सत्यमेव जयते

प्रारुप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200TN2008PTC069408 2008 - 2009

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

BHOOMI AND BUILDINGS PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अतंर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक पच्चीस सितम्बर दो हजार आठ को मेरे हस्ताक्षर से चैन्नई में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45200TN2008PTC069408 2008 - 2009

I hereby certify that BHOOMI AND BUILDINGS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Chennai this Twenty Fifth day of September Two Thousand Eight.

SEAL OF THE REGISTRAR OF COMPANIES * TAMIL NADU *

(ELANGOVAN V)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

Tamil Nadu, Chennai, Andaman and Nicobar Islands

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

BHOOMI AND BUILDINGS PRIVATE LIMITED
OLD NO. 13, NEW NO. 6, PADMANABHA NAGAR II STREET, ADYAR,
CHENNAI - 600020,
Tamil Nadu, INDIA

The Companies Act, 1956
Company Limited By Shares

MEMORANDUM OF ASSOCIATION

OF

BHOOMI AND BUILDINGS PRIVATE LIMITED

I. The name of the Company is **BHOOMI AND BUILDINGS PRIVATE LIMITED.**

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

III. The objects for which the Company is incorporated are as under:

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

1. To build, purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures, apartments, houses, flats, rooms, huts or other accommodation and to turn the same into account, develop the same, to lease, to let or dispose of the same in full or in part of instalment basis, hire purchase basis or by out right sale or by any other mode of disposition and to build township markets, cinemas other buildings and conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage, electric, telegraphic, telephonic, television installation and other amenities of all kinds and to dispose of and deal with the same in any manner including import and export of building materials to attain the main objects and also to act as facilitators in this connection.

2. To lay out, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel or do any other work in connection with any building or building scheme, roads, highways, docks, sewers, bridges, canals, wells, springs serals, dams, bours, wharves, ports, reservoirs, embankment, tramways, railways, irrigations, reclamations, improvements, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works, or any other structural or architectural work of any kind and for such purpose to prepare estimates, designs, plans, specification or models therefore.

3. To acquire, promote, develop, improve land and hereditaments and to erect and build thereon flats houses, shops and other buildings and to hold, occupy, exchange, underlet, mortgage, sell or otherwise deal with the same and deal in real estates of all kinds.

4. To construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain buildings, structures, houses, apartments, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements and to do other similar construction, leveling or paving work, and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands and prepare lay out thereon or buildings of any tenure or description wherever situate, or rights or interests therein or connected therewith.

5. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or nay amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

6. *To takeover the Assets and Liabilities of Partnership firm M/s. Skylines as a going concern wherein Mr. Sundar Armugam and Mrs. Pooja Sundar are partners.

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

1. To deal in such items and components as may be necessary or convenient for the business carried on by the Company or as may be necessary or incidental thereto.

2. To purchase, or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm, body corporate or Company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.

3. To enter into arrangement for rendering and obtaining technical services and/ or technical collaboration and/ or financial collaboration whether by way of loans or capital participation with individuals, firms, body corporate company, whether in or outside India.

* Amended vide resolution passed at the Extra-ordinary General Meeting held on 30th March 2011.

4. To obtain or assist in obtaining any provisional or other order or licence or any Act or Parliament or Law, order or charter of any legislature or Government for enabling the Company to carry any of its objects into effect.

5. To establish and maintain agencies, branches and to procure registration or recognition of the Company and to carry on business in any part of the world as may be thought desirable.

6. To reimburse the expenses to be incurred towards the incorporation of the Company.

7. To purchase or otherwise acquire any patents, patent rights, secret processes, brevet's d invention, concessions, licences, rights and privileges and the like, conferring any exclusive or non-exclusive or limited rights to use any secrets or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

8. To adopt such means of making known the product of the Company as may seem expedient and in particular by advertising in the press, radio, television by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.

9. To enter into partnership or into any arrangement for sharing the profits or joint venture with any person, firm or Company carrying on or about to carry on any business or transaction which the Company is authorised to carry on and to acquire or join in acquiring any such business.

10. **To guarantee the payment of money and the performance of contracts, engagements entered into by any company or person and to secure the payment of money and the performance of any contracts or engagements entered into by this or any other Company or person or firms and to discharge and debt or other obligation binding upon this or any other Company or person or to secure the same by creating mortgages and charges upon this or any other Company or person or to secure the same by creating mortgages and charges upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or by the creation or issue of debentures, debenture stock or other securities or by any other means.

11. **To sell, let exchange or otherwise deal with the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company and if thought necessary to distribute the same among the shareholders of this Company.

** Amended vide resolution passed at the General Meeting held on 30th September 2011.

12. **To guarantee the payment of money secured or payable under or in respect of any loan, debenture bonds, debenture stock, contracts, mortgage, charges, obligations and security of any Company or of any authority, Central State, Municipal, local or otherwise or of any persons whomsoever, whether corporate or not.

13. To borrow or raise or secure the payment of the money in such manner as the Company may think fit and in particular by the issue of bonds, debenture or debentures stock, perpetual or otherwise charges upon all or any parts of the Company's property, both present and future including its uncalled capital and to receive money on deposit on interest or otherwise to lend advance or deposit money with or without security to Companies, firms or persons and on such terms as may seem expedient, and in that the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.

14. To sell and dispose of the whole or in part of the Company's assets, rights and other properties or any of the Company's undertakings.

15. To invest and deal with moneys of this Company not immediately required upon such assets, properties or otherwise in such manner as may from time to time be determined by the Directors, provided that this Company shall not do any banking business as defined under Banking Regulation Act, 1949.

16. To sell, transfer or dispose of the business, property or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether, or in part similar to those of this Company

17. To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of, and deal in real and personal property and rights of all kinds and in particular lands, buildings, business concerns and undertakings, licence, polices, book debts and claims, privileges and choses in action of all kinds, including any interest in real or personal property or against any person or Company.

18. Subject to the provisions of the Act, to amalgamate with any Company or Companies having object altogether, or in part, similar to those of the Company.

19. To draw, make, accept, endorse, discount, execute, and issue Promissory notes, bills of Exchange, Bills of lading, Warrants, orders, debentures and other negotiable or transferable instruments.

20. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

**Amended vide resolution passed at the General Meeting held on 30th September 2011.

21. To take into consideration and to approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement or contract incurred by them in or in connection with formation or promotion of the Company.

22. To enter into any arrangement with any Government or authority that may seem conducive to the Company's object or any of them and to obtain from any such Governments or authority all rights, concessions and privileges which the Company may think fit desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

23. To communicate with Chambers of Commerce and other mercantile and public bodies through out the world and to promote measure for the protection of the trade, industry and persons engaged therein.

24. To make donations to such person as the Company may think directly or indirectly conducive to may of its objects or otherwise expedient.

25. To allot shares in this Company to be considered as full or partly paid up on payment for the property of whatever description, which the Company may acquire.

26. To sell, improve, manage, work, develop, lease, mortgage, charge, hypothecate, deposit by way of loan or otherwise dispose of, turn to account or otherwise deal with all or any part of the property of the Company, whenever or however acquired.

27. To borrow or raise moneys needed for purpose of the Company's business from individuals, banks, all kinds of financial institutions, private or Government either in the shape of long or short term loans.

28. To sell the undertaking and all or any of the property of the Company for cash or for stocks or shares or securities of any other Company having objects similar to those of this Company or for other considerations, to sell, let, dispose of or grant rights of all or any property of the Company.

29. To own, establish or have or maintain shops and branches and/ or agencies all over India or elsewhere for sale, purchase and distribution of all sorts of merchandise, machineries and goods produced by the Company and to undertake the management of the Company or Companies having objects similar to those of this Company.

30. To promote any Company or Companies for the purpose of acquiring all or any of the property or liabilities of this Company and to place or guarantee the placing of or underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.

(C). THE OTHER OBJECTS OF THE COMPANY WHICH ARE NOT MENTIONED IN 'A' AND 'B' ABOVE ARE:-

1. To carry on the business of manufacturing, purchasing, selling and to export, import, distribute or otherwise dispose of or deal in synthetic chemical products, like plastics and polythene.

2. To carry on the business of tinning, oxidizing, chromium plating or nickel plating and other similar process.

3. To carry on the business of erection of furnaces of all kinds for melting any kind of ore or other scrap by utilising any process.

4. To carry on any business relating to the extraction and working of minerals and the production and working of metals and the production, manufacture, and preparations of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company and either for the purpose only of such contracts or as an independent business.

5. To carry on the business of Civil, Electrical, Structural, Mechanical, Chemical, Electronic and other Engineers and to fabricate, erect and repair all types of machines including turbines.

6. To appoint selling agents in India or elsewhere throughout the world to market the products and services of the Company and incur expenses in establishing such agent and pay commission and other remuneration to agents.

7. To be agents or to transact and carry on all kinds of agency and commission business which an ordinary individual may legally undertake.

8. To establish and run a paper factory, to manufacture and sell varieties of paper from bamboos, country wood, paper waste and all other raw materials and to purchase required land, construct necessary buildings, install latest machinery and employ suitable labour for carrying on this object.

9. To carry on the business of manufacturers of and dealers in all types of mechanical engineering items, sheet metal works, fabrication, welding, casting and milling items.

10. To carry on erection and commissioning and/ or testing of the plants and equipments.

11. To carry on consultancy business of manufacturers of and dealers in all kinds of electrical goods and appliances.

12. To carry on consultancy business in engineering and commercial spheres.

13. To carry on the business of engineers, electricians, contractors, manufacturers, suppliers of and dealers in civil/ mechanical engineering lines.

14. To develop, assemble, manufacture, import, export, distribute, sell, service, repair any types of refrigerating units for automobiles, aircrafts, trucks, buses, rail-coaches, or any other mobile or stationery units.

15. To carry on business of hotel catering, restaurant, café, tavern, beerhouses, refreshment room and boarding house keepers, licenced wine, beer and spirit merchants, importers and manufacturer's of aerated, mineral and artificial waters and other drinks purveyors, caterers, carriage, taxi, motor car, motor lorry proprietors, ice merchants, importers and brokers of food, livestock and foreign products of all description, hair dressers, perfumers, proprietors of clubs, baths, dressing rooms, libraries, grounds and places of amusement, recreation, sports entertainment and instruction of all kinds tobacco cigar and cigarette merchants, travelling agents for railway and shipping companies and carriers.

16. To invest in, subscribe for, purchase or otherwise acquire and sell, dispose of, exchange, hold and deal in shares, stocks, bonds, debentures stocks, public securities or their other securities issued by Company or any authority Central, State, Municipal, Local or otherwise and to invest in land and other properties.

17. To initiate, organize and to carry on the functions, operations and business of electricians and electrical engineers.

18. To act as export and import agents and purchase and sales representatives to stockiest, product processing units, and units engaged in villages industries, home industries.

19. To buy, sell, export, import, press, prepare, process, distribute, trade, stock, barter, exchange, pledge, make advances, speculate, enter into forward transactions or otherwise deal in seeds, rubber, paper foodgrains, sugarcane, vegetables, forests, agricultural and natural produce, and to develop farms and plantations for any of the above items and commodities.

20. To investigate on behalf of any Company, Corporation, Body Corporate, Industries, firm, association or any person and collect information and data and submit reports on feasibility of new projects and/ or improvements to and/ or expansion of existing projects and diagonise operational difficulties and weakness and suggest remedial measures to improve and modernize existing units.

21. To buy, sell, exchange, alter, improve, manipulate, prepare for market, import, export and otherwise deal in all kinds of ivory goods, brasswares, carved furniture, paintings, precious and semi precious stones, jewellery of all kinds, artificial stones, presentation and gift articles, wearing apparels, cloths of all kinds, furnishing materials and all other items.

22. To carry on the business of buying, selling, reselling, importing, exporting and trading of all kinds of goods finished, semi finished, raw material items, articles, merchandise, products such as agricultural, industrial, chemical or marine, stones, pieces of arts, antiques, handicrafts, machinery, equipments, capital goods and any other item capable of purchasing, selling, importing, exporting and trading and to be appointed as agents and/or distributors on commission, allowance, retainership, incentive basis.

23. To render consultancy, advisory and laisoning services to any company, corporation, body corporate, industry, firm, association, body of individuals, institution, concern, government, public or local authority, trust, research and development center or any other person.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lakhs only) divided into 50,000 (Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten only) each with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the regulations of the Company with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify, or abrogate any such rights, privileges or conditions, in such manner as may for the time being provided by the regulations of the Company.

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

Sl. No.	Signature, Name, Father /Husband's Name, Address, Description and Occupation of the Subscriber	No. of Equity shares taken by each subscriber	Signature, Name, Address, description & occupation of the witness
1.	Sd/- A. SUNDAR S/o. P. ARUMUGAM No. 1, Krishnamachari Avenue Adyar Chennai – 600 020 Occ: BUSINESS PAN: ARTPS1707J	7000 (Seven Thousand)	Sd/- V. R. VASANTHANARAYANAN S/o. V. R. RAJAKUMAR 20/2, Zachariah Colony, 1st Street Choolaimedu Chennai – 600 094 Occ: CHARTERED ACCOUNTANT M. No. 26478
2.	Sd/- POOJA SUNDAR W/o. SUNDAR ARUMUGAM 21, Rajaveethi Choolaimedu Chennai – 600 094 Occ: BUSINESS PAN: AFMPV2513E	3000 (Three Thousand)	
	Total	10,000 (Ten Thousand Equity Shares)	

Place: Chennai
Date: 18/09/2008

The Companies Act, 1956
Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

BHOOMI AND BUILDINGS PRIVATE LIMITED

PRELIMINARY

1. Regulations contained in Table "A" in First Schedule to the Companies Act, 1956 (hereinafter referred to as Table "A") in so far as they apply to a Private Company will be deemed to be incorporated with and to form part of these Articles with the exception of such portions of Table "A" as are hereinafter expressly or by necessary implication excluded, altered or modified.

2. In these Articles:

   Unless the context otherwise requires:

a). The words expressions contained in these regulations shall bear the same meaning in the Act or any statutory modification thereof.
b). "The Act" means the Companies Act, 1956 as amended from time to time.
c). "These Articles" or "These Regulations" means these Articles of Association of the Company as altered from time to time by Special Resolutions.
d). "Company" means **BHOOMI AND BUILDINGS PRIVATE LIMITED.**
e). "The Seal" means the Common Seal of the Company.
f). Words importing singular shall include plural and vice versa and words importing the masculine gender shall include feminine gender and words importing persons shall include bodies corporate.
g). "The Board" means the Board of Directors for the time being of the company.
h). Expressions referring to writing shall be construed as including references to typing, printing, lithograph, photography and other modes of representing or reproducing words in a visible form.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 3 (1) (iii) of the Companies Act, 1956 and accordingly, the minimum paid - up capital of the Company shall be Rupees One Lakh or such higher amount as may be prescribed, and

(a). Prohibits any invitation to the Public to subscribe for any shares in or debentures of the Company.

(b). Limits the number of its members of fifty and not including

(i). Persons who are in the employment of the Company and

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

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

(c). Restricts the right to transfer its shares in the manner and to the extent hereinafter provided.

(d). No invitation or acceptance of deposits shall be made from persons other than the members of the Company, Directors or their relatives.

SHARE CAPITAL

4. The Authorised Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lakhs Only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

5. Subject to the rules and restrictions in the Companies Act, 1956 the Company shall have power to increase or reduce the Capital and to issue preference share carrying right to redemption out of profits or out of proceeds of a fresh issue or liable to be so redeemed in such manner as the Board, before the issue of such shares, may determine.

6. Subject to the provisions of the Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons, on such terms and conditions, at such time, either at part or at premium and for such consideration as the Board think fit.

TRANSFER OF SHARES

7. Without prejudice to the provisions contained in these presents no share shall be transferred to a person who is not a member of the Company, so long as any member or person selected by the Directors unanimously as one who it is desirable in the interest of the Company to admit to membership, is willing to

purchase the same at the fair value as agreed between themselves. In case any difference arises between the proposing transferor and the purchasing member as to the fair value of shares the Auditor of the Company shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator and accordingly the Arbitration Act, 1943 shall not apply.

8. Any share may be transferred:

(a). by a member or other persons entitled to transfer to any member
(b). by a member to his / her child and / or lineal descendant, father, mother and spouse of such member.

9. In case of death of members, the shares held by him may be transferred by his heirs, executors, administrators, or by the holder of the succession certificate to any child or lineal descendant, father, mother and widow or widower of such deceased member.

10. Subject to Articles 7, 8 and 9 the Directors may refuse to register any transfer of shares:

(a). where the share is not fully paid up :
(b). when the Company has a lien on the shares :
(c). without assigning any reason therefore where the Directors are of opinion that the proposed transferee (not being already a member) is not a desirable person to admit to membership.
(d). if the Directors refuse to register the transfer of any share, they shall, within two months from the date on which the transfer was lodged with the Company, send to the transferor notice of the refusal.

BUY BACK OF SHARES

11. Subject to and in full compliance of the requirements of Sections 77A, 77AA and 77B of the Companies Act, 1956 or corresponding provisions of any re-enactment thereof and any Rules and Regulations as may be prescribed by the Central Government, or any other authority in this regard, either the Company in a General Meeting may, at any time and from time to time, by a Special Resolution authorise or the Board of Directors may itself approve and authorise buy-back of any part of the share capital of the Company fully paid up on that date.

DIRECTORS

12. Unless otherwise determined by the Company in General Meeting, the minimum and maximum number of Directors shall be two and twelve respectively, including special, technical, additional, exofficio, co- opted and Directors nominated by financial institutions.

13. The First Directors of the Company shall be:

1. SUNDAR ARUMUGAM
2. POOJA SUNDAR

14. The First Directors shall not be liable to retire by rotation and they are Permanent Directors. The other Directors shall retire by rotation and are eligible for re-appointment. Directors need not hold qualification shares.

15. The Board of Directors may appoint an alternate Director to act for a Director (hereinafter in this article, called the original Director) during his absence for a period of not less than three months from the state in which the meetings of the Board are ordinarily held. An alternate Director shall not hold office as such for a longer period than that permissible to the original Director in whose place he has been appointed and shall vacate office when the original Director returns to the said state. If the term of office of the original Director is determined before he return to the state of aforesaid any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original and not the alternate Director.

16. If one or more Director, being willing, shall be called upon to perform any extra service or to make any special exertion for any of the purposes of the Company or to give a special attention to the business of the Company or as a member of a committee of the Board, the Board may, subject to Section 314 of the Companies Act, 1956 remunerate the Directors so doing either by a fixed sum or by a percentage of profits or sales or both or otherwise and such remuneration may be either in addition to or in substitution of any other remuneration to which he may be entitled.

(a). The Board of Directors may from time to time, at their discretion borrow in India or abroad any sum from any Director, member or other person, Company, financial institution, Government or bank, for the purpose of the Company at such interest upon such security or condition as they may consider proper or expedient.

(b). The Central Government or any State Government or any financial institutions owned or sponsored by the Central or any State Government or any Bank shall be entitled to nominate a person who shall be Director of this Company. Such entitlement can be exercised by such Government, Financial Institutions and Banks, from time to time, until the same granted or guarantees given by them are complete discharged. Such Director shall be called " Nominee Director " who need not be a member of the Company.

MANAGING DIRECTOR

17. The Board may, from time to time, subject to the provisions of the Act, appoint Managing Director of the Company, either for a fixed term or without any limitation as to the period for which he is to hold such office and may, from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him or them from office and appoint another person in his place.

18. The Managing Director of the Company shall receive such remuneration whether by way of salary, commission or participation in profit or partly in one way partly in another as the Board may determine. The Managing Director entrusted with

substantial power and he / she in not disqualified under Section 267 of the Companies Act, 1956.

19. The Managing Director shall have, subject to the provisions, control and directions of the Board, the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties in relation to the management of the affairs and transactions of the Company in general meeting or by the Board of Directors, subject further to the conditions or restrictions imposed by the Act of by these presents.

20. The Board of Directors may appoint one more of their Body as a whole time Director under the designation Executive Director, Administrative Director or under such other designation and on such terms and conditions and with such powers and duties as they may deem fit. The whole time Directors shall perform such duties, and exercise such powers as the Board of Directors may from time to time determine and subject to the conditions and restrictions if any, that the Board may impose, shall exercise all such powers and perform such duties subject to the control, supervision and directions of the Board of Directors and subject to the supervision and directions of Managing Directors. The remuneration payable to such whole time Directors shall be determined by the Board from time to time.

21. The Board shall have power at any time and from time to time to appoint any person to be a Director of the Company, either to fill a casual vacancy or as an additional Director of the Board, subject to a maximum as fixed under the Articles. Any person so appointed shall hold office only up-to the next Annual General Meeting of the Company.

22. Subject to the provisions of the Act, the Board may from time to time, appoint one Director to be the Chairman of the Board of Directors, either for a fixed term or without limitation as to the period for which he should hold such office and the Company may remove or dismiss him from office and appoint another in his place.

PROCEEDINGS OF THE BOARD

23. A Director may on his own volition and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

24. The quorum for a meeting of the Board of Directors or a committee of Director shall be two Directors or one third of its total strength whichever is higher.

25. The Board of Directors, subject to the provisions of the Act, shall transact all or any of the business of the Company either at a meeting called for the purpose or by circulation.

GENERAL MEETING

26. All General Meeting other than Annual General Meeting shall be convened by not less than seven clear days' notice to the members. In every such notice for a meeting of the Company, there shall appear a statement that a member is entitled to appoint a proxy to attend and vote instead of himself. A General Meeting may.

with the consent of all the members, be called at such shorter notice and in such manner as the Board may think fit.

27. Two members personally shall form the quorum of the General Meeting. If the quorum is not formed within half an hour after the appointed hour of the General Meeting, the meeting will stand adjourned to the same day, the same time and place in the next week. The members who attend the adjourned meeting will form the requisite quorum for the meeting, and if the quorum is not formed, the meeting shall stand dissolved.

28. The provisions of Section 173 of the Act, shall not apply to this Company.

COMMON SEAL

29. The Company shall have a Common Seal and the Board shall have power, from time to time, to destroy the same and substitute a new Seal in lieu thereof and the Board shall provide for the safe custody of the Seal for the time being and shall determine the place and manner of use of such Seal and confer the authority for its use to such person or persons as they shall, from time to time, designate.

DIVIDENDS

30. Subject to Sections 205 and 206 of the Act, there may, from time to time, be paid to the members such dividends, interim or otherwise, as may appear to the Board to be justified by the profits of the Company. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer by the Company

WINDING - UP

31. The liquidator on winding - up (whether voluntary, under supervision or compulsory) may, with the sanction of the special resolution, divide amongst the contributories, in specie, any part of the assets of the Company in trustees upon trusts for the benefit of the contributories as the liquidator, within the like sanction, shall think fit.

SECRECY

32. No member shall be entitled to require disclosure of any details of the Company's business or any matter in relation to the conduct of the business of the Company which, in the opinion of the Directors, may be inexpedient in the interest of the Company to communicable to the public.

ACCOUNTS

33. Sections 209 to 222, both inclusive of the Companies Act, 1956 and regulation 95 of Table "A" shall be applicable. The Balance Sheet and Profit and Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditor for their report there on.

AUDIT

34. Once in every year the Accounts of the Company shall be examined and the Balance Sheet ascertained by the Company's Auditors.

INDEMNITY

35. Subject to the provisions of the Section 201 of the Companies Act, 1956, every Director, Auditor, Manager or Secretary and other Officer or servant of the Company and their heirs, executors or administrators shall be indemnified out of the funds to the Company against all suits, proceedings, losses, damages and expenses incurred by him in or about the faithful discharge of the respective duties except such as shall happen from his willful act, negligence or default.

Sl. No.	Signature, Name, Father/Husband's Name, Address & Occupation of the Subscriber	Signature, Name, Father's Name, Address & Occupation of the Witness
1.	Sd/- A. SUNDAR S/o. P. ARUMUGAM No. 1, Krishnamachari Avenue Adyar Chennai – 600 020 Occ: BUSINESS PAN: ARTPS1707J	Sd/- V. R. VASANTHANARAYANAN S/o. V. R. RAJAKUMAR 20/2, Zachariah Colony, 1st Street Choolaimedu Chennai – 600 094 Occ: CHARTERED ACCOUNTANT M. No. 26478
2.	Sd/- POOJA SUNDAR W/o. SUNDAR ARUMUGAM 21, Rajaveethi Choolaimedu Chennai – 600 094 Occ: BUSINESS PAN: AFMPV2513E	

Place: Chennai
Date: 18/09/2008