कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45400TN2005PTC057429

मैसर्स SHREYAS-TASO SOLUTIONS PRIVATE LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूं कि मैसर्स
SHREYAS-TASO SOLUTIONS PRIVATE LIMITED

जो मूल रूप में दिनांक पांच सितम्बर दो हजार पांच को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
SHREYAS-TASO 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 24.6.1985 एस आर एन B76169499 दिनांक 13/06/2013 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
SHREYES CHAKRA VENTURES 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 चैन्नई में आज दिनांक तेरह जून दो हजार तेरह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicohar Islands

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U45400TN2005PTC057429

In the matter of M/s SHREYAS-TASO SOLUTIONS PRIVATE LIMITED

I hereby certify that SHREYAS-TASO SOLUTIONS PRIVATE LIMITED which was originally incorporated on Fifth day of September Two Thousand Five under the Companies Act, 1956 (No. 1 of 1956) as SHREYAS-TASO 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 B76169499 dated 13/06/2013 the name of the said company is this day changed to SHREYES CHAKRA VENTURES PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Chennai this Thirteenth day of June Two Thousand Thirteen.

Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands

कम्पनी रजिस्ट्रार, तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

*Note: The corresponding form has been approved by V ELANGOVAN, Deputy 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:

SHREYES CHAKRA VENTURES PRIVATE LIMITED
NO.61, GUHAN STREET,, KAMAKOTI NAGAR WEST, VALASARAVAKKAM,,
CHENNAI - 600087,
Tamil Nadu, INDIA

FORM I R,

CERTIFICATE OF INCORPORATION

CIN U74140TN2005PTC057429

I hereby certify that SHREYAS-TASO 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 CHENNAI

this EIGHTH day of SEPTEMBER

Two thousand FIVE

SEVENTEENTH BHADRAPADA

One thousand nine hundred and TWENTY SEVEN (Saka)

SEAL OF THE REGISTRAR OF COMPANIES ★TAMIL NADU★

8.9.05

(R.V. UNNIKRISHNAN)
Registrar of Companies
TAMIL NADU

O/c 8/9/05

UNDER THE COMPANIES ACT, 1956
(PART 1 OF 1956)

(Company Limited by Shares)

MEMORANDUM OF ASSOCIATION

OF

SHREYES CHAKRA VENTURES PRIVATE LIMITED

I. The name of the Company is **SHREYES CHAKRA VENTURES PRIVATE LIMITED**

II. The Registered Office of the Company will be situated in the State of Tamil Nadu

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

1) To carry on the business of promotion, development and building of residential. Commercial and other complexes, row houses and other constructions and to act as contractors and to buy, hold, sell or otherwise trade in Apartments. Lands and all other Real Estate related investments.

2) To carry on the business of builders by entering into joint development of properties with landlords or to purchase outright properties and develop the same into residential or commercial properties. to own properties as proprietors of lands to carry on business of properties in lands, flats, independent residential units or houses, shops, offices and for these purpose to purchase. take on lease or otherwise acquire and hold an lands or buildings or rights or interests therein or therewith, to reconstruct after demolition any building, to alter. Pull down. Improve and maintain the above said varieties of buildings, to lay roads. develop gardens and recreation facilities in the properties to be developed whether belonging to the company or not and on such terms and conditions as the company shall think fit.

3) To carry on the business of acquiring lands and buildings by purchase. lease or exchange or otherwise, developing such lands, buildings and other building complexes by raising, constructing. altering or in any other way exploiting the buildings and to construct office complexes, apartments, flats and to deal in office complexes. offices, apartments. flats and others by way of sale or by way of letting out such offices, apartments and flats

4) To enter into agreement with the owners of buildings, Hats and apartments and building complexes, to provide basic facilities to act as caretakers of buildings, to maintain common facilities such as lifts, water supply, power supply, to undertake repairs and other maintenance facilities in such buildings or building complexes, to provide for security or any other service or services in respect of such buildings, flats and apartments or building complexes.

5) To carry on the business of builders, colonizers, land owners, designers or constructors of new and / or to hire purchase, purchase, sale any new or existing, and / or to undertake the job of redesigning, restricting, re-flooring, repairing, altering, enlarging, reducing, rebuilding, improving, removing modifying, reconstructing, redecorating existing houses, bungalows, duplex bungalows, flats, apartments, multi-stories buildings, go downs, resorts, amusement parks, land and building (including structures, super structures and temporary structures) for the use of residence, industries, hotels, lodges, clubs, theatres, community halls, cold storage, ware houses" hotels, place of worship, restaurants, holiday homes and workshop and to sell, to lease, to let out otherwise deal in land house property.

6) To carry on the business or profession as consultant in particular to matters relating to dealings, selling and reselling in any movable or immovable property including lands, building, houses, flats, bungalows, shops, offices, factories, along with protect, go downs, agricultural lands, patents, license and any rights, interest and privileges there and to develop aid turn them
to account or let out on rent or lease.

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

1. To negotiate, enter into an agreement and contracts with other companies or industries situated in India or abroad for technical assistance, knowhow and collaboration in developing, manufacturing, marketing, importing and exporting of raw materials, finished goods, data information, drawings and computer software for any or all of the aforesaid objects.

2. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any building, offices, workshops and accessories found necessary or convenient for the purpose of the company and also to extend the business of the company by adding to, altering, enlarging all or any of the buildings, and premises for the time being the property of the company, or in possession of the company, and by expanding from time to time such sums of the money as may be necessary or expedient for the purpose of improving, adding to, altering, repairing and maintaining the building and property for the time being of the company.

3. To pay for any immovable or movable property or assets of any kind acquired or to be acquired by the company or for any services rendered or to be rendered to the company and generally to pay or discharge any consideration to be paid or given by the company, in money or in shares whether fully or partly paid-up debenture — stock or obligations of the company, or partly in one way *and* partly in another.

4. To purchase, hire, take on tease or otherwise obtain, acquire, improve, develop, cultivate, manage, administer work, exchange, sell, surrender, tease, mortgage, charge, hypothecate convent, turn to account or otherwise dispose of or deal in any movable or immovable property or Properties of the Company.

5. Subject to the provisions of the Companies Act,1956 to join, collaborate, amalgamate, enter into partnership or any arrangement for sharing profits, union of interests joint venture, reciprocal concessions, cooperation or otherwise, with any person or persons, firm, association, company or corporation for the benefit of the company subject to the prior necessary approvals.

6. To have branches all over India and / or any where else in the world and to appoint branch managers and branch staff and to recruit, sent out agents, officers and employees all over its branches.

7. To appoint agents and co-agents, brokers, auctioneers, and to be represented by such agents in India or any where else in the world.

8. To advertise and adopt means of making known, all or any of the business of the company, in any way that may be thought advisable, including the posting of bills in relation there to and the issue of circular, books and pamphlets.

9.To engage, employ, maintain and dismiss agents, managers, Accountants, technical personnel, superintendents, assistant clerks, workers and other servants and labourers and to remunerate any such persons or individuals at such rate as shall be thought fit and to grant pensions and / or gratuities to any such persons for individuals or the widows or children of any such persons and generally to provide for the welfare of all employees.

10. To acquire, undertake or have an interest in the whole or any part of the business, property and liabilities of any person, firm or company carrying on similar business, which the company is authorised to carry on or capable of being conducted so as to be of beneficial and advantageous to the company of possessed of property suitable for the purpose of this company. Subject to the necessary approvals.

11. To insure with any insurance company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially.

12. To apply, for purchase or otherwise acquire and obtain any patents, trade marks, Brevets, d' invention, licence permissions, concessions, processes and the like conferring any exclusive or limited rights either in point of time or otherwise to use the same or any secret or other information to any invention which may seem capable of being used for any purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences in respect of otherwise, turn to account any such patents, inventions licences, permissions, concessions, processes and the like and the information so acquired.

13. To appoint legal and technical advisers, and other persons as employees, offices or agents or advisers of the company as the directors may think fit, and to pay out of the funds of the company towards their remuneration.

14. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or Super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or who are/were at any time Managing Directors, Directors or officers, of the company and the wives, widows, families and dependent of any such persons, and also to establish and subsides and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the employees erstwhile employees of the company and make payments to or towards the insurance of any such persons as aforesaid and to provide for the buildings or contributes to the building of house, dwellings or chawls, places of instruction, recreation and hospitals for the benefit of such persons

15. To create any Depreciation fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other special Fund, whether for Repairing, Improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interests of the company subject to the provisions of the Companies Act, 1956 and Rules framed there under

16. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, cultural, educational, scientific, national, public or other institutions or objects subject to the provisions of the companies Act, 1956.

17. To undertake and execute any Trust which may be considered beneficial to the company directly or indirectly.

18. To open and keep a register or registers in any country or countries where it may be deemed advisable to do so, and to allocate any number of shares in the company to such register or registers.

19. Subject to the provisions of the Companies Act,1956 to sell or dispose of the undertaking, property and assets of the company of any part thereof in such manner and for such consideration as the company may think tit and in particular, for shares, (whether fully or partly paid up) debentures, or securities of any other company having objects altogether or in any part similar to those of this company.

20. To procure the company to *be* recognised in any state or place in India, or in foreign country.

21. To borrow money directly from any individual person or association or persons, trust, financial institutions, Banks, Corporate body, whether private or any other form of company, by way of loans, overdrafts, cash, credits, discount of cheques, bills, with or without security and to mortgage or charge all or any of the assets of the company in favour of the above mentioned persons / companies

22. Subject to the provisions of the Companies Act, 1956 to amalgamate with any other company, having objects altogether or in part similar to those of this company.

23. In the event of the company being wound-up, to distribute any of the property of the company in specie among the members, subject to the provisions of the companies Act, 1956

24. To pay out of the funds in the company for all preliminary expenses of this company.

25. In respect of any dispute that may arise the dealings and contracts with the company, to file any suit or to proceed with any legal action in the court situated at the place, where the registered office of the company is situated. 26. To enter into partnership or into any arrangement for sharing profits, union of interest; reciprocal concession or co-operation with any persons, partnership or company, and to promote and aid in promoting constitute, form or organise any company, syndicate or partnership for the purpose of the acquiring and undertaking any property and liabilities of this company, or of advancing, directly the objects thereof.

27. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.

28. To receive money on loan and borrow or raise money in such manner as the company shall think fit, within the permissible limits without doing any banking business as defined in the Banking Regulation Act, 1949, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets 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 of any other person or company of any obligation undertaken by the company or any other person or company as the case may be.

29. Subject to the provisions of the Companies Act,1956 to take part in the formation, management, supervision, or control of the business or operation of any company or undertaking other than banks and for that purpose to act as Directors, Administrators in any capacity and to appoint and remunerate any directors, administrators, managers, accountant or other experts but not to act as Manager or Managing Agents of any other Company

30. To undertake, carryout, promote and sponsor rural development Including any promoting the social and economic welfare of or the upliftment of the public in any rural area of family welfare programmes and to incur any expenditure on such programmes and to assist execution and promotion there of either directly or through voluntary social organizations, independent agencies Government authority or in any other manner.

C. **THE OTHER OBJECTS OTHER THAN THE MAIN OR INCIDENTAL OBJECTS NOT INCLUDED IN A & B ABOVE ARE.**

1. To invest in acquire, hold and deal in stocks, shares, debentures, debenture stocks, bonds and securities of all kinds directly by subscribing to the original issues and / or offer for sales by the companies themselves or indirectly by out right purchases from individual persons, partnership firms, association of persons, body corporate whether private or public either by direct negotiation or through share brokers, stock dealers stock exchanges. Issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds obligations and securities issued or guaranteed by any Government, Sovereign rules, Commissioner, public Body or authority, supreme, Municipal, Local or otherwise whether in India or abroad; and to vary such investments in such mariner as the directors of the company may from time to time determine. ,

2. To lend money on movable or immovable property or any shares or securities of any nature or without any such securities. The company shall not do any business as defined in the Banking Regulations Act, 1949 and Badla financing.

3. To perform financial services including, factoring 8, syndication of loans, both short term and long term with Financial institutions, banks & Others and provide financial software-computer programmes.

4. To publish, circulate distribute and run investment guidance magazines, bulletins, news letters, brochures and pamphlets.

5. To offer the services of getting the shares transferred for the investing public and to conduct seminars, workshops, education programmes, training camps on investment in shares.

6. To undertake and carry on the business of Hire purchase and / or leasing on movable properties or assets of any description including vehicles, consumer durables and plant and machineries and also to do any other form of financing by deferred credit arrangements

7. To carry on the business or businesses of manufacturers, importers and exporters of and dealers inforging, pressing, structural fabrication, melting, rolling, drawing, stranding and extruding, sheathing insulating of any metal.

8. To manufacture or produce or cause to produce building materials such as lime stone, timber, tiles, bricks and all other accessories for building construction which the company may think fit and utilize such materials in its own construction, or sell it outside or to partly sell and partly utilise.

9. To carry on the business of manufacturing packing materials like conductor drums, cable drums, polythene sheets, bags, polyole film sheets, paper, board, corrugated and twisted boards and bags

10. To carry on all or any of the business of stationers, lithographers, stereo typers, electric and electronic typesetters, photographic printers, photo lithographers, chromo lithographers, offset printers, engravers, die-sinkers, books binders designers books-sellers, photographers, video -graphers, movie makers, photo enlargers, block makers, Xerox copiers, ammonia printers, tracers duplicators and stencil makers

11. To carry on the business as clearing forwarding and shipping agents.

12. To carry on the business as Real Estate Agents by all its connotations, by identifying the property land, plots, houses, buildings, flats, shops, industrial units, the sellers and the buyer and make the both ends meet for a fixed commission, brokerage, incentive or other form of remuneration.

IV. The liability of the members is limited

V. The Authorised share capital of the Company is Rs 65,00,000/- (Rupees Sixty five lakhs only divided into 6,50,000/- (Rupees Six lakhs fifty thousand only) equity shares of Rs.10/- (Rupees Ten only) each.

The Company has power from time to time to increase or decrease or reduce its capital and to divide the shares in the capital for the time being into other classes at any time and in such manner as may, for the time being be provided by the regulations and Articles of the Company

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

Sl.No.	Name, Address, Description & Occupation of Subscribers	No.of Equity Shares Taken	Signatures
1.	N. NATARAJAN S/o V. NAGESWARA AIYER 18, VIVEKANANDAPURAM FIRST ST, WEST MAMBALAM, CHENNAI 600 033 (PROFESSIONAL)	4,000 (Four Thousand only)	[signature]
2.	N. THANGAM, W/o. N. Natarajan 18, Vivekanandapuram Ist ST, West Mambalam Chennai - 33 - BUSINESS -	3,000 (Three Thousand only)	N. Thangam.
3.	SOWMIYA SRIRAM W/o. SRIRAM NATARAJAN No. 18, VIVEKANANDHAPURAM FIRST STREET, WEST MAMBALAM CHENNAI - 33. - BUSINESS -	3,000 (THREE THOUSAND ONLY)	Sowmya
		10,000 (Equity TEN THOUSAND SHARES ONLY)	

Chennai
03-09-2005

All the Subscribers have signed before me at Chennai on 3rd September 2005

[signature]
Sriram Natarajan
S/o. N. Natarajan
19, Chakrapani St Extension
West Mambalam
Chennai 600033
- Company Secretary in Practice -

ROC
CU. 57429 S. No. 8.9.05
Filed Rec./Reg.
Checked by
ADDL./ASST. ROC.

UNDER THE COMPANIES A OT, 1956
(NO.1 OF 1956)

(A COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
SHREYES CHAKRA VENTURES PRIVATE LIMITED

ADOPTION OF TABLE 'A'

1. The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956; shall apply to the Company in so far as these Articles do not exclude or modify them.

PRIVATE COMPANY

2. The Company is a Private Limited Company within the meaning of section 3 (1) (iii) of the Companies Act 1956, and accordingly;

a) The Minimum paid-up capital of the Company shall be Rs.1 Lakh or such higher amount as may be prescribed and

b) By its Articles

(1) restricts the right to transfer its shares, if any

(2) Limits the number of members to fifty not including

(a) Persons who are in employment of the Company, and

(b) Persons who haying been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased and

(3) Prohibits any invitation to the public to subscribe for any shares or debentures of the Company.

(4) Prohibits any invitation or acceptance of deposits from persons other than its members, Directors or their relatives.

Provided that two or more persons hold in one or more shares in the Company , shall for the Purpose of the definition be treated a single member.

(5) The Authorised share capital of the Company is Rs 65,00,000/- (Rupees Sixty five lakhs only) divided into 6,50,000/- (Rupees Six lakhs fifty thousand only) equity shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce the capital of the company

(6) Except as provided in section 77 of Act, no part of the funds of the Company shall be employed in the purchase of the Company's own shares.

(7) If two or more persons are registered as joint holders of any shares, any one of such persons may be given effectual receipts for any dividends or other moneys payable in respect of such shares.

RESTRICTIONS TO TRANSFER SHARES

(8) Shares shall be under the control and at the disposal of the directors, who may allot or otherwise dispose of the same to such persons and in such manner and on such terms *and* conditions at such times either at premium or otherwise, and either as fully paid —up or partly paid — up, as they in their absolute discretion think fit.

(9) No transfer of any share shall be made or registered without the previous sanction of the Board of Directors and *the* Directors may decline in case of any transfer, the registration of which shaft involve a contravention of clause 2 of these articles.

(10) Any member desiring to sell any shares must notify to the Board of Directors of the number of shares, the proposed selling price and name of the proposed transferee and the Board must offer to the other shareholders the number of shares offered at the proposed selling price and if the shares or any of them or not so accepted by any shareholder within two months from the date of notice to the Board, the holder may sell or transfer them or any of them at the same or higher price to third parties. In case of disputes regarding the market price of the shares, it shall be decided:or fixed by the Arbitrators appointed for this purposes whose decision shall be final.

CALLS ON SHARES

11. Regulation 13 of the Table A shall apply with the modification that the words provided that no call shall exceed one-fourth of the nominal value of the share or be payable less than one month from the date fixed for the payment or last preceding call shall be omitted.

12. Any member may pay the whole or a part of the amount remaining unpaid on any shares held by them although no part of that amount has been called up.

BOARD OF DIRECTORS

13. The Company shall have not less than two and not more than twelve Directors.

The First Directors of the Company shall be

1. Mr.N. Natarajan
2. Mrs.N.Thangam
3. Mrs. Sowmiya Sriram

14. All the Directors of the Company retire at every Annual General Meeting and may be re-elected, if eligible for reappointment.

15. The Directors of the Company shall not be required to hold any qualification shares.

16. Subject to the provisions of the Act, the Board may appoint either a President or a Managing Director or a whole time Director for such terms, at such remuneration and upon such conditions as it may think fit. If the nomenclature 'President' is used, he shall for all purposes be deemed to be the Managing Director under the Companies Act.

17. The Board of Directors of the Company may appoint an Alternate Director to act for as a Director (hereinafter called the Original Director' in this Article) during the absence for a period of not less than three months from the date in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to the State. If the term of office of the Original Director is determined before he so returns to the State any provisions in the Act or *in* these Articles for the automatic reappointment of a retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

18. Every Director of the Company shall be paid from the funds of the Company remuneration by way of sitting fees for each Meeting of the Board of Directors or of a Committee attended by him. The sitting fees payable to the Director shall be the maximum amount prescribed by the Act.

19. If any Director be called upon to perform extra services or make special exertions or efforts (which expression shall include work done by the Director as a Member of any committee of the Board), the Board may arrange with such Director for special remuneration for such service or exertions or efforts either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either an addition to or in substitution for his remuneration above provided.

20. Whenever the Directors enter into a contract with any Government, Central, State or Local Authority, Institution or any Person or Persons for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of Section 255 of the Act, the power to agree that such Government Authority, Institution, Person or Persons shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the Agreement and that such Director or Directors may not be liable to retire nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the Government, Institution, Person or Persons entitled to appoint or nominate them and such Person or Persons may appoint' another or others in his or their place and also fill in any vacancy, which occurs as a result of any such Director or Directors ceasing to hold that Office for any reason whatsoever.

The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including the payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with such Person or Persons aforesaid.

PROCEEDINGS OF THE BOARD

21.(I) The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.

SEAL

22. Notwithstanding anything contained in Regulation 84 of Table 'A', it shall be sufficient if either two Directors or one Director and any duly authorised person sign every instrument to which the seal of the Company is so affixed in their presence.

ACCOUNTS

23. Every Balance Sheet and Profit and Loss Account of the Company when audited and approved by the Company at an Annual General Meeting shall be conclusive except as regards any errors discovered therein. Whenever any such error is discovered the Balance Sheet and Profit and Loss Account shall forthwith be corrected by the Board and thenceforth shall be conclusive. Any such error if does not warrant such correction on account of its being not material or significant to the extent the Annual Statements do still reflect a true and fair view of the state of affairs of the Company then such error can be corrected in the following year as adjustments or corrections relating to previous year.

PARTNERSHIP

24. Upon the Company entering into a Partnership with any other person or Company as envisaged in the Memorandum of Association, the Company may obtain, possess, have or retain all such powers, as are available to partners under the Indian Partnership Act, 1932 (The Act") or under any other law which may for the time being be in force and may perform, execute and / or do all such acts and things that a partner is required to or can or may perform, execute and / or do For the purpose, the Board of Directors may authorise and/or appoint such one or more of Directors, Officers, or other Representatives from time to time to do such acts, deeds or things as may be necessary for the purpose of obtaining, holding, exercising, or enforcing the rights and powers of a partner and performing the duties and obligations of a partner. The above provisions wit apply mutatis mutandis where a Company becomes a member of an association of persons or a body of individuals, including representing the Company at a meeting of the partners.

25 (a) Every Director, (except institutional / ex-officio-Director), Auditors, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs' of the Company and all matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the Persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

(b) No Member shall be entitled to visit or inspect any works of the Company, without the permission of the Managing Director (the President) of the Company or of any such person or persons duly authorised in writing either by Managing Director (President) or by the Board of Directors to accord such permission or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in arena 'nature of a trade secret, mystery of trade, secret process, or any other matters which may relate to the conduct of the business of the Company and which in the opinion of the Managing Director (President) or such duly authorised Person or Persons, it would be inexpedient in the interest of the Company to disclose.

Sl.No.	Name of the Subscriber and Signature	Address, Description & Occupation of the Subscriber	Name, Address, Description, Occupation & Signature of the Witness
1.	N. NATARAJAN [signature] N NATARAJAN S/o V. NAGESWARA AIYER	18, VIVEKANANDAPURAM FIRST ST. WEST MAMBALAM CHENNAI - 600033 (PROFESSIONAL)	Witness to all the subscribers [signature]
2.	N. Thangam W/o. N. Natarajan N. Thangam	18, Vivekananda Puram 1st street West Mambalam Chennai 33 - Business -	Sriram Natarajan S/o N. Natarajan 4, Chakrapani St West Mambalam Chennai 600 033
3.	SOWMIYA SRIRAM [signature] W/O SRIRAM NATARAJAN	18, VIVEKANANDA-PURAM, FIRST STREET WEST MAMBALAM CHENNAI - 33 (BUSINESS)	- Company Secretary in Practice - PC No

Chennai
07.09.2005