

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U29118DL2006PTC152361

मैसर्स XPERTZ LIGHTING SOLUTIONS PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
XPERTZ LIGHTING SOLUTIONS PRIVATE LIMITED

जो मूल रूप में दिनांक तेईस अगस्त दो हजार छह को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
XPERTZ LIGHTING SOLUTIONS PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 अ दिनांक एस.आर.एन. दिनांक 17/08/2011 के द्वारा प्राप्त हो गया है. उक्त कम्पनी का नाम आज परिवर्तित (रूप में मैसर्स 24.6.1985 B18271288
XPERTZ ANKUR LIGHTS PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र दिल्ली में आज दिनांक सत्राह अगस्त दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U29118DL2006PTC152361

In the matter of M/s XPERTZ LIGHTING SOLUTIONS PRIVATE LIMITED

I hereby certify that XPERTZ LIGHTING SOLUTIONS PRIVATE LIMITED which was originally incorporated on Twenty Third day of August Two Thousand Six under the Companies Act, 1956 (No. 1 of 1956) as XPERTZ LIGHTING SOLUTIONS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B18271288 dated 17/08/2011 the name of the said company is this day changed to XPERTZ ANKUR LIGHTS PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Delhi this Seventeenth day of August Two Thousand Eleven.

Validity unknown
Digitally signed by Registrar
Date: 2011.08.17 16:06:57
Cert: no

Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by MANMOHAN JUNEJA, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

XPERTZ ANKUR LIGHTS PRIVATE LIMITED
E-13, EAST OF KAILASH,
NEW DELHI - 110065,
Delhi, INDIA





Form 1

Certificate of Incorporation

Corporate Identity Number : U29118DL2006PTC152361 2006-2007

I hereby certify that XPERTZ LIGHTING SOLUTIONS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Given under my hand at Delhi this TWENTY THIRD day of AUGUST TWO THOUSAND SIX.



Sd/-

(V. K. GUPTA)

Asstt. Registrar of Companies
National Capital Territory of
Delhi and Haryana

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
XPERTZ ANKUR LIGHTS PRIVATE LIMITED

- I. The Name of the Company is **XPERTZ ANKUR LIGHTS PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are :-
 - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 1. To carry on the business as manufacturers, fabricators, assemblers, buyers, sellers, importers, exporters, distributors, commission agents or otherwise dealers in all kind of electric lamps, bulbs, decorative and fancy lights, chandeliers, tubes, gas fields lamps, luminous electrical signs, neon signs, CFL lamps, flash lights and all kinds of electrical fittings and accessories.
 2. To carry on business as manufacturers, fabricators, assemblers, buyers, sellers, importers, exporters, distributors, commission, agents or otherwise, dealers in all kind of switches, boards, panel boards, connectors, adaptors, plugs, sockets, relays, alarms, wires, cables, optical cables, electrical meters, circuit breakers, voltmeters, holders, thermostat, cutouts, voltage stabilizers, nut-bolts and other accessories and to act as electrical engineers and contractors.
 3. To carry on the business of Electrician, Electrical, Engineers, and manufacturers of Electrical Machinery and Electrical apparatus for any purpose whatsoever and to manufacture, sale, supply and deal in wires, cables, Accumulators, Lamps, meters, Engines, Dynamos, Batteries and other scientific or measuring instruments of any kind.
 4. To carry on the business of manufacturers, buyers, sellers, importers, exporters, stockiest of all kinds of electric lamps, glass tubes, lighting fittings, chocks, starter, lamp holders, electric motors, transformers, switchgears, meters, wire and cables, fans, fittings, heaters, radiators, ovens all types of electrical appliances-domestic and industrial and spare parts, accessories.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary convenient for the main business of the Company.
2. To enter into partnership or any arrangement for sharing profits, union of interest joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business of the Company.
3. To import, buy, exchange, alter, improve, manipulate in all kinds of plant machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company, in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend factories, any plants, warehouses, workshop, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and all kinds of works, machinery, apparatus, labour lines, and houses warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
6. To acquire and takeover the whole or any part of the business, goodwill, trade marks, properties and liabilities of any person or persons, firms, companies or undertake other existing or new, engaged in or carrying on or proposing to carry on the main business which the Company is authorised to carry on and possessed of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares.
7. To undertake or promote scientific research relating to any business or class of business in which the Company is engaged in.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporation and such other organisations for technical, financial or any other assistance for carrying on all or any of the main objects of the Company or 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 and patent rights for furthering the main objects of the Company.

THE MAIN

immovable
necessary

interest joint
carrying on

machinery,
ess of the

or received
half of or for
your of the

r, improve,
warehouses,
electric and
nd houses
on the main

de marks,
take other
n business
y or rights
er in cash

f business

individuals,
any other
or for the
the basis
necessary

9. Subject to Section 391 to 394 and 394A of the Companies Act, 1956 to amalgamate with any other such company or companies having all or any objects similar to the objects of this company in any manner whether with or without process of liquidation of that Company.
10. Subject to the companies Act, for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person firm, body corporate, association, undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent-rights, brevets de-invention, processes, scientific technical or such other assistance of all types, manufacturing, process know-how and such other, information, designs, patterns, copyrights, trade marks, licences, concessions and rights or benefits, conferring an exclusive or non-exclusive or limited or right or use thereof, which may seem capable if being used for or in connection with the main objects of the company or the acquisition of which may seem directly for indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licences in respect thereof and to spend money in experimenting, upon, testing or improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any orders, charter, privilege concession, licence or authorisation or any Government, State or such other Authority for enabling the company to carry on its main objects into effect or for extending any of the powers, of the company or for effecting any modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest of the company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights, charters, contracts, licences and concessions which the company may obtain and to carry out, exercise and comply therewith.
14. To procure the company to be registered 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 main business of the company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts and to operate the same in the ordinary course of business.
16. To advance money, either with or without security to such persons and upon such terms and conditions as the company, may deem fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such

investments and in such manner as may, be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.

17. Subject to Sections 292, 293, 295, 372A & 58A of the Companies Act, 1956, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities.
18. To undertake and execute any trusts, the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.
19. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
20. To mortgage, exchange, grant licence and other rights, improve, manage, develop or dispose of undertaking, investments, assets and effects of the company or any part thereof for such consideration as may be conducive to the main business of the company and in particular for any shares, stocks, debentures or such other securities of any other company having main objects all together or in part similar to those of the company.
21. To distribute as bonus shares among the members or to place to reserve or otherwise to apply, as the company may, from time to time, deem fit, in any monies received by way of premium on debentures, issued at a premium by the company and any money received in respect of forfeited shares, and monies arising from the sale by the company of forfeited shares, subject to the provisions of Section 78 of the Companies Act, 1956.
22. To employ agents or experts to investigate and examine into the conditions prospects, value, character and circumstances of main business concerns and undertakings and generally of any assets, properties or rights which the company purposes to acquire.
23. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or for any other such purpose conducive to the main objects of the company.

24. Subject to the provisions of Section 292, 293 and 293A, 293B of the Companies Act, 1956 to subscribe, contribute, gift or donate any monies, rights or assets for any national educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of monies or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuities funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations clubs or funds of or in advance the interests and well being of other Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.
26. To establish for any of the objects of the company branches or to establish any firm or firms at places in or outside India as the company may determine.
27. To pay for any property or rights acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the company may determine. Subject to the provisions of Section 314 of the Companies Act.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, damages and expenses of and incidental to the acquisition by the company of the property or assets.
29. To send out to foreign countries and any where in India its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connections therewith.
30. To compensate for loss of office of any Managing Director or Directors or such other officers of the company within the limitations prescribed under the Companies Act, 1956 or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged in.

31. To agree to refer to arbitration any disputes present or future between the company and any such other company, firm, individuals or any other such body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
32. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the main business of this company and to constitute, agencies of the company in India or in any other country and to establish units and agencies in different parts of the world.

(C) THE OTHER OBJECTS ARE :-

1. To carry on the business as traders, importers and exporters of and dealers in aluminium utensils, steel utensils and all other such types of utensils and kitchen requisites of all types.
2. To act as business consultants, give advice, to engage in dissemination of information in all aspects of business organisation and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.
3. To carry on the business of running motor lorries, motor taxis, mini buses and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.
4. To carry on the business of wholesale or retail, or otherwise as interior decorators, and furnishers, upholsterers, and dealers in all hirers, repairers, cleaners, storers and warehouses of furniture, carpets, linoleums, furnishing fabrics and such other floor coverings of all types household utensils, china and glass goods, fittings, curtain and such other household requisites of all types.
5. To carry on business as brewers, distillers, bottlers, canners, preservers coopers dehydrators, maisters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors of every description such as Indian made foreign liquors, country liquors and by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nector, punch, aerated waters and drinks whether soft or otherwise.
6. To carry on the business of tabacconists in all its branches and to sell, make-up and manufacture tobacco, cigars, cigarettes and snuff.

7. To act as cargo agents, ship brokers, charter party contractors ship agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck raisers, autioneers, inspectors and observers of quality control, customhouse agent, commission agents and general sales agents for any of the air liners, steam-ship companies, railways and transport companies or any such person.
8. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat and agricultural products, milk, dairy products and such other perishable items of all types.
9. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.
10. To trade, deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime, and building construction requisites and to carry on the business of builders, contractors, architects, decorators and furnisners and to acquire, hold, mortgage, lease, take on lease, exchange or otherwise deal in land buildings, houses, flats, bungalows, shops, hereditaments of any tenure or freehold for residential or business purposes.
11. To cultivate, grow, produce or deal in any agricultural, vegetables or fruit products and to carry on the business of farmers, dairyman, milk contractors, dairy farmers, rice and flour milling, purveyors and vendors of milk and milk products condensed milk and powdered milk, cream, chees, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds.
12. To cultivate tea, coffee, rubber and any other such similar produce of all types and to carry on the business of planters in all its branches, to carry on and do the business of cultivators, winners and buyers of every kind of vegetable mineral or such other produce of the soil, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail.
13. To carry on the business as manufacturers of or dealers in pulp and paper of all kind and articles made from paper and pulp, card boards, straw board and wall ceiling papers and packaging cartons and news papers and newsprints.
14. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.
15. To carry on the business as iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agriculture implements and such other machinery related thereto, steel castings and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel convertors and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.

16. To carry on business as hoteliers, moteliers, restaurant owners, sweet, meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities.
17. To carry on the business of manufacturing and dealing in, assembling, buying, selling, reselling, exchanging, altering, repairing, importing, exporting, hiring, letting on hire, distributing or dealing in motor cars, motor cycles, scooters, motor buses, motor lorries, motor vans, trucks, locomotive engine, trains and all other such road and rail conveyance of all types, ships, boats, barges, launches, steamers and conveyance of every description and kind for transport conveyance of passengers, merchandise of goods of every description, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam oil vapour, gas, petroleum mechanical, animal or any other such motive power of all types.
18. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and such other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, woollen, linen, hemp, jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic and synthetic blended textiles manufactured from such yarn.
19. To carry on the business as manufacturers of and dealers in industrial machinery bearings, speed reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery such as road rollers bull-dozers, dumpers scrappers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines.
20. To carry on the business as manufacturers, importers, exporters of or dealers in ferrous or non-ferrous metal goods, iron and steel, aluminium, brass, tin, nickel, special steels and their products.
21. To carry on business as manufacturers, stockists, importers and exporters of and dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliances thereof.
22. To carry on the business as manufacturers, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks and such other hardware items of all types.
23. To carry on business as manufacturers, stockists, importers and exporters of and dealers in forgings, castings, stampings of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression moulding steel products and automobiles parts.
24. To carry on business as manufacturers, stockists, importers, exporters and repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, engines presses and all types of insulating materials.

25. To carry on the business as manufacturers, stockists, importers and exporters and or dealers in wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks and tarpaulines.
26. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of packing materials, jointing and belting materials, asbestos materials and fibres, insulation materials and welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood, glass, plastic, pulp, cellulose films, polyethylene rubber metals, metal foils, gelatine, tin, flexible, treated and laminated or such other materials related thereto.
27. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries and accumulators.
28. To sell, breed, import, export, improve, prepare, deal and trade in cattle, bird, poultry game, live and dead-stock of every description, eggs, pork-pies, sausages pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, table delicacies, bread, biscuits, wine biscuits and such other formentitious goods and products, cocoa, confectionery, cakes and buns.
29. To carry on the trades and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn, wheat, wheat products, stores, vegetable oils, ghee and vanaspati, products.
30. To carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skins.
31. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of plastic, synthetic resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar, other such products, tubes, pipes, sheets, films, whether moulded, extruded casted, formed or foamed.
32. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and mulifarious land to explore, work, exercise, develop and turn to account all sorts of major and minor minerals, working of deposits of all kinds of minerals, and subsoil materials and to crush, win, set, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for the market, metals and mineral substances of all kinds.
33. To produce, manufacture, trade, deal in and dispose of alkalis, dyes, acids, gases, compounds, fertilizers, chemical products of every nature and description, intermediates, derivatives, all types of floatation reagents, wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct colours, basic colours,

pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones and products derived from phosphate mines, limestone, quarries, bauxite mines, petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemicals and chemical products and to undertake the business of spraying of pesticides.

34. To manufacture, generate, produce, sell, dispose to and deal in industrial gases, domestic gases for heating and lighting, gas, steam, heat light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.
35. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of, surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines, intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-player, cassette tapes, headphones, stereo complex speakers, radio control equipments, cameras, binoculars, microscopes, projectors, telescopes, television sets, refrigerators, airconditioners, coolers, radars, computers and their spare parts.
36. To procure or develop and supply technical know-how for the manufacture or processing the installation or erection of machinery or plant in the working of mines, oil wells or such other sources of mineral deposits or in search for or discovery of testing of mineral deposits or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishery or rendering services in connection with the provision of such technical know-how.
37. To deal in foreign exchange, subject to approval of appropriate authorities.
38. To organise and carry on the business of advertisers, advertising agents, and consultants and to organise propaganda and advertising campaigns by means of press advertisement, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by any other such means or through the means of radio television or any other such media of all types.
39. To undertake and execute, in India or in any part of the world, turn-key projects for electrical installations, air-conditioning, refrigeration, heating, cooling, ventilations, humidification, sanitary, thermal and acoustic insulation work.
40. To carry on the business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woollen, cotton, synthetic or such other fibres of fibrous materials of all types.
41. To carry on the business as traders, importers and exporters to and dealers in cotton, and jute, whether raw, semi-processed or processed and all kinds of cotton and jute goods.

42. To carry on the business as shares and stocks broker and to buy, sell and deal in all kinds of share, stocks, securities, bonds, debenture, units and such other instruments of all types.
43. To carry on the business of public transporters and to ply all types of commercial vehicles such as Trucks, Tempos and pick up vans for carrying goods or passengers anywhere in India.
44. To carry on the business as importers, exporters, agents, distributors, stockists, contractors, suppliers, dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchant of commodities, articles products and merchants of any kind or nature.
45. To carry on the business of importers, exporters, dealers, traders, manufacturers of trailers, earthmoving equipments, canal equipments, fuel injection equipments and Machine tools and such other allied products thereof.
46. Subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997, to purchase or otherwise acquire, maintain, sell, lease, finance and give on hire purchase or instalments all kinds of plants, machinery, vehicles (motorised or otherwise) marine engines and vessels, hotel equipments, medical equipments, air conditioners, air conditioning plants, cooling equipments, computer, construction machinery, furniture and fixtures, electronics equipments, household equipments and other appliance, musical instruments, immovable or movable property and any other equipments or assets that the company may think fit.
47. To carry on the business of and render & provide services as commission agents, selling & purchasing agents, brokers, manufacturers, representatives or agents, stockists, distributors and agents to any person, firm or company.
- IV. The liability of the Members is Limited.
- V. The Authorised share capital of the company is Rs. 10,00,000/- (Rupees Ten Lacs) divided into 1,00,000/- (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
1. Umesh Shah W/o Late Sh. R. K. Shah R/o -2, Gagan Vihar Delhi - 110051 Age - 50 Occupation - Business	5,000 (Five thousand)	Sd/-	I witness the signatures of all the subscribers to the memorandum of association Sd/- P. K. Jain S/o Sh. P. R. Jain C/o Jain Rai Associates, CAS 208, Hans Bhawan, 1 Bahadurshah Zafar Marg, N. Delhi - 110002 (Chartered Accountant in Practice) M. No. 86396
2. Manish Shah S/o Late Sh. R. K. Shah R/o -2, Gagan Vihar Delhi - 110051 Age - 31 Occupation - Business	2,500 (Two thousand five hundred only)	Sd/-	
3. Pooja Shah D/o Sh. Jeet Rai R/o -2, Gagan Vihar Delhi - 110051 Age - 29 Occupation - Business	2,500 (Two thousand five hundred only)	Sd/-	
TOTAL	10,000 (Ten Thousand)		

New Delhi

Dated this 27th

day of July

2006

d below are
of Associa-
pital of the

of witness
ddress
tion and
ation

S/o Sh. P. R. Jain
C/o Jain Rai Associates, CAS
208, Hans Bhawan, 1 Bahadurshah Zafar Marg, N. Delhi - 110002
(Chartered Accountant in Practice)
M. No. 86396

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
XPERTZ ANKUR LIGHTS PRIVATE LIMITED
PRELIMINARY

1. Subject headings hereto shall not effect the construction hereof and in these present unless there be something in the subject or context inconsistent therewith.
 - (a) The Company, means XPERTZ ANKUR LIGHTS PRIVATE LIMITED
 - (b) 'The Act' means the Companies Act, 1956 and statutory modification thereof.
 - (c) 'The Office' means the Registered Office for the time being of the Company.
 - (d) 'The Register' means the Register of Members to be kept in pursuance of section 150 of the Act.
 - (e) 'Month' means the Calendar Month.
 - (f) 'Seal' means the Common Seal of the Company.
 - (g) 'The Directors' means the Directors of the Company and include persons occupying the position of Directors by whatever names called.
 - (h) 'The Dividend' includes bonus.
 - (i) 'In Writing' or Written, means and includes words printed, lithographes represented or reproduced in any mode in any visible form.
 - (j) Words importing 'Singular' shall include 'Plural' and vice-versa, words importing 'Masculine Gender' shall include 'Feaminine Gender' and words importing persons shall include Bodies Corporate.
2. The Regulations contained in Table 'A' in the First Schedule to the Act, shall apply to the Company except in so far as otherwise expressly incorporated herein below.
3. The business of the Company may be commenced soon after the incorporation of the Company.

4. The Company is a "Private Company" within the meaning of Section 3(1)(iii) and 2(35) of the Companies Act, 1956 and accordingly :
 - (a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be the members after the employment ceased) is limited to fifty, provided that for the purpose of the definition where two or more persons hold one or more shares jointly in the Company, they shall be treated as a single member And
 - (c) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter appearing.
 - (d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

SHARE CAPITAL

5. The Authorised Share Capital of the company shall be that amount referred to in Clause V of the Memorandum of Association.
 - (ii) The minimum paid up capital of the company is Rs. One Lakh.

ALTERATION OF CAPITAL

6. The Directors may, from time to time, with the sanction of the Company in General Meeting by ordinary resolution increase the share capital of the Company by such sum to be divided into shares of such amount and of such classes with such rights and privileges attached thereto as the General Meeting shall direct by specifying the same in the resolution and if no directions be given, as the Directors may determine.
7. The Company may by ordinary resolution :-
 - (a) consolidate and divide all or any of its share capital into share of larger amount than its existing shares.
 - (b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of Clause (d) of sub-section (i) of Section 94 and 95 of the Act.
 - (c) cancel any shares which at the date of passing of the resolution, have not been taken or agreed to be taken by any person.
8. The Company may, subject to the provisions of Sections 100 to 104 of the Act, reduce its share capital in any manner, from time to time, by special resolution.

SHARES

9. (a) The shares shall be at the disposal of the Directors and they may allot or otherwise dispose of the same to such persons, at such time and on such terms and conditions as they may in their absolute discretion think fit and proper.
(b) The allotment of shares shall be made by the Board of Directors at its meetings only.
10. An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles and every person who, thus or otherwise, agrees to accept in writing the shares and whose name is entered on the Register of Members shall for the purpose of these Articles be a shareholder.
11. If by the conditions of allotment of any shares, the whole or a part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due, be paid to the Company, by the person who, for the time being and from time to time shall be the registered holder of the shares or their heirs, executors, administrators and legal representatives.
12. Every member or his heirs executors, assignees or other representatives shall pay to the company the portion of the capital represented by his share or shares, which may for the time being remain unpaid thereon, in such amounts, as such time or times and in such manner as the Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof and so long as any monies are due, owing and unpaid to the Company by any member on any account howsoever, such member in default shall not be entitled at the option of the Directors, to exercise any rights or privileges available to him.
13. The Directors may also allot and issue shares in the capital of the Company, in full or part payment, for any property sold or transferred goods or machineries supplied or for service rendered to the Company in or about the formation of the Company or the conduct of its business.
14. The shares to be allotted as specified in Article 13 may be either partly paid up or fully paid up.
15. If any shares stand in the names of two or more persons the person first named in the Register of members shall as regards receipt of dividend, bonus or service of notice and all or any other matters connected with the Company, except voting at meeting and the transfer of shares, be deemed the sole-holder thereof but jointholder of shares shall be severally as well as jointly liable for the payment of all instalments and calls in respect of such shares and for all incidents thereof according to the Company's regulations.

CERTIFICATE OF SHARES

16. Every person, whose name is entered as a member in the Register of Members shall be entitled to receive within three months after allotment or within two months after the receipt of application for registration of transfer (or within such

other period as the conditions of issue shall provide) one certificate for all his shares without payment several certificates, each for one or more of his shares, upon payment of rupee 1/- (Rupee One) or any other amount as the Board of Directors may determine for every certificate after the first.

17. The certificate of title to share and duplicates thereof, when necessary, shall be issued under the seal of the Company in accordance with the provisions of Section 84 of the Act and the Rules thereunder.
18. The certificate of shares registered in the name of two or more persons shall, unless otherwise directed by them, be delivered to the person first named on the Register of Members.

TRANSFER OF SHARES

19. Subject to Section 108 of the Act, every instrument of transfer, duly stamped, must be accompanied by the certificate of shares proposed to be transferred and such other evidence as the Directors may require to prove the title of the transferor or his right to transfer the shares. In case the certificate has been lost or destroyed, the Directors may waive its submission on production of evidence of its loss or destruction to the satisfaction of the Directors.
20. A fee of Rs. 2/- (Rupees Two) may be charged for each transfer approved by the Directors.
21.
 - (a) No transfer of shares shall be made of registered unless it be as between the joint shareholders inter-se without the previous sanction of Directors who may in their absolute and unrestricted discretion without assigning any reason, decline to give any such sanction, subject to Section 111 of the Companies Act, 1956.
 - (b) A member intending to sell any share or shares shall give notice of his intention to the Directors, who shall offer any such shares to all the members and may thereupon find one or more members willing to purchase the same. This shall be done within one month of receipt of such notice.
 - (c) In case there are more than one purchasers, they shall be entitled to purchase the shares in proportion to their respective holdings in the Company on the date of such notice.
 - (d) The price payable for the purchase of shares, unless otherwise agreed, in such case shall be their fair value. This value will be determined by the Board of Directors of the Company. In case of any dispute regarding the fair value, the decision of the Auditors of the Company shall be binding on the seller as well as on the purchaser.
 - (e) In case the Directors fail to find a purchaser within the period specified in sub-clause (b) above, the member intending to sell his shares be at liberty to do so on such price as he considers proper and the Directors shall, subject to their right to decline such registration under sub-clause (a) above, register transfer of such shares.
 - (f) The right of pre-emption set out in Clauses (b) to (c) of this article shall not be enforced in case of transmission of transfer of shares in favour of heirs of a member or mother, father, brother, sister, daughter, son-in-law or daughter-in-law of a member, but shall apply if the transmission is in favour third of parties

22. The Company shall keep at its Registered Office a 'Register of Transfers' and therein shall be distinctly entered the particulars of every transfer or transmission of shares. Subject to the provisions of Section 154 of the Act, the Directors shall have power to close the 'Register of members' for such periods, not exceeding forty five days in aggregate in a year and thirty days at any one time as may expedient to them.

BORROWING POWERS

23. Subject to the provisions of Sections 58A, and 292 of the Companies Act, 1956, and Regulations made there under direction's issued by the Reserve Bank of India, the Directors may, from time to time and at their discretion, borrow or raise any sum or sums of money for the purposes of the Company in such manner and on such terms and conditions in all respects as they think fit without security or on security of all or any part of the movable and immovable properties of the Company and in particular subject to Articles 48 (b) hereof, by the issue of debentures or debenture stock of the Company charged upon the whole or any part of the undertaking of the Company or upon any assets of the Company, both present and future, including its uncalled capital for the time being.
24. Debenture-stock or other securities may be issued at par, discount or premium and with any special privileges and conditions as to redemption, appointment of Directors, conversion into shares and otherwise.

REGISTRATION OF CHARGES

25. Where a charge of the nature referred to in Section 125 of the Act is created by the Company, the Company shall, within 30 (Thirty) days after its creation, file the particulars of the charge alongwith the necessary documents with the Registrar of Companies in accordance with the provisions of Section 125 of the Act. The Company shall also duly comply with the relevant provisions of the part V of the Act in connection with registration of the charges.

GENERAL MEETINGS

26. No business shall be transacted at any General Meeting unless a quorum of members is present. At least Two members present in person shall form quorum for the General Meeting.
27. Subject to Section 190 of the Act, the Board of Directors, if they think fit, may convene a General Meeting including the Annual General Meeting of the Company by giving shorter notice subject, however to the provisions of Section 171 and 219 of the Act. It shall also not be necessary for Directors to annex Explanatory statement to the notice calling a General Meeting as required under Section 173 of the Act.
28. One of the Directors shall preside at every General Meeting but if at any meeting, Director is not present within 15 (Fifteen) minutes after the time appointed for holding the meeting or is unwilling to preside, the members present shall choose any member present to be the Chairman of the meeting.

29. A member of the Company entitled to attend and vote at any General Meeting of the Company shall be entitled to appoint another person, who need not a member of the Company, as his proxy to attend and vote in his place.
30. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on show of hands every member present in person shall have one vote for every share held by him and on a poll, the voting rights of members shall be as laid down in Section 87 of the Act, provided, however, the power to grant voting rights in respect of preference shares is vested with the Board of Directors.
31. No member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
32. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, in case convened upon the requisition of members, shall stand dissolved and in any other case, it shall stand adjourned to the same day in the next week at the same time and place.

DIRECTORS

33. Subject to the provisions contained in these Articles and the limitations imposed by the Act, the Directors shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do.
34. The number of Directors shall not be less than two and not more than ten.
35. The Directors shall not be required to hold any qualification shares in the Company.
36. The following persons shall be the first Directors of the Company :-
 1. Mrs. Umesh Shah
 2. Mr. Manish Shah
 3. Mrs. Pooja Shah
37. The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
38. A Director may and on the requisition of a Director, the Secretary shall, at any time, summon the meeting of the Board.
39. At least two Directors present in person or one third of total strength whichever is higher, shall form a quorum for the Directors meeting, subject to section 287 of the Act.

40. The Board of Director may elect a Chairman of its meeting and determine the period for which he is to hold Office, if no such Chairman is elected or if, at any meeting, the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of them to be the Chairman of the meeting.
41. (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
(b) In case of an equality of votes, the Chairman of the Board of Directors meeting shall have a second or casting vote.
42. The Board of Director shall have powers to appoint, from time to time, any other person or persons to be Additional Director or Directors but the total number of directors shall not at any time exceed the maximum number fixed by these Articles.
43. Subject to Section 313 of the Act, the Board of Directors may appoint any person to act as an Alternate Director for a Director during the latter's absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds Office as an Alternate Director, shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly, but he shall *ipso facto* vacate Office if and when the absentee Director returns to the State in which meetings of the Board was ordinarily held or the absentee Director vacates Office as a Director.
44. No Directors shall retire by rotation.
45. Subject to the provisions of the Companies Act, 1956 and Rules framed thereunder each Director may receive, out of funds of the Company by way of sitting fees, a sum not exceeding Rs. 250/- (Rupees Two hundred fifty) for each meeting of the Board or any Committee or Sub-Committee thereof attended by him in addition to his travelling expenses.
46. If any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Directors so doing either by a fixed sum or by a percentage on profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided, subject to Section 314 of the Act.
47. Subject to the provisions of Section 289 of the Act, and except a resolution which the Companies Act, 1956 requires it specifically to be passed in a Board of Directors meeting, a resolution determined majority without any meeting of Directors and evidenced in writing to have been circulated amongst all the Directors shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.
48. The Board of Directors shall exercise the following powers on behalf of the Company only by means of resolutions passed at meetings of the Board :-
 - (a) the power to make calls on shareholders in respect of money unpaid on their shares :

- (b) the power to issue debentures :
 - (c) the power to borrow moneys otherwise than on debenture
 - (d) the power to invest the funds of the Company : and
 - (e) the power to make loans.
49. (a) The Board of directors may, from time to time and subject to the restrictions contained in Section 292 of the Act, delegate to a committee or committees consisting of one or more of Directors or managers, secretaries, officers, assistants and other employees or persons any of the powers, authorities and discretions for the time being vested in the Directors and may, at any time, revoke such powers, authorities and discretions.
- (b) Subject to provisions of Articles 55 and 58, all deeds, agreements and documents and all cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted or endorsed by the persons authorised by the Board of Directors in this behalf.
50. Subject to the provisions of Section 297 and 299 of the Act, no Director shall, be disqualified, by virtue of his office, for contracting with the Company, either as vendor, purchaser or otherwise nor shall any contract or arrangement entered into by or on behalf of the Company with a Director of any Company or partnership firm in which a Director is a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company of any profit realised from any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established, provided that he shall disclose the nature of his interest at the meeting of Directors at which the contract or arrangement is determine if his interest then exist or in any other case at the first meeting of Directors after the acquisition of his interest and such Director shall be entitled to be present at the meeting during the transaction of the business in which he is so interested as aforesaid and shall be reckoned for the purpose of ascertaining whether there is a quorum of Directors present. A general notice that the Director is a member of a specified firm or Company shall, as regards any such transactions be sufficient disclosure under this Article and after such general notice, it shall not be necessary for the interested Director to give and special notice relating to any particular transaction with such firm or Company. Such Director may also as a Director vote in respect of any such contract or arrangement in which he is so interested as aforesaid.

MINUTES

51. The Directors shall respectively cause minutes of all proceedings of General Meetings and of all proceedings at meetings of Board of Directors or of Committee of the Board to be duly entered in books to be maintained for that purpose in accordance with Section 193 of the Companies Act, 1956.
52. The minutes of each meeting shall contain :-
- (a) the fair and correct summary of the proceedings thereat.

- (b) the names of the Directors present at the meeting in case of meeting of Board of Directors or Committee of Board.
 - (c) the name of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or Committee of Board :
 - (d) all appointments of officers made at any meeting.
53. Any such minutes, purporting to be signed in accordance with the provisions of Section 193 of the Act, shall be evidence of the proceedings.

MANAGING DIRECTOR

54. The Board of Directors may, from time to time, subject to Section, 197-A and 314 of the Act, appoint one or more of their body to the office of Managing Director (by whatever name called) for such period and on such terms as they think fit and, subject to the terms of any arrangement entered into in any particular case, may revoke such appointment. His/their appointment shall be automatically determined if he/they cease to be Director / Directors.
55. The Managing Director shall, subject to the control and supervision of the Directors, under-take the management of the Company and perform all the administrative functions and other duties of the Company necessary, for the effective transaction of its business with full powers to do all acts, matters and things deemed necessary, proper and expedient thereof and to exercise all the powers and authorities of the Company except such of them as by the Act or any statutory modifications thereof for the time being in force or by these presents are or may be expressly directed to be exercised by the Company in General Meeting or by the Directors, provided that no subsequent regulation shall invalidate any prior act of the Managing Director which would have been valid if such regulation had not been made.
56. Subject to Section 314, of the Act, a Managing Director may not be paid any remuneration or may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.
57. Subject to Section 292 of the Act, the Board of Directors may entrust to and confer upon the Managing Director any of powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke withdraw, alter or vary all or any of such powers.
58. Without prejudice to the general powers and to any other such powers or authorities conferred by these Articles and subject to the provisions of the Act, the Executive Chairman or the Managing Director shall have the following powers exercisable under the superintendence and control of the Board of Directors until otherwise decided by the Board or by the company in General Meeting.
- (i) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire and to sell, let, exchange or otherwise dispose of or deal with all or any part of the property rights or privileges of the Company at such price and for such consideration and on such terms and conditions as he may deem expedient.

- (ii) To enter into, carry out, rescind or vary all financial arrangement with banks persons, companies, corporations or other bodies for or in connection with the business of the Company.
- (iii) Subject to the limit laid down by the Board of Directors under Section 58A and 292 of the Act and Regulations made thereunder and directions issued by RBI to raise or borrow, from time to time and at his direction any sum or sums of money or make any arrangements for finance for the purpose of the Company and to secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as he may think fit and in particular by making, drawing, accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or by issuing receipts of the Company or by giving any security of the Company or by creating mortgage or charge over all or any part of the property of the company.
- (iv) To appoint, from time to time and at his discretion for the purposes of the Company, managers, secretaries, agents, experts and other officers, clerks, servants and other employees of the Company on such terms and conditions as to pay tenure and otherwise as he may deem expedient and to determine their power and duties and his discretion, to terminate the service of any one or more of them, as he may deem expedient.
- (v) To institute, prosecute, defend, compromise, withdraw or abandon any legal proceedings by or against the company or otherwise concerning the affairs of the Company and to act on behalf of the Company in all matters relating to any Government Agency or Authority including those relating to taxation, licensing excise and customs and in matters pertaining to the insolvencies or liquidations and to apply for and obtain Letters of administration, with or without a will, to the estate or persons with whom the Company shall have dealings.
- (vi) To make, draw, sign, accept, endorse, negotiate and otherwise execute on behalf of the Company all cheques, promissory notes, drafts, pay orders, bills of exchange, bills of lading and other documents of titles and securities, including securities of Government of India and other promissory notes, contracts, transfer deeds and other instruments as shall be necessary in his opinion for carrying on the business of the Company.
- (vii) Subject to the overall limit fixed by the Board of Directors under Section 292 of the Act, to invest and deal with the monies of the Company not immediately required for the purposes thereof upon such securities or investments and in such manner as he thinks fit and, from time to time, to vary or realise or otherwise deal with such securities and investments.
- (viii) To negotiate and enter into any contracts and execute, rescind or vary all such contracts and do all acts, deeds and things in the name and on behalf of the aforesaid or otherwise for the business of the Company.

WHOLETIME DIRECTORS

59. (a) The Board of Directors may also appoint one or more wholetime Directors to look after and carry on the day to day business operations of the company and their remuneration shall also be fixed by the Board, subject to Section 314 of the Companies Act, 1956.

- (b) The wholetime Directors shall work under the control and supervision of the Board of Directors and shall exercise such powers as may be determined by the Board. However, in case the Board does not appoint a Managing Director, the wholetime Director or Directors shall have such powers as are conferred by these Articles on the Managing Director.

THE SEAL

- 60. The Company shall have a Common seal and the Directors shall provide for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, in the presence of at least one Director or two Directors, if so required by law and such Director or Directors shall sign every instrument to which the seal be affixed in his/their presence. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. This is, however, subject to Rule 6 of the Companies (issue of Share Certificate) Rules, 1960.

ACCOUNTS

- 61. (a) The Board of Directors shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members (not being Directors).
 - (b) No member (not being a Director) shall have any right of inspection of any accounts or books of account of the Company, except as conferred by the Act or authorised by the Board or by the Company in General Meeting.
- 62. The Directors shall in all respects comply with the provisions of Sections 209, 209A, 210, 211, 215, 216, 217, 218, 220, 221, and 222 of the Act and the Profit and Loss Account, Balance Sheet and Auditors Report and every other document required by the Act, to be annexed or attached as the case may be, to the Balance Sheet, be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least Twenty One days before the date of the Annual General Meeting of the Company at which they are to be laid, subject to the provisions of Sections 219 of the Act.

AUDIT

- 63. (a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of incorporation of the Company and the Auditors so appointed shall hold Office till the conclusion of the first Annual General Meeting.
- (b) At each Annual General Meeting the Company shall appoint an Auditor to hold Office from the conclusion of that Meeting till the conclusion of the next Annual General Meeting.
- (c) The remuneration of the Auditors shall be Fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
- (d) The Board of Directors may fill any casual vacancy in the Office of the Auditors and while any such vacancy continues the remaining Auditor or Auditors, if any

may act, but where such vacancy is caused by the resignation of the Auditors the vacancy shall be filled up by the Company in General Meeting.

NOTICE

64. A notice or documents may be given or served by the Company to any member either personally or by sending it by post to him at his registered address or, if he has no registered address at the address, if any, within India supplied by him to the Company for the purpose of giving notices to him.
65. The Company shall comply with the provisions of Sections 52 to 53 of the Companies Act, 1956.

INDEMNITY

66. The Directors, Auditors, Secretary and other Officers for the time being of the Company and trustees for the time being in relation to any of the affairs of the Company and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Company from and against all bonafied suits, proceedings, costs, charges, losses, damages and expenses, which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices or trusts except such (if any) as they incur or sustain by or through their own wilful neglect or default.
67. Subject to the provisions of Section 201 of the Act, no Director, manager or other Officer of the Company shall be liable for the acts, receipts, neglects of any other, Director or Officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which may any of the monies, of the Company shall be invested or for any loss or damage arising from the bankruptcy or insolvency or any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part or, for any loss, damage misfortune which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own wilful neglect or default.

WINDING UP

68. (a) If the Company shall be wound up, the liquidator, may with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or otherwise, the whole of or any part of the assets of the Company, whether they shall consist of property of the same kind or not,
- (b) For the purpose aforesaid, the liquidator may set such, value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors as the

liquidator shall think fit but so that no member shall be compelled to accept any shares of such other securities whereon there is any liability.

ARBITRATION

69. Whenever any difference or dispute arises between the company on the one hand and any of the member of their heirs, executors, administrators, nominees or assignees on the other hand or between the members inter-se or their respective heirs executors, administrators, nominees or assigns inter-se touching the true intent, construction or incidents or consequences of these Articles or touching anything done, executed, omitted or suffered in pursuance thereof or to any affairs of the company, every such dispute or difference shall be referred to the sole arbitration of the Chairman for the time being of the company or to some person appointed by both parties and it will be no objection that he is an Officer of the company or that he had to deal with such disputes or differences and it is only after an Award is given by such Arbitrator that the parties will be entitled to take any other proceedings relating to such disputes, differences and the award. The Award made by such Arbitrator shall be final and binding on the parties. The arbitration shall be conducted according to the provisions of the Indian Arbitration Act, 1940.

SECRECY

70. Subject to the provisions of the Act, any Director or Officer of the company shall be entitled to, if he thinks fit, decline to answer any question concerning the business of the company on the ground that the answer to such question would disclose or tend to disclose the secrets of the company.

<p style="text-align: center;">Subscribers</p> <p style="text-align: center;">to</p> <p style="text-align: center;">Subscribers</p>	<p style="text-align: center;">Occupation</p>	<p style="text-align: center;">and signature of the witness</p>
<p>1. Umesh Shah W/o Late Sh. R. K. Shah R/o -2, Gagan Vihar Delhi - 110051 Age - 50 Occupation - Business</p>	<p style="text-align: center;">Sd/-</p>	
<p>2. Manish Shah S/o Late Sh. R. K. Shah R/o -2, Gagan Vihar Delhi - 110051 Age - 31 Occupation - Business</p>	<p style="text-align: center;">Sd/-</p>	
<p>3. Pooja Shah D/o Sh. Jeet Rai R/o -2, Gagan Vihar Delhi - 110051 Age - 29 Occupation - Business</p>	<p style="text-align: center;">Sd/-</p>	

I witness the signatures of all the subscribers to the memorandum of association

Sd/-

P. K. Jain

S/o Sh. P. R. Jain

C/o Jain Rai Associates, CAS

208, Hans Bhawan, 1 Bahadurshah Zafar Marg, N. Delhi - 110002

(Chartered Accountant in Practice)

M. No. 86396

New Delhi

Dated this 27th

day of July

2006

Names, addresses, description occupation of each subscribers	Signature of Subscribers	Names, addresses, description, occupation and signature of the witness
<p>1. Umesh Shah W/o Late Sh. R. K. Shah R/o -2, Gagan Vihar Delhi - 110051 Age - 50 Occupation - Business</p> <p>2. Manish Shah S/o Late Sh. R. K. Shah R/o -2, Gagan Vihar Delhi - 110051 Age - 31 Occupation - Business</p> <p>3. Pooja Shah D/o Sh. Jeet Rai R/o -2, Gagan Vihar Delhi - 110051 Age - 29 Occupation - Business</p>	<p>Sd/-</p> <p>Sd/-</p> <p>Sd/-</p>	<p>I witness the signatures of all the subscribers to the memorandum of association</p> <p>Sd/- P. K. Jain S/o Sh. P. R. Jain C/o Jain Rai Associates, CAs 208, Hans Bhawan, 1 Bahadurshah Zafar Marg, N. Delhi - 110002 (Chartered Accountant in Practice) M. No. 86396</p>

New Delhi

Dated this 27th

day of July

2006