



प्रारूप 1  
पंजीकरण प्रमाण-पत्र

U24232AP2011PTC073853

2012

पंजीकृत कंपनी का नाम  
OCTTANTIS NOBEL LABS PRIVATE LIMITED

पंजीकरण दिनांक (अप्रैल 13, 2012) को उ.प्र. अधिनियम 1956 (नं. 1 of 1956) के अंतर्गत पंजीकृत किया गया है।

यह प्रमाण पत्र उ.प्र. अधिनियम 1956 (नं. 1 of 1956) के अंतर्गत पंजीकृत किया गया है।

Form 1  
Certificate of Incorporation

Corporate Identity Number U24232AP2011PTC073853 2011-2012  
I hereby certify that OCTTANTIS NOBEL LABS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Hyderabad this Thirteenth day of April Two Thousand Eleven



(SHASHI RAJ DAR) Deputy Registrar of Companies  
Hyderabad  
Andhra Pradesh

Main Address as per record available in Registrar of Companies office  
OCTTANTIS NOBEL LABS PRIVATE LIMITED  
PLOT NO. 27 LAKSHMI NARAYANA NAGAR COLONY, ICR, UPPAL  
HYDERABAD - 500039  
Andhra Pradesh, INDIA

For OCTTANTIS NOBEL LABS PVT. LTD.

*(Signature)*

Director

*INCORPORATED UNDER THE COMPANIES ACT, 1956  
(1 OF 1956)  
(A COMPANY LIMITED BY SHARES)*

*MEMORANDUM OF ASSOCIATION  
OF  
OCTTANTIS NOBEL LABS PRIVATE LIMITED*

1.The name of the company is **OCTTANTIS NOBEL LABS PRIVATE LIMITED.**

2.The Registered office of the company will be situated in the state of Andhra Pradesh.

3.The objects for which the company is established are:

A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on business as manufacturing of refining , processing, preparing,acquiring , buying, selling, Importing, exporting, distributing and dealing in all kinds of medicines, pharmaceuticals, drugs, intermediates, chemicals, Bio-chemicals, Biological products, antibiotics, vitamins, minerals, medical, herbs, foods, feeds, and phyto pharmaceutical products.
2. To carry on business in India and elsewhere as importers, merchants, traders, distributors, commission agents, selling agents, indenting agents and representatives for dealing of pharma products.

3. To carry on the business of manufacture, buy, sell, import, export and generally deal in all types of surgical, medical, pharmaceuticals, scientific, equipment, appliances and accessories.
4. To carry on the business of manufacturers of and dealers in and exporters and importers in chemicals of all kinds, biological and veterinary products of all varieties, pesticides, insecticides, homeopathic, medicines of all kinds, cosmetic and beauty aids, of all varieties, drugs, and surgical instruments and equipments.
5. To carry on the business as manufacturers, mixers, producers, compounders, buyers, sellers, indenters, dealers in OR as distributors, stockists, importers, exporters, research new formulations, deal in medicinal preparation, pharmaceutical drugs & medicated preparations, patent medicines, herbs, antibiotics including homeopathic, ayurvedic, allopathic, unani and biochemical medicines in the form of liquid, syrup, dry syrup, capsules, injections, ointment, lotion, tablets, powder and other conceivable form.

B. ~~A.~~ THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE: *P. N. S. J. A. U.*

1. To acquire and take over the whole or any part of the business, rights, goodwill, trademark, property and liabilities of any other person or persons, firm, corporation or undertaking, either existing or new engaged in or carrying on and conducting any business which this company is authorized to carry on and to pay for the same and to pay for the same either in cash or shares or partly in cash and partly in shares.
2. To apply for, purchase or otherwise, acquire any patent right, copy right, trademarks, formulae, license, lease concessions, conferring any exclusive or limited right to use, or any secret or to otherwise information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may directly or indirectly for the benefit of the company and to use, exercise, develop or grant licenses in respect of otherwise turn to account the property or information so required.
3. To enter into, execute and fulfill all contracts, agreements and arrangements necessary or useful for any or all of the objects of the company with any government or authority whether, municipal, local or otherwise or any person in India or elsewhere and to obtain from any such govt. of authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise and comply may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

4. To establish research and development centers for the business of the company.
5. To negotiate and enter into agreements and contracts with foreign individuals, companies, corporations and other organizations for technical, financial or any other assistance for the purpose of activating research and development of manufacturing projects on the basis of know - how, financial participation or technical collaboration and acquire necessary formulae, patent rights, for furthering the objects of the company.
6. To procure the registration of the company in any country or place in any part of the company.
7. To enter into partnership or any arrangement for profit sharing union of interest, exchange of shares, joint ventures, reciprocal concessions or co-operations with any person or company carrying on or engaged in or about to carry on or engaged in, any business or transaction capable of benefiting the company and to subsidize, assist, co operate or enter into any agreement whatsoever with any such person or company.
8. To amalgamate with any other company having all or any of its objects similar to the objects of the company in any manner, whatsoever, whether with or without a liquidation of the company.
9. To apply for, obtain, purchase or otherwise acquire and project, prolong and renew any patents, patent right, brevet inventions, processes, trade secrets, scientific or technical or other assistance know-how and other information, designs patterns, copy rights, trade marks licenses concessions, and the like rights or benefits or rights of use thereof, which may seem capable of being used for or in connection with any of the objects of the company or the acquisition or use of which may seem calculated directly or indirectly to benefit the company on payment of any fee, royalty or any other consideration and to use, exercise or develop the same and manufacture under grant or license in respect thereof or otherwise deal with the same.
10. To establish, for any of the objects of the company branches or to establish any firm or firms or promote any company or companies place in or outside India as the company may think fit.

11. To undertake research work and to spend money on experimenting and testing and in improving or seeking to improve and giving publicity to the business and products of the company and its constituents and associates and popularize brands in Indian and foreign markets by means of press advertisements, pamphlets, handbills, sponsored radio and TV programs or by publication of books, periodicals and magazines, by purchase and exhibition of works of art, by granting rewards, prizes and donations and by any other suitable means and placing in the market any products which the company may or may not propose to manufacture or to distribute any patent invention, process, information or right, which the company may acquire on ease or propose to acquire.
12. To invest and deal with the money of the company, not immediately required, in or upon such investments ( other than shares in the manner as may from time to time be determined)
13. To spend money, to receive money on deposit or loan in accordance with the provisions of section 58A of the companies act, 1980 and the rules made there under for the purpose of companies and on such terms as may seem expedient and in particular to customer of, or any other person having dealings with the company but not amounting to banking business as defined in the banking regulation act, 1949.
14. To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations of any securities and to guarantee the payment of interest thereon or of dividends on any stock or shares in any company and generally to guarantee or become sureties for the performance of any contract, debt or obligation of any person, firm, authority or company, connected with the companies business.
15. To borrow, raise or secure the payment of money for the purpose of the company in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the companies property, both present and future, including its uncalled capital and to purchase, redeem or pay off such securities and to mortgage, pledge or charge the undertaking and all or any of the real and personal property, present and future.
16. Subject to the Banking regulation act, 1949 to draw, make, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments or securities and to open bank account, current overdraft or saving account or to operate the same.

17. To send out to foreign countries, its directors, employees or any other person or persons for investigating possibilities of any business or trade or for procuring and buying any machinery or establishing trade connections or in promoting the interest of the company and to pay all expenses incurred in this connection.
18. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the companies capital or any debentures or other securities of the company or the conduct of the business.
19. To pay out of the funds of the company all costs, charge and expenses of and incidental to the company and any company promoted by the company in India or outside India and shall have the options to issue fully paid up shares in lieu thereof.
20. To accept and to make gifts in property movable and immovable and to aid peculiarly or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
21. To sell, lease, exchange, or otherwise deal with the undertakings and all or any of the property, assets rights and effects all or any of the part thereof for such consideration as the company may think, fit, subject to the provisions of the companies act 1956, or any law for the time being in force
22. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company in the event of winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
23. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including directors) of the company or their dependents or connections and to make payments towards insurance for any such person and to establish joint and support trusts, funds or schemes, whether contributory, with a view to provide pensions or allowances for such persons or to make contributions to other association, institution, trusts, funds, schemes, clubs or conveniences calculated to benefit such persons.
24. To compensate for the loss of office any managing director or other officers of the company within the limitations prescribed under the companies act, 1956 or other statute or rule having the force of law and to make payments of any other person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged.

25. To make donations to such persons or institutions and in such cases and either of cash or other assets as may be thought directly conducive to any of the company's object or otherwise expedient and in particular to remunerate any persons or corporation introducing business to the company and to subscribe or guarantee money for charitable, benevolent or useful object and to establish and support or aid in the establishment and support of association, institution, funds, trust and conveniences for the employees or ex-employees or of such persons having dealing with the company or the dependents relatives or connection of such persons, and particulars friendly or other benefits societies and to grant pensions, allowances, gratuity, bonuses, either by way of annual payment towards insurance and to form and contribute to provident and benefit funds, to or for such persons.
26. To apply for obtain any act of parliament, charter, government state or municipality or provisional order license of any authority for enabling the company to carry out effect for extending any of the powers of the company or for any other purpose which may seem expedient and to make representations against any proceedings or applications which may seem to prejudice, directly or indirectly, the interest of the company.
27. To agree, to refer, to arbitrate and to refer to arbitration any dispute, institutions funds, trusts, and conveniences for the benefit of past and present employees or Directors of the Company or the dependents of such persons and to grant pensions and allowances to make payment towards insurance, to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
28. To promote any other company or companies for the purpose of acquiring or taking over all any of the property, rights, and liabilities of the company or for any other purpose which may directly for or indirectly affect benefit the company.
29. To promote any other company or companies for the purpose of acquiring or taking over all any of the property, rights, and liabilities of the company or for any other purpose which may directly or indirectly affect benefit the company.
30. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for repairing, improving, guaranteeing research, extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the company.

31. Subject to the provisions contained in the Companies Act, 1956 to distribute as dividend or bonus among the members or to place to reserve or otherwise apply as the company may from time to time think fit any money received by way of premium on shares or debentures issued at a premium and any money received in respect of dividends accrued on forfeited shares.
32. Subject to the provisions of the Companies Act, 1956 or such other rules and regulations as are in force, to remunerate any person by way of commissions, salary ,fees, charges or otherwise for services rendered or to be rendered in placing or procuring or guaranteeing the placing of any of the shares on private placement basis in the companies share capital or for any debentures or other securities issued by the company from time to time.
33. To adapt such means for making known the business and / or products of this company or any company or any company in which the company is interested as its principal agents, representatives or in any other way by advertisements and publicly in press, periodicals, magazines; through corner slides and films ; by issue of circulars , posters, calendars, show cards, playing cards, gifts, complimentary, hoardings, by radio programmes and TV programmes , by exhibitions , sponsorship of games, sports activities, cultural or other programmes, by publication of books & periodicals, by purchase and exhibition of works of art or interests; by granting prizes, rewards and donations or in any other manner as the board of directors may think fit and to apply for promote and to obtain any order , regulation or other authorization or enactment, which directly or indirectly benefit the company.
34. To issue or allot fully paid or partly paid shares / in the capital of the company in payment or part payment of any movable or immovable property of the company purchased or otherwise acquired by the company for any service rendered to the company.
35. To take or hold mortgages, liens and charges to secure the payment of purchase price or any unpaid the balance of purchase price, any part of the companies property of any kind sold by the company or any money due by the company, or due to the company.
36. To produce gas and generate electricity necessary make use of all products resulting from or ancillary to such production.
37. To pay out the funds of the company all or any expenses, which the Company may lawfully pay for the services, rendered for formation and registration and for promotion of any other company by it subject to the provisions of the Act.



38. To insure any of the properties, Undertakings, Contracts, risk or obligations of the company in any manner whatsoever.
39. To establish or support, any association, institutions, schools, hospitals, quest houses, clubs, funds and trusts which may be considered beneficial to any employees or ex employees and to officers and ex officers of the company or the dependents of any such persons.
40. To aid and support, any person, association, body or movement whose object is solution, settlement, or summoning or industrial or labour promotion of any industry or trade, business of the company or the promotion of science, technology, cultural activities, sports, environment or rural development and other social and welfare activities.
41. To refer all question, disputes or differences arising between the company and any other person (other than director of the company) in connection with or in respect of any matter relating to the business or affairs of the company or arbitration in such manner and upon such manner and upon such terms as the company any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as company and such terms as company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the arbitrations act 1940 or any other act fpr time being in force and the rules of the international chamber of commerce relating to arbitration and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants, or advisors in this behalf.
42. To enter into negotiations, technical, financial, or otherwise with any person or government for obtaining any grant, license or on other terms, formulae and other rights and benefits, and to obtain technical information, know how and expert advice for the production, manufacture and export or sale of all types of goods which the company authorized to produce or to deal in.
43. To open and operate any type of bank accounts with the bank and obtain credit facilities with or without securities for its business.
44. To train and pay for training in India or abroad of any company's employee or officers or any candidate in interest of furtherance of the company's objects.
45. To receive grants, subsidies, contributions, donations, loans, advances or other money, or deposits of whatsoever nature from state.

### C. THE OTHER OBJECTS.

1. To engage in and carry on in India or elsewhere the activities of export house and
2. Execute and perform export/ import business in all kinds of goods, components and materials, and enter into collaboration agreements/ contracts with foreign firms, companies and individuals for the purpose of obtaining of technical know how fee , royalties or payments of any of the nature, subject however to the regulations of the government of India and such other acts or notifications as may be applicable.
3. To carry on the business of rendering all types of communication and information services to the business houses, commercial or non commercial organization by collecting, collating, classifying the various types of data and information in a systematic and useful manner and of publishing, distributing and selling the same to the periodicals, magazines, newspapers, journals, newsletters, occasional papers, and to syndicate data information, articles, photographs illustrations, graphs, charts, diagrams, cartoons, and other visual and reports and to set up a data bank and library to collect, compile process, store, distribute and sell information on industrial corporate, management, economic, social, political, scientific, legal, technological, medical and all other subjects.
4. To carry on the business of advisers and consultants on all matters and problems relating to the administrations, organization, finance management, personal management, or expansion of industry and the business ( including construction of plants and buildings, production, purchases, sales, marketing, advertisement, publicity, personnel, export and import) and of institutions, concerns, bodies, association ( incorporated or unincorporated ) departments and services of the govt., public or local authorities, trusts or scientific research and development centers.
5. To carry on the business of clubs, hotel, restaurant, confectionary, importers and exporters of kinds of foods and drinks and dealers therein and for that purpose to purchase, acquire, take on lease or otherwise acquire lands, sites for construction, erection and running and maintenance of hotels and bars in any place in India and elsewhere furnishing and equipping the same with all kinds of foods and drinks, flowers, cosmetics and all other articles and things which may ordinarily be required in the business of hotels and resorts, restaurants, lodgings, cafes, amusement halls, laundries, libraries and reading rooms, entertainment rooms, caterers of all kinds of eatables and drinks, order suppliers, conference room suppliers, letting out places for marriage, functions, sports and other gatherings and to do all and every act and things which are incidental or ancillary to the business aforesaid.

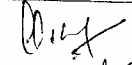
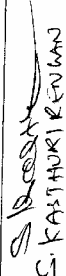
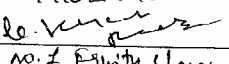
6. To establish construct, erect, maintain, run, manage, develop, own acquire, purchase, undertake, improve equip, promote, initiate, encourage, subsidize and organize, hospitals, dispensaries, clinics, diagnostic centers, polyclinics, pathological laboratories, research centers, operation theaters chemist shops, blood banks, eye bank, kidney banks, nursing homes physiotherapy centers, investigation centers and other similar establishments for providing treatment, medical care and medical relief in all its branches by all available means to public at large on suitable fees confessional or on free of charge basis, and to manufacture, produce, export, import, buy, sell, fabricate, discover, develop, design, process, investigate, store, formulate, install, repair, maintain recondition turn to account exchange, sponsor, distribute or otherwise to deal in all sorts of medicines, pharmaceuticals. Chemicals, injections, formulations, apparatus, instruments accessories And other allied goods and articles.
7. To carry in India or elsewhere the business as manufacturers, tanners processors, refineries, weavers, importers, exporters, traders, agents, brokers, designers, developers, suppliers, wholesalers, retailers, distributors, carriers, C & F agents, concessionaries and to alter, bleach, barter, collaborate, clean, convert, exchange, finish, stitch, repair, manipulate, modify, market, prepare, produce, pack, project, provide, recondition or otherwise to deal in all shapes, sizes, varieties, characteristics and applications of goods made of leather, leather boards, leather clothes, blended leather, reconstituted leather, PVC leather, foam leather, PVC clothes, GI pipes & fittings, laminated leather, synthetic leather and combinations thereof such as footwear, boxes, dresses, boots, shoes clogs, lasts, gloves, fashion wears, men's wear, ladies wear, children wear, ropes, wallets, purses, key purses, belts, pouches, straps, collars, ropes, saddlers, nearness, traveling bags, gaiters, heels, protectors, suitcases, brief cases, bedding, variety bags, horse riding equipments, caps, fancy goods, toys, sculptures, models articles or things.
8. To act as agencies or manufacturers, representatives for purchase or sale or articles and things including trade, import and export and engineering good, electronic equipments and accessories, metal products and allied products, cloth yarn, garments, textiles, ready made goods, computers, software, textile machinery, leather goods, cosmetic goods, pharmaceutical surgical equipment, meat, sea foods, chocolates and all preparations thereof, soaps, jeweler, handicrafts, stationary, rubber goods, mineral oils, building materials, paints, agricultural implements, fertilizers and other allied products, films processing and printing, chemicals and other requisites thereof and other packing materials. To buy, sell, let on hire, repair and alter and deal in any machinery, components, parts, accessories and fittings of all kinds or motors and other things, or used in or capable of being used in connection with the manufacture, maintenance and working thereof.

9. To carry on the business of farming, plantation, horticulture, goat keepers, milk makers, sericulture, dairies, sheep farmers, aquarium, poultry farmers, cultivators of all kinds of food grains, crops, rice, leaves, grass, timbers, vegetables, hybrid seeds, fruits proprietary of chard and traders, exporters and sellers of and dealers in products of farming dairy, horticulture, floriculture, sericulture and pisciculture and to carry on the business of manufacture or any trading in preserved, dehydrated, canned or converted agricultural products, meat, cereals, pulses, oil seeds and articles and other derivatives of all kinds and descriptions.

10. To carry on the business of parkers, courier agents, commission agents and related activities

v. "The Authorised Share Capital of the Company is to Rs. 2,50,00,000/- ( Rupees Two Crore fifty lakhs only) divided into 24,00,000 (Twenty Four Lakhs Only) equity shares of Rs 10/- ( Rupees ten only) each and 100,000 (one lakh only ) preference shares of Rs 10/- (Rupees ten only) each with the power to issue the new Shares upon such terms and conditions and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 1956 and to vary, modify, amalgamate, abrogate any such rights, privileges, conditions in such manner as may be provided by the Companies Act, 1956".

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

S.NO	Names, addresses, descriptions and occupation of subscribers and signatures	No. of Equity shares taken by each subscriber	Name, address description, occupation and signature
1)	 K. Prasad Reddy S/o. K. Veeranna P/o. Plot No: 23, Balaji Enclave, Kalyanpuri, Uppal, Hyderabad - 500 039 OCC - Business. D.O.B - 12-06-1982	5000 (Five Thousand only)	 S. KASTHURI KUMARI S/o. S. SUNDARAN P/o. 1-1120, Flat No. 203, Sri Range Nilayam, Jawahar Nagar, Hyderabad - 500 020. OCC: Chartered Accountant M.No. 20024
2)	K. VENIKAT REDDY S/o. K. Veeranna OCC: BUSINESS P/o. Plot No-23, Balaji Enclave, Kalyanpuri, Uppal, Hyderabad - 39. OCC: BUSINESS. D.O.B - 19/02/1980. 	5000 (Five Thousand only)	
	Total No. of Equity shares taken	10,000 (Ten Thousand only)	

Place: Hyderabad  
 Date: 09/01/2011

**INCORPORATED UNDER THE COMPANIES ACT, 1956**

**(1 of 1956)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

***OCTTANTIS NOBEL LABS PRIVATE LIMITED***

1. The Regulations contained in Table "A" of the Companies Act, 1956 shall be Articles of Association of this Company in so far they are applicable to Limited Company subject to the modification mentioned hereunder.

***INTERPRETATION***

2. a) "The Act" means the Companies Act, 1956.  
b) "The Company" means OCTTANTIS NOBEL LABS PRIVATE LIMITED  
c) "The Seal" means the common seal of the Company.

- d) Unless the context requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which these Regulations become binding on the Company.

### *PRIVATE COMPANY*

- 3. The Company is a Private Limited Company as defined in Sub-Clause (iii) Sub Section (1) of section 3 of the Companies Act, 1956 and accordingly.

The right to transfer the shares of Company is restricted.

- a) The number of members of the Company is limited to fifty not including
  - i) Persons who are in the employment of the Company.
  - ii) Persons who having been formerly in the employment of the Company.
- b) No Invitation shall be issued to the public to subscribed for any shares In or debentures of the Company.
- c) No Invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
- d) Prohibits any invitation or acceptance of Deposits from person other than its members, directors or their relatives.
- e) The minimum paid up capital of the company is Rs.1,00,000/- or any such other amount as may be prescribed

Provided that two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this clause, be treated as a single member.

Article 4 "The Authorised Share Capital of the Company is to Rs. 2,50,00,000/- ( Rupees Two Crore fifty lakhs only) divided into 24,00,000 (Twenty Four Lakhs Only) equity shares of Rs. 10/- ( Rupees ten only) each and 100,000 (one lakh only ) preference shares of Rs.10/- (Rupees ten only) each with the power to issue the new shares upon such terms and conditions and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 1956 and to vary, modify, amalgamate, abrogate any such rights, privileges, conditions in such manner as may be provided by the Companies Act, 1956".

5. The shares shall be under the control of Directors who may issue or allot or otherwise dispose of the same.
6. No transfer of any share shall be made or registered unless it be as between the joint share holder inter se without the previous sanction of the Directors who may in their absolute and uncontrolled discretion and without assigning any reasons, decline to give any such sanction. The Directors shall decline to give sanction for registration of any transfer of shares, the effect of which would be to increase the number of members of Company above fifty.

#### *DIRECTORS*

7. a) The number of Directors of the company not less than two and not more than twelve including all kinds of Directors.  
b) The following persons shall be first Directors of the Company.
  1. K.VENKAT REDDY
  2. K.PRASAD REDDY
8. The Directors need not hold any qualification shares in the company for appointment as Director.
9. Regulations 40 and 41 of the Table "A" in schedule I of the Act shall not apply to the Company.
10. The provisions of Sec.173 of the Companies Act, 1956 shall not apply to this Company. Any business to be ordinary business.



11. The Provisions of Sec.176 (2) shall not apply to this Company.
12. The remuneration of each Director shall be a sum not exceeding Rs.750/- for each meeting of the Board of Directors attended by them (plus his traveling, hotel and other expenses) as shall be determined by the Board from time to time. Additional remuneration may be paid to one or more of the Directors for any extra services rendered, subject, to the relevant section in the Act.
13. The Union Government, State Government, Public Financial Institutions specified in selection 4-A of Act or State Financial Corporations, State Industrial Development Corporation (hereinafter each of which is referred to as " THE CORPORATION") granting loans to the Company and / or holding share and/or debentures in the Company shall be entitled to nominate and from time to time substitute in place of such nominee one or more Individuals as director on the Board of the Company so long as any moneys remain owing by the Company or the Corporation or so long as the corporation hold shares and / or debentures in the company and while holding such office nominee shall not liable to retirement or rotation.
14. The Board may from time to time appoint one or more or their body to the office of Managing Director or Manager for each terms and on such remuneration (whether by way of salary or commission or partly in one and partly in another) as they may think fit and a Director so appointed shall be subjected to determination IPSO, FACTO, if the ceases from any causes to be in a Director.

### ***BORROWING POWERS***

15. The Directors may from time to time at their discretion, raise borrow or secure the payment of any such or sums of money for the purpose of the Company.
16. Subject to section 58A of the Act, the Directors may receive deposit-bearing interest at such rates as the Directors may fix which may be made payable monthly, quarterly, half yearly or yearly.

17. The Directors may raise or secure the payment of such money's in such manner and upon such terms and conditions in all respects, as they think fit and in particular by the creation of and issue of debentures or obligations of the Company secured or charges upon all or any part of the undertaking, property or rights of the company (both present and future) including the uncalled capital or by giving accepting or endorsing on behalf of the Company any promissory notes or bills of exchange.
18. Every debenture or other Instrument issued by the Company for securing the payment of money may be so framed that the moneys there by secured shall be assigned free from equities between the Company and the person to whom the same may be issued. Subject to the provisions of the Companies Act,1956 any debenture stock, bonds or other instruments or securities may be issued at a discount premium or otherwise and with any special allotment of shares or otherwise.
19. If any called capital of the company is included in to charges by any mortgage or other security the Directors may be installment under the Companies Seal authorize the persons in whose favour such mortgage or security is executed or any other persons in trust for him, to make calls on the members in respect of uncalled and the provisions herein contained in regard to calls shall "Mutatis Mutandis" apply to call made under such authority may be made exercisable either conditionally or unconditionally and either to the exclusion of the Directors power or otherwise, and shall be singable if expressed so to be.

#### *QUORUM*

20. The Quorum for Directors and General Meeting shall be two Directors.

#### *INDEMNITY*

21. Subject to the provisions of Section 201 of the Act, and so far as such provisions permit every Director, Manager, Secretary, Auditor and other officer or servant of the Company shall be indemnified by the Company against any liability etc., incurred by him and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses which any such director, officer or servant may incur or become liable to by any reason of any contract entered into or act or thing done by him as such director, officer or servant or in any way in the discharge of his duties including traveling expenses and the amount for which indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the member over all other claims.

22. The Company may indemnify any director or officer of the company or and person employed by the Company or auditor against any liability incurred by him in depending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 in which relief is granted to him by the court.

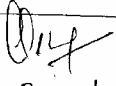
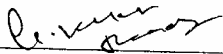

*SEAL*

23. a) The Board shall provide for the purpose of the Company a SEAL and shall have power from time to time to destroy the same and substitute a new seal in thereof, and the Board shall provide for the same custody of the seal for the time being.

b) The seal shall not be affixed to any instrument except by authority of resolution of the Board of committee and unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall unless the same is executed by a duly constituted Attorney for the Company, be signed by at least one Director in whose presence the seal shall have been affixed, provided nevertheless that any instrument bearing the seal of the company and issued valuable consideration shall be binding on the company notwithstanding any irregularity in affixture thereof.

*SECRECY*

24. No member shall be entitled to inspect the Company's books without the permission of the Directors or to require discovery or any information respecting any details of the company's trading or matter which is or may be in the nature of a trade secret, process or trade mystery which may relate to the business of company and which in opinion of the Directors, it will not be expedient in the interest of the members of the company to communicate to the public. The Officers and authorized nominees of any financial institution granting loan or any other form of financial assistance is however authorized to inspect the factory, records, documents, registers, books of accounts and other relevant statutory books and obtain copies and extracts of the same during all normal working hours.

S.No.	Name, Address, Occupation and Description of the Subscribers with their signature	Signature with Name, Address, Occupation and Description of the Witness
1)	 K. Prasad Reddy S/o. K. Veeranna Plot No. 23, Balaji Enclave, Kalyanpuri, Uppal, Hyderabad - 500039 OCC - Business D.O.B. - 12-06-1982	
2)	K. Venkat Reddy S/o. K. Veeranna OCC - Business R/o. Plot No. 23, Balaji Enclave, Kalyanpuri, Uppal, Hyderabad - 39. D.O.B. - 19/02/1980 	 S. KASTHURI KANKAN No. S. SUNDARESAN Flat No. 203, Sri Ranga Nilayam, Santhar Nagar, Hyderabad - 500020. C.C. Chartered Accountant M. No. 200724

Place: Hyderabad  
 Date: 29/04/2011