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FORM I R.

सत्यमेव जयते

CERTIFICATE OF INCORPORATION

CIN. U45201TN2006PTC059740

I hereby certify that THAI HOMES 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 FIFTH / FIFTEENTH day of MAY / VAISAKHA

Two thousand SIX

One thousand nine hundred and TWENTY EIGHT (Saka)

SEAL OF THE REGISTRAR OF COMPANIES TAMIL NADU

(C.S.GOVINDARAJAN)

Asst.

Registrar of Companies
TAMIL NADU

THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

THAI HOMES PRIVATE LIMITED

I. The name of the Company is **THAI HOMES PRIVATE LIMITED.**

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

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 of builders and contractors for construction of commercial complex, residential flats, hotels, roads, buildings, houses, factories, dams, canals, tanks, reservoirs, siphons, bridges, hydel projects power houses, tunnels, culverts, drains, channels, gardens and pleasure gardens and all sorts of contracts for local, municipal, state, central authorities, Government Departments, railways, universities or for any other person, firms or companies in India and abroad.

2. To carry on the business of builders, contractors, and to lay out develop, construct, build, erect, demolish, re-erect, repair, remodel, build or do any other work in connection with any building or building scheme, or an other structure of architectural work of any building or building scheme, or an other structure of architectural work of any kind what so ever and for such purpose to prepare estimates, designs, specifications or models and do such other.

3. To act as power agent to sell and buy of lands and to act as consultants, advisers, builders, Building Maintenance Contractors, Interior Decorators, architects, civil engineers, designers, town planners, valuers, licensed surveyors, Loss Assessor, and supervisors for all sorts of building activities including civil, electrical and structural engineering works.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :-

1. To buy all kinds of plant, equipment, machinery, vehicles, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for maintaining Farm House.

2. To purchase, construct, take on lease or hire or otherwise acquire lands, buildings, plant, machinery, tools and equipment necessary for carrying on of the main objects and to construct, erect factories, godowns, office and dwellings.

3. To apply for purchases, or otherwise acquire any patents, trademarks brevets d invention, licences, designs, protection, copy rights secret process, concessions, and the like conferring any exclusive or non exclusive or limited rights to use any secret or other information as to any invention 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.

4. To sell, let to grant any patent rights, concessions, licences, rights or privileges, belonging to the company or which it may acquire or any interest in the same, on such terms as may be deemed fit.

5. To acquire from any person, firm or body corporate or non-corporate entities, whether in India or elsewhere, technical information, know how, process, engineering, manufacturing, and operating data, plans, layouts and blueprints, useful for the design, erection and operation of plants required for any of the objects of the company and to acquire any grant or licence and other rights and benefits in the foregoing matters.

6. To enter into any contracts, agreements, arrangements, or other dealings in the nature of technical collaboration or consultation which may seem profitable to the company or render profitable any of the objects of the Company.

7. To erect upon the lands belonging to the company and upon any other lands or property which may be taken on lease or licence by the Company factories, buildings, work shops, godowns, warehouses, houses and erection as may required for carrying out the objects of the Company and in particular equip the said buildings and or factories with machinery.

8. To buy, sell, import, export, hire or let on hire, improve, manage, develop, exchange, lease, mortgage, enfranchise, repair, alter, improve, or dispose of or turn into account or otherwise deal with all or any part of the property and rights of the Company.

9. To insure any or all properties, godowns, stocks (in godowns in transit) with any Insurance Company or companies against all kinds of risk to this Company.

10. To enter into partnership or any agreement for sharing profits union of interest, reciprocal concessions, amalgamation or co-operation with any person or persons, corporation or company carrying on or about to carry on or engage in any business or transaction which this company is authorized to

carry on and to take or otherwise acquire and hold shares, stocks or securities and to subscribe or otherwise assist any such company and to sell, hold, reissue with or securities, and to form, constitute or acquiring all or any of the property rights and liabilities of this company.

11. To invest and deal with the money of the company not immediately require in any scheduled banks or in trust securities or in such other manner as is beneficial to the company and to vary such investment.

12. To open current or deposit account with any bank, or bankers, shroff, or merchant and to pay into and draw money from such accounts.

13. To lend money to such persons or firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company and to guarantee the performance of contracts by any such persons or firms or companies.

14. Without doing the business of banking as defined in the Banking Regulation Act, 1949 to borrow money as deposits repayable at fixed dates with interest for the purposes of financing the business of the company on such terms as may seem expedient.

15. To draw, accept, endorse, negotiate promissory notes, bills of exchange, hundies or other negotiable instruments, drafts, charter parties, bill of lading and warrants.

16. To borrow or raise money for the performance or discharge of any liabilities of the company to create execute, grant or issue any mortgages debentures stocks bonds or other obligations of the company either at par, premium or discount founded or based upon all or any of the property or rights of the company present or future including its uncalled capital and upon such terms as the company shall think fit and to purpose, redeem or pay off all or any of such securities, obligations and liabilities.

17. To institute, conduct, defend, compound any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and to pay satisfy or compromise any claim made against the company or any of its officers notwithstanding that the claim may not be valid at law.

18. To sell, dispose, transfer, exchange, lease, mortgage or otherwise deal with all business undertakings, properties or rights of the company or any part thereof for any consideration which the company may deem fit to accept.

19. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company. Provided that the investments are made out of surplus funds or for advancing the main objects of the Company.

20. To lend advance, invest and deal with the Company's surplus moneys with such persons or companies and in or upon such investment surplus or securities in such manner as may be deemed fit by the Board of Directors of the company.

21. Subject to law of land in force, to do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and alone or in conjunction with others and either by or through agents.

C. OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED AND NOT INCLUDED IN (A) & (B) ABOVE ARE:-

1. To act, undertake and carry on the office of promoters, executors, administrators, umpires, arbitrators, trustees, committees, delegates, substitutes, appraisers, architects, valuers, surveyors, visitors, collectors, attorneys, warrantors, guarantors, brokers, agents, auctioneers, selling agents, contractors, engineers, insurance agents, publicity and advertising agents or any other officer of situation of trust of confidence or otherwise, and also to provide specialized service in investor or relations relating to the above objects.

2. To carry on the business of advertising agents, to acquire and dispose of advertising time, space, and opportunities in any media, to undertake advertising and promotional companies of every nature and to carry on business of printers, publishers, decorators in connection with general advertising business and to do any other act or carry out any other contract for the promotion, continuance, and advancement of the said business.

3. To carry on and transact every kind of guarantee business and every kind of indemnity business including their in the granting of policies, guarantee the fidelity of individuals, filling or about to fill situations of trust of confidence and such other description of ordinary guarantee business as the Company may from time to time think fit to conduct. But the Company shall not carry on the business of Insurance as defined under the Insurance Act, 1938.

4. To act as agents, Liaison Officers, Authorised Representatives, power of attorney holder and to act as Technical Advisers for Private & Public Limited Companies in India and abroad and to co-ordinate in foreign technical know-how, project feasibilities excise and customs, import and export, patent and copy rights, insurance, computer soft and hardwares and to act as lead managers to the issue of shares and to act as advisers to the issue of shares and to deal with all stock Exchanges in India.

5. To carry on the business of marketing, trading, selling and distributing all categories of consumer goods, capital goods, industrial goods, branded or otherwise indigenous or imported under its own brand names and or otherwise on a Regional and National Level.

6. To carry on the business as developers, traders, dealers, agents in Computer hardware, Software accessories, peripherals and equipments for computers, telecommunication and other modes of electronic communication in India and abroad.

7. To carry on all or any of the business of electronic engineers, electricians, fabricators and traders of electronic equipments.

8. To provide computer training and consultancy services and to survey the customers' needs, develop information systems, develop and test computer program process, data and evaluate results emerging after processing for local as well as for foreign clients, supply of manpower, setting up Subsidiaries.

9. To carry on the business of farming, agriculture, horticulture and sericulture in all their respective forms and branches and to grow, produce, process, prepare, refine, extract, manipulate, hydrolize, deodrise, grind, hydrogenate, buy, sell or otherwise deal in all kinds of agricultural, horticultural, dairy, poultry and farm produce and products including foodgrains, cereals, seeds, plants, flowers, vegetables, fruits, herbs and edible oils, meat, fish, eggs and food and food products.

10. To carry on the business of processing, importing, exporting, packing, trading, dealing and marketing all type of food items, including vegetarian and non-vegetarian food, herbal products, ready mix and masala curry items.

11. To carry on the business of processing, importing, exporting, packing, trading, dealing and marketing, alcohol and non-alcohol, beverages, canned foods, cashew, chocolate products, dry fruits, edible oil, flavours, food paste, fruits and vegetables, fresh meat, poultry and sea food, frozen foods, fruit pulp, grocery products, milk and dairy products, noodles, rice, salt, vanaspati, vegetable oils, wheat whole or flour, and wine.

IV. The liability of the members of the Company is Limited.

V. The Authorized Share Capital of the Company is Rs.1,00,000/- (Rupees One Lakh Only) divided into 10,000 (Ten Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has power from time to time increase or reduce its capital and to divide/consolidate the share in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges conditions or restrictions, as may be determined by of in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restriction in such manner as may for the time being permitted by the Articles of Association of the company for the legislative provisions for the time being in force in that behalf.

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

Sl. No.	Signature, Name, Address, Description and Occupation of the subscribers	No. of equity shares taken by each subscriber	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- **G. SELVAKUMAR** S/o.N. Ganapathy 11/1, S1, Sri Amartham Flats New Bharathiyar Street Palavanthangal Chennai – 600 114 Business AOVPS1653L	5,000 (Five Thousand equity shares Only)	All the subscribers signed before me at Chennai. Sd/- **P. RAJARAMAN** S/o. Sri. R. Poongavanam 8, Kannan Nagar I Main Road Madipakkam Chennai – 600 091 AFIPR8247M
2.	Sd/- **S. RENUGA** W/o.G. Selvakumar 11/1, S1, Sri Amartham Flats New Bharathiyar Street Palavanthangal Chennai – 600 114 Business	5,000 (Five Thousand equity shares Only)	
	Total	10,000 (Ten Thousand Equity Shares Only)	

Place : Chennai

Date : 03.05.2006

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THAI HOMES PRIVATE LIMITED

PRELIMINARY

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.

INTERPRETATION

2. (1) (i) Unless the context otherwise require, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modifications thereof in force on the date on which the Articles become binding on the Company.

(ii) The Act or 'The Companies Act' means the Companies Act, 1956 and includes where the context so admits any re-enactment or statutory modifications thereof for the time being in force.

(2) These Articles or 'These presents' or 'These Regulations' means these Articles of Association as now framed or altered from time to time and shall include the 'Memorandum of Association' where the context so requires.

(3) The Company means **THAI HOMES PRIVATE LIMITED.**

(4) The Board or 'THE BOARD OF DIRECTORS' means the board of Directors of the Company for the time being.

(5) 'Directors' mean the Directors for the time being of the Company.

(6) 'The Office' means the 'Registered Office' for the time being of the Company.

(7) 'Share Capital' means the capital for the time being issued or authorized to be issued for the /purposes of the Company.

(8) 'Member' has the meaning assigned thereto by Section 41 of the Act.

(9) 'Dividend' includes bonus or interest allowed to any member or members in respect of share or shares held by him or them.

(10) 'General Meeting' means a meeting of members.

(11) 'Paid up' includes credited as paid up.

(12) 'Person' includes any Corporation or Company as well as individuals.

(13) 'Body Corporate' has the meaning assigned thereto by Section 2 (7) of the Act.

(14) 'Proxy' includes attorney duly constituted under a Power of Attorney.

(15) 'Seal' means the Common Seal for the time being of the Company.

PRIVATE COMPANY

3. The Company is a Private Limited Company within the meaning of Section 3 (1) (iii) of the Companies Act, 1956.

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

(i) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter appearing.

(ii) The number of members of the Company shall be limited to 50 (Fifty Only) not including: -

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

(b) 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 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 these Articles, be treated as a single member.

(iii) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.

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

SHARES

4. The Authorised Share Capital of the Company is Rs.1,00,000/- (Rupees One Lakh Only) divided into 10,000 (Ten Thousand) equity shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce the capital of the Company and to divide the shares in the Capital into several classes and to attach them respectively such preferential, deferred, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company.

5. The shares in the capital of the Company shall be under the control of the Directors who may allot, grant option over or otherwise dispose of the same at such times and to such persons and in such manner and upon such terms as they may think fit and proper.

6. Whenever the share capital of the Company is by reason of the issue of preference share otherwise, divided into different classes of shares, all or any of the rights and privileges attached to any class may, subject to the provisions of the Companies Act, be modified, commuted, affected, abrogated or dealt with subject to (a) the consent in writing of the holders of not less than three-fourths of the issued shares of that class (b) sanction of the special resolution passed at a separate meeting of the holders of issued shares of that class.

7. Except as hereinafter provided, no shares of the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

8. Every member who intends to transfer shares, hereinafter called the Transferor shall give fourteen days notice in writing to the Board of Directors, of his intention. The notice shall constitute the Board as his agent for the sale of the said shares in one or more lots, at the discretion of the Board of Directors.

9. The right of transfer is limited to shares that are free from any lien or charge in favour of the Company.

10. In respect of any shares registered in the joint names of two or more persons, on the death of any shareholder the surviving shareholder or shareholders shall be the only persons entitled to be recognized as having any rights in the said shares. In the event of the last surviving joint shareholder, the provisions herein applicable on the death of a sole shareholder shall apply.

11. On death of a sole shareholder or of the last surviving, the legal representatives of the deceased shareholder shall be admitted as members of the Company by the Board of Directors and registered as such in the books thereof. If the legal representatives of a sole shareholder or the last surviving shareholders do not want to be admitted as a member of the Company, then, the shares standing in the name of the sole shareholder or of the last surviving shareholder as the case may be, shall be given by the Board to a member of the Company at such price as may be fixed by the Board in its discretion.

12. In the event of the insolvency of any joint shareholder, the other joint shareholder or shareholders shall be the person solely entitled to the shares so jointly held.

13. The Board may decline to recognize any instrument of transfer, unless (a) the instrument of transfer is in the form prescribed by the Act and accomplished by the certificate of shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer, and (b) the instrument of transfer is in respect of only class of shares, a fee not exceeding Rs.2/- may be charged for each transfer by the Directors and shall be paid before registration thereof.

14. Nothing herein contain shall release the estate of a deceased joint shareholder from any liability in respect of any shares that had been jointly held by him with other persons.

15. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve notice on him, requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued.

16. The notice aforesaid shall (a) name a further date not being earlier than the expiry of 14 days from the date of the service of the notice on or before which the payment required by the notice is to be made, and (b) state in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.

17. If requirements of any such notice as aforesaid are not compiled with, any shares in respect of which the notice has been given may, at any time thereafter, before payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

18. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board of Directors thinks fit. At any time before the sale or disposal as aforesaid, the Board may, cancel the forfeiture on such terms, as it thinks fit.

19. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall not withstanding the forfeiture, remain liable to pay the Company all money which, at the date of forfeiture were presently payable by him in respect of the shares.

BORROWING POWERS

20. Subject to the provisions of Section 292 of the Act, the Board of Directors may from time to time at their discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company.

21. The Board of Directors may raise or secure the payment or payments of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of debentures or/debenture stock of the Company charges upon all or any part of the property of the Company both present and future, including its uncalled capital for the time being and Directors may on behalf of the Company

guarantee the whole or any part of any loans or debts incurred by the Company with power for them to secure the guarantees against liability in respect of such loans by means of mortgage or charge of the Company's property, movable or immovable or otherwise.

22. Debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

23. Any debenture-stocks, bonds or other securities may be issued at discount, premium or otherwise and any special privileges as to redemption, surrender, drawing, allotment of shares and appointment of Directors and otherwise. No debenture shall, however, carry any voting rights at any meeting of the Company.

GENERAL MEETINGS

24. The provisions of regulations 47,48,49(1) and 50 to 63 of Table 'A', both inclusive, shall apply.

25. Subject to the provisions contained in Sections 166 and 210 of the Companies Act, as far as applicable to private companies, the Company shall in each year, hold, in addition to any other meeting, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between one Annual General Meeting of the Company and that of the next.

26. Every Annual General Meeting shall be called for at a time during business hours and on such date (Not being a public holiday) as the Directors may from time to time determine subject to article 27 hereof and it shall be held either at the Registered Office of the Company or at such other place within the city, town or village in which the Registered Office of the Company is situated.

27. Subject to the provision of Section 169 of the Companies Act, a General Meeting for passing either a special resolution or an ordinary resolution may be called by giving not less than 21 days notice in writing duly specifying the place, the day and the hour of the meeting, to the person entitled to sit thereat in the manner laid down in the Act. Notices of such meetings shall be sent to the members in accordance with the provisions of the Act and the regulations contained in Table 'A' thereto. However, a General Meeting, either Annual or Extra-ordinary, may be called after giving shorter notice than that specified above, if consent is accorded thereto by members holding not less than 75% of the paid-up equity share capital of the Company. Section173 (2) of the Companies Act, 1956 shall not apply to this Company and accordingly where any special business is to be transacted at a General Meeting there shall not be need to annexed explanatory statement to the notice.

DIRECTORS

28. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two or more than twelve. The following persons shall be the Directors of the Company.

1. G. SELVAKUMAR
2. S. RENUGA

29. The quorum necessary for transaction o f the business of the Director shall be two subject to the provisions of Section 287 of the Companies Act.

30. No holding of shares shall be required of any persons to qualify for the office of the Director.

ALTERNATE DIRECTOR

31. The Board 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 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 not require any qualification shares and shall ipso facto vacate office if and when the Original Director returns to the State in which meetings of the Board are ordinarily held or the Original Director vacates office as Director whichever is earlier.

SITTING FEE

32. Each Director shall be entitled to a fee not exceeding such sum as may be prescribed by the Central Government under section 310 of the Act, by way of sitting fees for each meeting of the Board. The Directors shall also be entitled to be paid traveling, hotel and other reasonable expenses incurred in connection with their attendance at Board Meetings and otherwise in the execution of their duties as Directors.

MANAGING DIRECTOR

33. The Board may, from time to time, appoint one or more of their body to be the Managing Director or Joint Managing Director of the Company for such period and upon such terms as to remuneration or otherwise as the Board may think fit and may delegate any of their powers to such Managing Director or Joint Managing Director and may from time to time but, subject to an agreement, if any made between the Company and such Managing Director or Joint Managing Director, revoke and discharge any such appointment or delegation of power or either wholly or in part and either as to reasons or purposes but every Managing Director or Joint Managing Director shall in the exercise of the power delegates, conform to all such regulations as may be prescribed by the Directors. Until otherwise determined by the Board, the Managing Director may exercise all the powers exercisable by the Directors save such powers as by the Act or by these articles shall be exercisable only by the Directors themselves. The Managing Director shall be entitled to delegate all or some of his powers to such other Director, Manager, Agent or other persons such powers of attorney as he may deem expedient and such power at his pleasure to revoke. The Managing Director shall not, while he continues to hold office, be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire and his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Company in General Meeting resolves that his tenure of office as Managing Director be determined. All acts done by any such Managing Director in conformity with the provision of these articles and in fulfillment of the purposes of his appointment but not otherwise shall have the like force and effect as if done by the Directors.

NOMINEE DIRECTORS

34. If the Company should obtain or arrange to have any assistance by way of finance or otherwise from financial institutions, finance corporations, or bodies or banks and if as part of such arrangement or assistance and as per terms and conditions, thereof, such corporations or institutions or banks or bodies were entitled to appoint or nominate their representative or representatives as member or members of the Board of Directors of the Company, then such corporations, bodies, institutions or Banks, may appoint or nominate any persons of their choice and vary or change such nominations or appointment as they may deem fit from time to time. The requirement of qualification shares or retirement by rotation shall not apply to such Nominee Directors.

POWERS OF THE BOARD

35. The Board may, from time to time delegate to any Director, Local Board, Attorney, Agent, Manager or Secretary any of the powers, authorities and directions for the time being vested in the Board and such appointments of delegation may be made on such terms and conditions, including power to sub-delegate, and the Board may think fit and Board may, at any time, annul or vary such delegation but no person dealing in good faith without notice of such annulment or variation shall be thereby affected.

36. The Board may, from time to time, at its discretion raise, borrow, secure payments of or lend any sum or sums of money for the purpose of the Company.

37. Any Debenture, Debenture Stocks, bonds or other securities may be issued at a discount, premium or authorize and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

38. The Board may raise or secure the payment or repayment of such sums in such manner and conditions in all respects as it thinks fit, and in particular by the issue of debentures stock of the Company charged upon all or part of the property of the Company (both present and future) including its uncalled capital for the time being.

39. Debenture, Debenture stocks, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

DIVIDEND

40. Subject to the provision of Section 205 of the Act, no dividend shall be paid except out of the profits of the year or any other undistributed profits including reserves.

41. A Dividend warrant may be sent by post to the last registered address of the member entitled thereto and the receipt of the person whose name, at the date of declaration of the dividend appears in the register of members, as the owner of any share shall be good discharge to the Company for all payments made in respect of such share. No unpaid dividend shall bear interest as against the Company.

42. Any moneys, investments or other assets, forming part of the undistributed profits of the Company and available for distribution as dividend or representing premium received on the issue of share may, if sanctioned by the Company in General Meeting, dividend and in the same proportion and all or any part of such capitalized sum, may if sanctioned as aforesaid, be applied on behalf of such shareholders in paying up in full either at par or at a premium any un-issued shares, debentures or debenture stock or in or towards payment of any uncalled liability on any issued shares, debentures or debenture stock.

SERVICE OF DOCUMENT/ NOTICE

43. A document (including a notice) may be served by the Company on any member either personally or by sending it by post to him to his registered address or if he has no registered address, to the address if any, supplied by him to the Company or if no address has been supplied, to the address known to the best of knowledge and belief of the Company. Service effected as aforesaid shall be deemed sufficient service.

INDEMNITY

44. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any bonafide proceedings, whether civil or criminal, touching the affairs of the Company, except such liability which, by virtue of any rule of law, would attach to him in respect of any negligence, default, misfeasance, breach of duty or breach of trust of which he may be guilty in relation to the Company.

WINDING UP

45. 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 kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

BOOKS OF ACCOUNTS

46. (a) The Board shall cause proper books of accounts to be maintained under section 209 of the Act.

(b) The Board shall also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the books of accounts and books and documents of the Company or any of them shall be open to the inspection of members (not being Directors.)

(c) No member (not being a Director) shall have any right of inspecting any account book or document of the Company except as conferred by the Act and other laws authorized by the Board or by the Company in General Meetings.

AUDIT

47. a. The first Auditors of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of first Annual General Meeting.

b. The Directors may fill up casual vacancy in the office of the Auditors.

c. The remuneration of the Auditors shall be fixed by the Company in General Meeting except, the remuneration of the first of any Auditors appointed by the Directors may be fixed by the Directors.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

48. In terms of the provisions of the Act, Balance Sheet and Profit & Loss Account of the Company will be audited at least once in a year by Auditors.

SEAL

49. The Board shall have power to provide a Common Seal for the purpose of the Company and from time to time cancel the same and substitute a new seal in lieu thereof. Except by the authority of a resolution of the Board, the seal shall be affixed only in the presence of and subscribed by any two Directors at least.

SECRECY

50. Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall, if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in 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 any general meeting or by the law of the Country and except so far as may be necessary in order to comply with any of the provisions in these presents, and the provisions of the Act.

Sl. No.	Signature, Name, Address, Description and Occupation of the subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- **G. SELVAKUMAR** S/o.N. Ganapathy 11/1, S1, Sri Amartham Flats New Bharathiyar Street Palavanthangal Chennai – 600 114 Business AOVPS1653L	All the subscribers signed before me at Chennai. Sd/- **P. RAJARAMAN** S/o. Sri. R. Poongavanam 8, Kannan Nagar I Main Road Madipakkam Chennai – 600 091 AFIPR8247M
2.	Sd/- **S. RENUGA** W/o.G. Selvakumar 11/1, S1, Sri Amartham Flats New Bharathiyar Street Palavanthangal Chennai – 600 114 Business	

Place : Chennai

Date : 03.05.2006



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