buildings, houses, bungalows and business premises and colonies and to sell the same on ownership basis and realise

cost as lumpsum or on easy installment or by hire purchase system and otherwise to let or deal with or dispose of the same and to finance and start any housing schemes.

61. To buy, sell, import, export and deal in merchandise, commodities and articles of all kinds and to carry on business as merchants, importers and exporters.
62. To carry on the business as forwarding and clearing agents, freights, contractors, public carriers and owners of motors lorries, trucks, vessels, boats, steam launches, taxies, barges and to act as warehouseman, wharf houseman and otherwise as carriers by land, air and water.
63. To carry on the business of iron-masters, iron founders metalworkers and steel converters.
64. To operate, maintain, erect, construct, run, establish hotels, restaurants, bars, confectioneries, ice cream parlours, holiday camps, picnic spots and in connection therewith to purchase, sell, acquire lands, furniture and fittings, apparatus, equipment and articles.
65. To deal in or manufacture of optical lenses, ophthalmic framers, microscopes, binoculars and other optical articles and appliances.
66. To establish, maintain and operate shipping and air transport services (public and private) between such parts or in any part of the world as may be expedient and all ancillary services and for these purposes or as independent undertakings, to purchase, take in exchange, take on the hire purchase charter, hire, build contract or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers, tugs and vessels with all necessary furniture and convenient equipment, engines, tackle gear, furniture and stores or any shares or interests in ships and vessels, or vehicles and to maintain, repair, outfit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with and dispose of any of the ships and vessels, shares, stocks and securities or any of the engines, tackle, gear, furniture, equipment and stores of the company.
67. To carry on the business as manufactures, importers and exporters of and dealers in leather, chamois, leather cloth, hides, skins, shagreen, artificial leather, rubber silk cloth, linoleum, leather cloth, leggings, linings, gloves, purses, boxes, trunks, suitcases, attache cases, travelling cases, fancy goods, bags, boots and shoes, washers, beltings and goods made from all or any of the aforesaid materials.
68. To carry on the business of manufactures of and dealers in typewriters and other carbons, ribbons, inks, papers, stamp pads, typewriting machines, typewriting parts, accessories requisites and

equipments of all kinds, duplicating, addressing, calculating, cheque writing and other machines and appliances required or used for factory, office, laboratories or otherwise and other shop and office requisites, fittings, appliances and equipments.

69. To carry on the business of electricians, electrical engineers and manufacturers of electrical machinery and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, lamps, meters, engines, dynamos, batteries, telephonic or telegraphic apparatus and manufacturers of and dealers in scientific instruments of any kind.
70. To undertake, carry out, promote and sponsor rural development including any programme for promoting the public in rural areas and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the upliftment of the public in any rural area which the company consider likely to promote and assist rural development and the words "rural area" shall include such areas as may be required as rural areas under sec. 35CC of the Income Tax Act 1961, or any other law relating to the rural development for the time being in force or as may be regarded by the company as rural areas and the company may, in order to implement any of the above mentioned objects or purposes, transfer and/or divert without consideration or at such fair or concessional value as it may deem fit, the ownership of any property of the company to or in favour of such association or institution or any public or local body or authority or central or state Government or any public institutions or trusts or Organisation (s) or person (s) as the company may approve.
71. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the company 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 company consider likely to promote national welfare or social economic or moral upliftment of the public or any section of the public and in such manner and by such means as the company may deem fit and the company may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other studies or academic pursuits or researches and for establishing conducting or assisting any institution fund trust etc. having any one or more of the aforesaid objects as of its objects, by giving donations or otherwise in any other manner and the company may at its discretion in order to implement any of the above mentioned

objects or purposes transfer and divest, without consideration or at such fair or concessional value as the company may deem fit, the ownership of any property of the company to or in favour of any public or local body or authority of central or State Government or any public institutions or trusts or funds or organisation (s) or person (s) as the company may approve.

72. To carry on the business of an investment company and to buy, underwrite, invest, acquire, hold and deal in shares, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations and securities, issued or guaranteed by any Government, state, dominions, sovereign rulers, commissioners, public body or authority, supreme municipal, local or otherwise, firm or person whether in India or elsewhere.

73. To carry on the business as manufactures, assemblers, repairs, agents, licencees, dealers, distributors, stockists, suppliers, exporters, packers, buyers, wholesale and retail merchants, service contractors of Medical, Diagnostic, pathological laboratories machines, instrument, apparatus, equipments, accessories and allied appliances and substances for the treatment, mitigation, analysis, diagnosis, detection, cure, prevention of ailments, diseases, disorders in human beings and animals and for analysis testing of organic, inorganic, herbal, Unani, Ayurvedic sidha homeopathic and any other chemicals, substances products whether in the raw, finished or any other forms.

IV. The liability of the members is limited.

V. The Authorised share capital of the Company is Rs. 5,00,000/- (Rupees Five Lakhs only) divided into 50,000 (Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten only) each. The minimum paid-up Capital of the Company shall be Rs. 1,00,000/-.

We, the several persons whose names, addresses and descriptions are hereunder subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of company set opposite to our respective names :

| Name, Address, Description and Occupation of Subscribers | No. of Equity Shares taken by each Subscriber | Signature of Subscriber | Signature, Name, Address, Description and Occupation of Witness |
|---|---|-------------------------|---|
| <p>SUMATI PRAKASH MADAN LAL JAIN</p> <p>C-61, PADAM NAGAR, ANDHERI KURLA ROAD, ANDHERI (EAST), MUMBAI 400 059.</p> <p>BUSINESS</p> <p>S/o. MADAN LAL JAIN</p> | <p>5000</p> <p>(FIVE THOUSAND ONLY)</p> | <p>Sd/-</p> | <p>Witness to Subscribers Nos. 1 & 2</p> <p>Sd/- JAYESH SUTARIA 601/B, CRYSTAL PLAZA, OPP. FAME ADLAB, NEW LINK ROAD, ANDHERI (W), MUMBAI 400 053. S/o. RAMNIKAL SUTARIA CHARTERED ACCOUNTANT</p> |
| <p>SAROJ JAIN SUMATI PRAKASH JAIN</p> <p>C-61, PADAM NAGAR, ANDHERI KURLA ROAD, ANDHERI (EAST), MUMBAI 400 059.</p> <p>BUSINESS</p> <p>W/o. SUMATI PRAKASH JAIN</p> | <p>5000</p> <p>(FIVE THOUSAND ONLY)</p> | <p>Sd/-</p> | |
| <p>TOTAL</p> | <p>10,000</p> <p>(TEN THOUSAND ONLY)</p> | | |

Place : MUMBAI

Date : 25th JUNE 2005

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

CREATIVE HEALTH CARE PRIVATE LIMITED

INTERPRETATION

1. The marginal notes hereto shall not affect the construction hereof and in these articles, unless there be something in the subject or context inconsistent herewith the following terms shall have the meaning given therein.

"The Company" or "this Company" means CREATIVE HEALTH CARE PRIVATE LIMITED.

"The Act" means the Companies Act, 1956

"The office" means the Registered Office of the company for the time being.

"The Seal" means the common Seal of the company.

"The Directors" or "The Board" means the Directors for the time being of the company collectively and includes any person occupying the position of a director by whatever name called or the Directors assembled at a Meeting of the Board of Directors.

"The Secretary" means the Secretary of the company appointed as such as per the provisions of Section 383A of the Act.

The words importing the singular number shall include the plural number and vice versa.

The words importing only the masculine gender shall include the feminine gender.

The words importing persons shall include body corporates and corporations.

"Month" means a calendar month.

"Year" means the Accounting Year of the company.

"Dividend" includes Bonus.

"The Managing Director" means the Director appointed as Managing director of the Company.

"Board Resolution" means a resolution passed at the Meeting of the Board and includes a resolution passed by circulation.

"General Meeting" means a meeting of shareholders of the company and includes Annual General Meeting and Extra Ordinary General Meeting.

"A Member" or "A Shareholder" means a person whose name appears as such in the Register of Members as a holder of shares in the Company.

"Proxy" means the form of appointing a person as well as the person so appointed and includes an Attorney duly constituted under a Power of Attorney.

"Table A" means and refers to Table A in the First Schedule to the Act.

TABLE "A" EXCLUDED

2. The regulations contained in Table 'A' in the First Schedule to the Act shall not apply to this company except wherever made applicable in these articles.

PRIVATE COMPANY

3. The company is a private company within the meaning of Section 3(1)(iii) of the Act and accordingly,
 - a) The right to transfer shares of the company is restricted in the manner hereinafter appearing;
 - b) The number of members of the company shall be limited to fifty not including:
 - i. persons who are in the employment of the Company; and
 - ii. persons who, having been formerly in the employment of the company, were members of the company, while in the employment of the company and have continued to be members after the employment in the company ceased; (provided that for the purpose of this provision, where two or more persons hold one or more shares in the company jointly, they shall be treated as a single member); and
 - c) Any invitation to the public in, or debentures of the company is prohibited.
 - d) Any invitation or acceptance of deposits from persons other than its members, directors or their relatives is prohibited.

SHARE CAPITAL

4. The Authorised share capital of the Company is Rs. 5,00,000/- (Rupees five Lakhs only) divided into 50,000 (Fifty Thousand) Equity shares of R. 10/- (Rupees Ten only) each, with powers to increase or reduce the capital for the time being into several classes and to attach thereto such rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company. The minimum paid-up Capital of the Company shall be Rs. 1,00,000/-.
5. The Company shall have power to issue redeemable preference shares and the Directors may, subject to the provisions of section 80 of the Act, exercise such power on such terms and in such manner as may be provided by the Articles of Association of the company.
6. The Company may from time to time by ordinary resolution passed in General Meeting increase its share capital by creation of new shares of such amount as it thinks expedient or may from time to time by special resolution reduce its capital in any way authorised by the Act. The new shares as created shall be issued by the Directors upon such terms and conditions and with such rights and privileges attached thereto as the General Meeting creating the same has directed.
7. The shares shall be under the control of the Directors who may allot or dispose of the same to such persons on such terms as they may deem fit or as they are directed, as the case may be.
8. The Directors, if they deem fit, may issue and allot shares in the capital in part or full payment of consideration for any property sold or for services rendered to the company and any shares so issued shall be deemed to be fully paid shares.
9. Subject to the provisions of section 94 of the Act, the company may by ordinary resolution in General Meeting:
 - a) consolidate or divide all or any of the shares into shares of larger or smaller amounts than the existing face value of the shares.
 - b) Cancel any shares which at the date of the passing of the resolution have not been taken and /or agreed to be taken by any person.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
11. Regulation 6,7 and 8 of Table "A" shall apply.

LIEN

12. Regulation 9,10,11 and 12 of Table "A" shall apply.

CALLS ON SHARES

13. Regulation 13,14,15,16,17 and 18 of Table "A" shall apply.

FORFEITURE

14. Regulations 29,30,31,32,33,34 and 35 of Table "A" shall apply.

TRANSFER OF SHARES

15. The right of members to transfer shares shall be restricted in the manner hereinafter given.

A share may be transferred by a member or other person entitled to transfer only to a person selected by the Board who in their opinion is desirable in the interest of the company to admit to its membership whether the said person is a member or not provided that the person so selected by the Board is willing to purchase the shares under transfer at a fair value.

16. a) The person/member proposing to transfer any shares (hereinafter called the "proposing transferor") shall give notice in writing to the Company of his intention to transfer all or part of his shares.
- b) On receipt of the notice from the proposing transferor the Board shall fix up the fair value of the shares in consultation with the Auditors of the company.
- c) Within one month of the receipt of notice from the proposing transferor, the Board shall convene a Board Meeting and place before it the notice of the proposing transferor together with the fair value fixed by the Directors in consultation with the Auditors and names of prospective transferee/s of the shares. In the said Board Meeting the list of prospective transferees shall be finalised and the shares under transfer shall be offered to them on pro-rata basis or on the basis decided by the Board. The prospective transferees shall be given initial one month's time which may be extended by one more month to exercise their option to purchase the said shares failing which the Directors shall purchase the shares themselves.
17. The instrument of transfer or any shares in the Company shall be in prescribed form and duly stamped and executed by or on behalf of both the transferor and the transferee duly attested and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register of Members in respect thereof.
18. The Board shall have the power to refuse transfer or transmission of shares subject to the provisions under section 111 of the Act.
19. A transfer fee not exceeding Rs.2/- may be charged for each transfer and shall be paid before registration thereof.

TRANSMISSION OF SHARES

20. Regulations 25,26,27 and 28 of Table "A" shall apply.

GENERAL MEETING

21. a) No business shall be transacted at any general meeting unless a quorum of members is present at time when the meeting proceeds to business.
- b) At any general meeting two members present in person shall be a quorum.
22. The chairman, if any, of the Board shall preside as chairman at every general meeting of the company.
23. If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the Directors present shall elect one of their number to be the chairman of the meeting.
24. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the Chairman of the meeting.
25. a) The chairman may with the consent of the members present, being not less than the quorum, adjourn the meeting from time to time and from place to place.
- b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- d) Save as aforesaid in (c), it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
27. Subject to any rights or restrictions for the time being attached to any class or classes of shares:-
- a) on a show of hands, every member present in person shall have one vote; and
- b) On a poll, the voting rights of the members shall be as laid down in section 87 of the Act.
28. 1) A general meeting of a company may be called by giving not less than twenty-one clear days' notice in writing.

- 2) general meeting may be called after giving a shorter notice than that specified above, if consent is accorded thereto:-
- i. In the case of an Annual General Meeting, by all the members entitled to vote thereat; and
 - ii. in the case of any other meeting, by members of the company holding not less than 95% of such part of the paid up share-capital of the company as is given a right to vote at the meeting.
29. If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called upon the requisition of members shall stand dissolved. In any other case the meeting shall stand adjourned as per provisions of section 174 (4) & 174 (5) of the Act.

BOARD OF DIRECTORS

30. Subject to section 252 of the Companies Act, 1956 and unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two or more than twelve including the Managing Director or Nominated Director. The Director shall not be liable to retire by rotation.
31. The First Directors of the Company shall be:
1. MR. MADAN LAL
 2. MR. SUMATI PRAKASH
- and they shall be the permanent Directors of the company and shall hold office for life or until they resign from that office.
32. The Board of Directors will have power to appoint Additional Directors, subject to the maximum mentioned in clause 30 above who shall hold office until the next Annual General Meeting but, however, such Additional Director shall be eligible for reappointment at the Annual General Meeting.
33. A Director of the Company shall not be required to hold any qualification shares.
34. The Board of Directors shall have power at any time and from time to time to appoint any one or more persons as special or technical or patron Director or Directors for such time and on such terms as they may determine. Such Directors shall not be required to hold any qualification shares and need not be members of the Company.
35. The sitting fees payable to each Director shall be such as the Board may fix from time to time not exceeding Rs.5000/- (Rupees Five Thousand only) for every Board Meeting or a committee thereof attended by him. The Director may also be paid travelling and other out of pocket expenses incurred, if any, for attending meeting of the Board and/or other work of the Company as the Board of Director may determine.

PROCEEDINGS OF BOARD

36. The Board of Directors may meet together for the despatch of business,

adjourn and otherwise regulate the meeting and proceedings, as they think fit.

37. A meeting of the Board of Directors shall be held at least once in every three calendar months as required by section 285 of the act or any statutory modifications thereof.
38. The quorum of the Board Directors shall be one - third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher.
39. All acts done by any meeting of the Board or committee thereof or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or such person has been duly appointed and was qualified to be a Director.
40. Save as otherwise expressly provided in the Act, a resolution in writing signed by a majority of the members of the Board or a committee thereof for the time being entitled to receive notice of meeting of the Board or committee shall be as valid and effectual as if it has been passed at a meeting of the Board or committee, duly convened and held.

POWERS AND DUTIES OF DIRECTORS

41. The management and control of the business of the company shall be vested in the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and to any regulations from time to time made by the company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
42. The Board of Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, on such terms and conditions as they deem fit and delegate such powers to him or them as they deem fit and delegate such powers to him or them as they deem proper and may from time to time remove or dismiss him or them from office and appoint another in his or in their place or places. The Directors may fix the remuneration of such Managing Directors whether by way of salary and/or commission or by conferring a right to participate in the profits of company or by a combination of both.
43. The Board of Directors may at any time appoint one or more of themselves to be a whole time Director or Directors designated as "Executive Director" of the company for such period and on such terms and conditions as the Board may in the interest of the company deem fit.
44. The Board may, subject to the provisions of the Act, delegate any of its

powers to committee consisting of such member or members of its body, as it thinks fit and/or to the Managing Director or Manager. Any committee so formed or the managing Director or manager shall in the exercise of the powers so delegated conform to any regulations that they may from time to time be imposed upon it by the Board.

BORROWING AND OTHER POWERS

45. Subject to the provisions of section 291 of the Act and these Articles the Directors may from time to time, at their discretion and by means of resolution passed at their meeting accept deposits from member either in advance of calls or otherwise borrow or secure the payment of any sum or sums of moneys for the purpose of the company.
46. The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of 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. The Directors shall exercise such power only by means of resolutions passed at their meetings and not by circular resolutions.
47. No regulations made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
48. Directors of the company shall exercise the following powers on behalf of the company and they shall do so only by means of resolutions passed at meetings of the Directors:
 - 1) to pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the company;
 - 2) to pay and charge to the capital account of the company any interest lawfully payable thereat under the provisions of section 208 of the Act;
 - 3) to purchase or otherwise acquire for the company any property, rights or privileges which the company is authorised to acquire at such price and generally on such terms and conditions as they think fit;
 - 4) to acquire by purchase, lease or exchange or otherwise, lands, buildings, hereditaments, machinery, rights, privileges, or properties movable or immovable;
 - 5) to erect, construct, enlarge, improve, alter, maintain, pull down, rebuild or reconstruct any buildings, factories, offices, workshops or other structures necessary or convenient for the purposes of the company and to acquire privileges or properties moveable or immovable;
 - 6) to let, mortgage, charge, sell or otherwise dispose of subject to the provisions of section 293 of the Act, any property of the company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept

payment or satisfaction for the same in cash or otherwise, as they may think fit.

- 7) at their discretion to pay for any property, rights or privileges acquired by or service rendered to the company, either wholly or partially, in cash or in shares, bonds, debentures, debenture-stocks or other securities of the company, and any such shares may be issued either as fully paid-up with such amount credited as paid-up thereon as may be agreed upon, and any such bonds, debentures, debenture-stock or other securities may be either specifically charged upon all or any part of the property of the company and its uncalled capital or not so charged;
- 8) to insure and keep insured against loss or damage by fire, flood, riot, civil commotion or act of God, or otherwise for such period and to such extent as they may think proper all or any part of the building, machinery, goods, stores, produce and other moveable property of the company either separately or co-jointly; also to insure all or any portion of the goods produced, machinery and other articles imported or exported by the company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
- 9) subject to section 292 of the Act, to open accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
- 10) to secure the fulfilment of any contracts or engagements entered by the company by mortgage or charge of all or any of the properties of the company and its unpaid capital for the time being or in such other manner as they may think fit;
- 11) to attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the company or in payment for services rendered to the company, such conditions, subject to the provisions of the Act, as to the transfer thereof, as they think fit;
- 12) to accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or stocks or any part thereof, subject to the provisions of the Act;
- 13) to appoint any person or persons (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;
- 14) to institute, conduct, defend compound or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and also subject to the provisions of section 292 of the Act, to compound and allow time for payment or satisfaction of any debts due or any claims or demands

by or against the company.

- 15) to refer, subject to the provisions of section 293 of the Act, any claims or demands by or against the company to arbitration and observe and perform the awards;
- 16) to act on behalf of the company in all matters relating to bankrupts and insolvents;
- 17) to make and give receipts, release and other discharges for moneys payable to the company and for the claims, demands of the company, subject to the provisions of section 293 of the Act;
- 18) to determine from time to time who shall be entitled to sign on the company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents.
- 19) subject to the provisions of sections 292, 293, 370 and 372 of the Act, to invest and deal with any of the moneys of the company not immediately required for the purposes thereof, upon such shares, securities, or investments (not being shares in this company) and in such manner as they may think fit, and from time to time to vary or realise such investments;
- 20) to execute in the name and on behalf of the company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the company, such mortgages of the company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on;
- 21) subject to such sanctions as may be necessary under the Act or the Articles, to give to any Director, officer, or other person employed by the company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the company, and such interest, commission or share of profits shall be treated as part of the working expenses of the company.
- 22) to provide for the welfare of employees or ex-employees of the company and the wives, widows, families, dependents, or connections of such persons by building or contributing to the building of house dwellings, or chawls or by grants of moneys, pensions, allowances, gratuities, bonus or payments or by creating and from time to time subscribing or contributing to providing and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;
- 23) to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or institutions, objects or purposes or for any exhibition.
- 24) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation

funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments, to any persons, who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or with any such subsidiary company, or who are or were at any time Directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons and also establish and subsidise and subscribe to any institutions clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;

- 25) before recommending any dividend, to set aside out of the profits of the company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or sinking fund or any other special fund to meet contingencies or to repay redeemable preference shares, debentures or for repairing, improving, extending and maintaining any part of the property of the company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the interest of the company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by sections 292 and 293 and other provisions of the Act) as the Directors may think fit, and from time to time, to deal with and vary such investment and dispose of and apply and expend all or any part thereof for the benefit of the company in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the company, notwithstanding that the matters to which the Directors apply or upon which they may expend the same or any part thereof be matters to or upon which the capital moneys of the company might rightly be applied or expended; and to divide the Reserve Fund, into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds including the Depreciation Fund in the business of the company or in repayment, redemption of redeemable preference shares, debentures or debenture-stocks and that without being bound to keep the same, with power, however to the Directors at their discretion, to pay or allow to the credit of such funds, interest at such rate as the Directors may think proper;
- 26) to appoint and at their discretion to remove or suspend such Managers, secretaries, officers, clerks, Agents and servants for permanent, temporary or special services they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instance and for such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the company in any specified locality in India in such manner as they think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause;

- 27) to comply with the requirements of any local law which in their opinion, it shall be in the interests of the company necessary or expedient to comply with;
- 28) at any time and from time to time by power of Attorney to appoint any person or persons to be the Attorney or Attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment, (as the Directors think fit) be made in favour of any company or the members, directors nominees or managers of any company or firm or otherwise in favour of any fluctuating body or persons whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorney as the Directors may think fit; and may contain powers enabling any such delegated or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;
- 29) subject to the provisions of the Act, generally and from time to time and at any time to authorise, empower or delegate to (with or without powers of sub-delegation) any Director, Officer or Officers or Employees for the time being of the Company all or any of the powers, authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any, as the Directors may think proper;
- 30) to enter into all such negotiations and contracts and rescind and vary all such contracts and to execute and do all such acts, deeds and thing in the name and on behalf of the company as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the company.
49. Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.
50. Any debentures, debenture-stock, bonds and other securities may be issued at a discount, premium or otherwise and may be issued on conditions that they shall be convertible into shares of any denomination and with any special privileges as to redemption, surrender, drawing, allotment of shares, attending (but not voting at General Meetings of the company) appointment of Directors and otherwise PROVIDED HOWEVER that no debentures with the right to conversion into or allotment of shares be issued except with the sanction of the Company in General Meeting.

THE SEAL

51. The Company shall have common seal and the Board shall provide for the safe custody thereof. The seal shall not be applied to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and in the

presence of one Director or such other person as the Board may appoint for the purpose, and such Director or other person aforesaid shall sign every instrument to which seal of the company is so affixed in his presence.

WINDING UP

52. If the company shall be wound up, whether voluntarily or otherwise, the liquidator may with sanction of a special Resolution or any other sanction required by the Act, divide among the members 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 company in trustees upon such trust for the benefit of the members or any of them as the Liquidator, with like sanction, shall think fit.
 53. Subject to section 201 every officer or agent for the time being of the company shall be indemnified out of the asset of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 in which relief is granted to him by the court.
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We, the several persons whose names, addresses and descriptions are hereunder subscribed are desirous of being formed into a company in pursuance of these Articles of Association.

| Name, Address, Description and Occupation of Subscribers | Signature of Subscriber | Signature, Name, Address, Description and Occupation of Witness |
|--|-------------------------|--|
| <p>SUMATI PRAKASH MADAN LAL JAIN</p> <p>C-61, PADAM NAGAR, ANDHERI KURLA ROAD, ANDHERI (EAST), MUMBAI 400 059.</p> <p>BUSINESS</p> <p>S/o MADAN LAL JAIN</p> | <p>Sd/-</p> | <p>Witness to Subscribers Nos. 1 & 2</p> <p>Sd/- JAYESH SUTARIA 601/B, CRYSTAL PLAZA, OPP. FAME ADLAB, NEW LINK ROAD, ANDHERI (W), MUMBAI 400 053.</p> <p>S/o. RAMNIKAL SUTARIA CHARTERED ACCOUNTANT</p> |
| <p>SAROJ JAIN SUMATI PRAKASH JAIN</p> <p>C-61, PADAM NAGAR, ANDHERI KURLA ROAD, ANDHERI (EAST), MUMBAI 400 059.</p> <p>BUSINESS</p> <p>W/o SUMATI PRAKASH JAIN</p> | <p>Sd/-</p> | |

Place : MUMBAI

Date : 25th JUNE 2005