सत्यमेव जयते

प्रारुप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45206TN2011PTC081097 2011 - 2012

मैं एतद्द्वारा सत्यापित करता हूँ कि मैसर्स

STEPSSTONE PROMOTORS PRIVATE LIMITED

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

यह निगमन-पत्र आज दिनांक सोलह जून दो हजार ग्यारह को चैन्नई में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45206TN2011PTC081097 2011 - 2012

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

Given at Chennai this Sixteenth day of June Two Thousand Eleven.

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 LATHA PARIMALAVADANA K, 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:
STEPSSTONE PROMOTORS PRIVATE LIMITED
NO.1/1, 1 ST FLOOR, SAKTHI NAGAR,, 2 ND STREET, CHOOLAIMEDU,,
CHENNAI - 600094,
Tamil Nadu, INDIA

For StepsStone Promoters Pvt. Ltd.

Managing Director

THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

STEPSSTONE PROMOTERS PRIVATE LIMITED

I. The Name of the Company is **STEPSSTONE PROMOTERS 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 OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION:

1. To carry on the business of construction of building, contract work, construction of residential and commercial complexes, all type of civil constructions, undertake work both on works contract and job work.

2. To carry on the business of interior work of units for residential and commercial complexes and also to participate in civil constructions under tender.

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

1. To acquire and undertake the whole or any part of the business, property and liabilities of any Person / Firm / Company carrying on any business which the Company is authorised to carry on or possession of property suitable for the purposes of the objects of the Company.

2. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade marks, formulae, license, lease, concessions, conferring any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights, or information so acquired.

3. To amalgamate or enter into any arrangement for sharing of profits (except entering into partnership), union of interest, co-operation, reciprocal concession, lease, license or otherwise with any person carrying on or transaction which the Company is authorised to carry on or engage in.

For StepsStone Promoters Pvt. Ltd.

Managing Director

4. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.

5. To promote any other Company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the Company.

6. To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, casements.

7. To invest and deal with money of the Company, not immediately required in such manner, as may, from time to time, be thought fit subject to provisions of the Act.

8. To lend and advance money or give credit to any person or Company; to give guarantee or indemnify for the payment of money or the performance of contracts of obligations by any persons; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Act;

9. To borrow or secure money in such manner as the Company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem, or pay off any such securities.

10. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and negotiable or transferable instruments and to open Current or other accounts with any banks or merchants to pay any money into and draw money from such accounts.

11. To sell or dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit.

12. To adopt such means of making known and advertising the business and products of the Company as may be expedient.

13. To apply for, promote and obtain any order, regulation, or other authorization or enactment, which may directly or indirectly benefit the Company.

14. To procure recognition of the Company in any country or place outside India.

15. To Issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.

For StepStone Promoters Pvt. Ltd.

Managing Director

16. To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyer.

17. To produce gas and generate electricity necessary for the purpose of the business of the Company and to process or deal with all products resulting from or ancillary to such production.

18. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company by it subject to the provisions of the Act.

19. To insure any of the properties, undertakings, contracts, risk or obligation of the Company in any manner whatsoever.

20. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.

21. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems of the promotion of industry, trade or business of the Company or for the promotion of science and Technology, Cultural activities, sports, environment, rural development and other social and welfare activities.

22. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds and trusts which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the Company or the dependents of any such person.

23. To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration and Conciliation Act, 1996 and the Rules of the International Chamber of Commerce relating to arbitration and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants or advisors in this behalf.

24. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, license or on other terms, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for carrying on the objects of the company.

25. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture stock for dividends, for equalizing dividends, for repairing, improving extending and maintaining any part of the property of the Company.

For StepStone Promoters Pvt. Ltd.

Managing Director

26. To open and operate any type of bank accounts with the Bank and obtain credit facilities with or without securities for its business.

27. To train or pay for training in India or abroad of any of Company's employees or officers of any candidate in the interest of or furtherance of the Company's objects and to establish research and development centers for the business of the Company.

28. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of past or present employees or directors of the Company or the dependents of such persons, and to grant pensions and allowances, to make payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.

C. OTHER OBJECTS NOT INCLUDED IN A & B ABOVE:

1. To construct, build, develop, maintain, operate, own and transfer infrastructure facilities including housing, roads, highways, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland water ways and inland ports, water treatment systems, solid waste management systems, sanitation and sewerage systems, or any other public facilities of a similar nature; any project for generation and/or distribution of electricity or any other form of power; and any project for providing telecommunication services.

2. To buy, sell, import, export and deal in all kinds of packing materials such as Corrugated Board, Kraft paper, Corrugated Boxes, Paper Board, Container Sheets, Wooden Pallets, Boards and Bags.

3. To buy, sell, import, export and deal in all kinds of card board packing, tea packing bags, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of paper board, plastics, poly propylene, PVC and other man made fibrous materials.

4. To carry on the business of Dealers, Importers, exporters, Commission agents in all kinds of paper board, corrugated board, corrugated boxes, packing materials, packaging machineries and chemicals, paper manufacturing machinery.

5. To transact and carry on all agency business.

6. To import, export, assemble, develop, process and otherwise deal in computers, computer software, hardware, software, microprocessor, chips, component parts and floppy diskettes printer ribbon, paper, magnetic tapes, cassettes and other allied materials, computer data processing machines, computer peripherals, accessories and components and to establish and operate data processing or computer centers and to offer consultancy, data processing and other services to conduct coaching classes seminars workshops and other educational courses in data processing, software, hardware and other similar fields.

For StepsStone Promoters Pvt. Ltd.

Managing Director

7. To establish and run date processing / computer centers and to offer consultancy and data processing and other services that are normally offered by data processing / computer centers to industrial, business and other types of customers and to impart training on Electronic Data Processing, computer software and Hardware, to customers and others.

8. To design, invent, prepare, own make use of, lease, sell or otherwise dispose of and to deal in and with computers data processing machines, types, cards, and memory equipments

9. To carry on the business of production, generation, distribution, sale of electricity generated by wind.

10. To act as advisor and / or consultants on all matters and problems relating to urban and town planning, landscape, architecture, structural engineering, and electrical engineering, interior designing and graphic.

11. To promote, organize and conduct traveling and transport by land, sea and air and to provide for conveyance of all kinds by way of special tours to places of interest, pilgrimage, circular tickets, round the world tours, reservation of berths, hotel and lodging accommodation, inquiry agents.

12. To carry on all or any of the business as of general carriers, transporters, clearing and forwarding agents, clearing agents, warehouseman, storekeepers bonded Carmen and common Carmen, ICD (Inland Container Depot) and Wagon Movements.

13. To undertake jobs as interior decorators, furnishers, cleaners, repairers and render services in all other auxiliary fields.

14. To carry on the business of selling, buying, letting on hire and otherwise dealing in all kinds of furnitures, fixtures, carpets, linoleums, art goods.

15. To organise, run, maintain, operate, promote the business of interior decorators; furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows, and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise, and articles wherein precious metals or precious stones may be used, in textile fabrics, and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.

16. To undertake architectural, engineering and technological services as Consultants, Designers, Interior decorators, Sanitary experts, supervisors Surveyors, Appraisers, Planners and to undertake the work of designing, planning, rock surveying and soil analysing, materials testing and also work of cost estimates in construction, installation, supervision, economic appraisal, engineering and both for public and private.

17. To establish and carry on the business of designing, fabricating, refining, treating, processing, buying, selling, importing, exporting and otherwise dealing in all kinds of tiles, ceramic wares, porcelain earthen wares, stone wares, sanitary wares insulators, fire bricks, fire clay and other minerals and any other product similar to and required for the aforesaid products.

For Steps Stone Promoters Pvt. Ltd.

Managing Director

18. To carry on all or any of the business as timber merchants, saw mill proprietors and timber grower and to buy, sell, grow, prepare for market, manipulate, import, export, and deal in timber and wood of all kinds and any goods and articles in the manufacture of which timber or wood is either wholly or partly used. To carry on all or any of the business as chemists, oil and colourmen, manufacturers, buyers, sellers, importers, and exporters of and dealers in chemical, industrial and other preparations and articles, compounds, cements, oils, paints, pigments, compositions, and varnishes, dyes and colours and electrical, chemical photographical and scientific apparatuses, appliances and materials and as dealers in grain, seed, flax, cotton, lubricating and burning oils, grease, petrol, benezol or other petrol substitutes.

19. To carry on the business of importers, exporters, sellers, purchasers of and dealers in pig iron, sponge iron, wrought iron, alloy steel, steel converts, rolled steel makers, miners, smelters, engineers, founders in all or any of their respective branches, ferro silicon, ferro chrome, alloy steels, ferro alloys and other ferrous substances and metals of every description and grades, to set up Casting and Rolling Mill plant for producing ingots, billets and all kinds of all sizes of re-rolled sections in flats, angles, rounds, squares, rails, joints, channels, strips, sheets, plates, deformed bars, plain and cold twisted articles, tubes and seamless tubes, shaftings, and structurals, metallurgical prospectors, explorers, contractors, agents and to market, buy, sell, import, export, trade, or otherwise deal in any or all of the above and to establish workshops for the manufacture of any equipment required for any of the industries which the Company can undertake and to deal in such equipments.

20. To carry on all or any of the business of prospecting, exploring, opening and working mines, drill and sink shafts or wells and to pump, refine, raise, dig and quarry for stones, coal, earth limestone and other minerals and to fabricate or run gang saw machines, cutting tools and other allied minerals.

21. To acquire land by purchase, lease, allotment and / or other wise from Government and other agencies for, get, work, raise, extract, explore, deliver, exercise, make merchantable, sell, import, export and / or otherwise deal in granite, marble stones, minerals, metals, materials and other substances.

IV. The liability of the Member of the Company is limited.

V. The Authorised Share Capital of the Company is Rs.25,00,000/- (Rupees Twenty Five lakhs Only) divided into 2,50,000 (Two lakhs Fifty Thousand Only) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase or reduce its capital 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, and privileges as may be determined in accordance with the provisions of the Companies Act, 1956.

For StepsStone Promoters Pvt. Ltd.

Managing Director

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

Sl.No.	Signature, Names, Father's Name, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by subscribers	Signature, Name, Address, Description and Occupation of the Witness
1.	-sd- MOTHISH KUMAR KOTISWARAN S/O.CHANDRAGULU KOTISWARAN NO.131, SAYEE NAGAR, 4 TH CROSS STREET, VIRUGAMBAKKAM, CHENNAI – 600 092 TAMILNADU INDIA OCC: BUSINESS	9,80,000 (Nine Lacs Eighty Thousand Only)	BOTH SUBSCRIBER SIGNED BEFORE ME -sd- K.SUBRAMANIAM S/O.N.KALYANASUNDARAM NO.113/574, KAMARAJ BHAVAN, ANNASALAI, TEYNAMPET, CHENNAI – 600 006. M.NO.014847
2.	-sd- SUNDARARAJAN DURAIRAJULU S/O.GOVINDARAJULU DURAIRAJULU NO.64/44, SUBRAYALU STREET, OLD WASHERMENPET, CHENNAI – 600 021 TAMILNADU INDIA OCC: BUSINESS	20,000 (Twenty Thousand Only)	
		10,00,000 (Ten Lacs only)	

PLACE : CHENNAI
DATE : 11.05.2011

For StepsStone Promoters Pvt. Ltd.

Managing Director

THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

STEPSSTONE PROMOTERS PRIVATE LIMITED

PRELIMINARY

1. The regulations contained in Table "A" in Schedule I to the Companies Act, 1956, so far as the same, may be applicable to a Private Company as defined in the Act, shall except, otherwise and to extent provided in these Articles, apply to this Company, in the same manner as if all such regulations of Table A are specifically contained in these Articles.

INTERPRETATION

2. In these regulations:

a)"The Act" means the Companies Act, 1956 or any statutory modification or re-enactment thereof for the time being in force.

b) "The Company" or "this Company" means **STEPSSTONE PROMOTERS PRIVATE LIMITED**.

c)"Directors" means the Directors for the time being of the Company or as the case may be Directors assembled at a Board.

d)"Board of Directors" or "Board" means a meeting of the Directors duly called and constituted or as the case may be, Directors assembled at a Board.

e) "The Directors" mean the Directors for the time being of the company.

f) "Person" includes Corporation.

g) "The Office" means the registered office for the time being of the company.

h) "Month" shall mean calendar month.

For StepsStone Promoters Pvt. Ltd.

Managing Director

i) "Proxy" includes attorney duly constituted under a Power of Attorney

j)"the seal" means the Common Seal of the Company.

k) "executed" includes any mode of execution.
l) "holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

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

PRIVATE COMPANY

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

i) The minimum paid up capital of the Company shall be Rupees One Lakh or such higher amount as may be prescribed.

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

iii) The number of members of the Company (exclusive of persons, who are in the employment of the Company and persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased) shall be limited to fifty.

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

(iv) The right to transfer shares of the Company is restricted.

(v) Prohibits any invitation or acceptance of deposits from person other than its members, directors or its relatives.

SHARE CAPITAL

4. The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company. The Company shall have the power to increase or reduce the capital for the time being of the Company and to divide the shares in the capital into several classes with rights, privileges or conditions as may be determined.

For StepsStone Promoters Pvt. Ltd.

Managing Director

INCREASE IN CAPITAL

5. The Company in general meeting, may by a resolution from time to time, increase its capital by the creation of new shares of the same or different class, for such amount as may be deemed expedient and to attach thereto any special rights privileges or conditions as may be determined in accordance with the provisions of the companies Act, and the regulations of the Company.

REDUCTION OF CAPITAL

6. Subject to Section 100 to Section 105 of the Companies Act, 1956 and the confirmation of the court, the Company may from time to time, by special resolution and in the manner authorized by law reduce its share capital in any way and in particular without prejudice to the generality of the foregoing power -

a) to extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or

b) either with or without extinguishing or reducing liability on any of its shares, cancel the paid-up share capital which is lost or is unrepresented by available assets; or

c) Either with or without extinguishing or reducing liability on any of its shares, cancel the paid-up capital which is in excess of the wants of the Company and so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its share accordingly. This article does not derogate any power which the Company would have if it were omitted..

SHARES

7. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such conditions as to payments by way of deposit or calls or as to the amount or time for payment of calls either at par or at a discount subject to the provisions of the Companies Act, 1956 and at such time as the Directors may think fit.

BUY BACK OF SHARES

8. The Company shall have power to purchase its own shares in terms of Section 77A, 77AA, 77B and the rules framed there under, as amended from time to time.

For StepsStone Promoters Pvt. Ltd.

Managing Director

ISSUE OF SHARES WITH SPECIAL RIGHTS

9. Without prejudice to any special rights or restrictions previously conferred on the holders of any shares or class of shares already issued, any share in the company (whether forming part of the original capital or not) may be issued with preferred or special rights privileges, liabilities, conditions or restrictions whether in regard to dividends, return on capital, voting rights, transfer, forfeiture or otherwise as the company may from time to time by special resolution determine and any preference shares may with the sanction of a special resolution be issued on the terms that they are, at the option of the company liable to the redeemed.

MODIFICATION OF RIGHTS

10. (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may subject to Section 106 and 107 of Act, and whether or not the company is being wound up be varied with the consent in writing of the holders of three fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(b) At every such separate meeting, the provisions of the regulations relating to general meetings shall mutatis mutandis apply, so that the necessary quorum shall be two persons at least holding or representing by proxy one half of the issued shares of the class in question.

(c) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.

TRANSFER AND TRANSMISSION OF SHARES

11. Subject to section 108 of the Act, a share may be transferred by a member to another member elected by him but save as hereinafter provided no share shall be transferred to any person who is not a member of the company and is not approved by the Board of Directors, so long any member, is willing to purchase the same.

12. The Directors may at their absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and they shall not be obliged to give any reasons for declining to do so. The registration

For StepsStone Promoters Pvt. Ltd.

Managing Director

of a transfer by the board shall be conclusive approval of transfer of shares.

13. Subject to Article 11, a shareholder may by way of gift or with or without any pecuniary consideration, transfer any shares in the capital of the company to any other member or to any son or legal descendent or daughter in law, wife or husband of the transferor member.

BORROWING POWER

14. Subject to the provisions of the Companies Act, 1956 the Directors may from time to time at their discretion, raise or borrow or secure payments of sum or sums of money for the purpose of the Company's business, and may secure the payment or repayment of such money by mortgage or charge upon the whole or any part of the assets and property of the Company (present and future) including its uncalled and unpaid capital after obtaining the sanction of the Board of Directors at its meeting.

GENERAL MEETING

15. The Company shall in each year hold in addition to the other meetings, a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 166 of the Act. All General Meetings other than Annual General Meeting shall be called as Extraordinary General Meetings. An Extraordinary General Meeting may be held either at the registered office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

NOTICE FOR CALLING GENERAL MEETING

16. The provisions of Section 171 of the Companies Act, 1956 shall not apply to this Company and General Meetings of the Company may be called by giving not less than 7 days notice. Every notice of Meeting of the Company shall specify the place, the date and the hour of General Meeting and shall contain a statement of the business to be transacted thereunder.

EXPLANATORY STATEMENT NEED NOT BE SET OUT

17. The provisions of Section 173 of the Act shall not apply to this Company or to notices issued for convening any general meeting and in particular an "Explanatory Statement" referred to in Section 173 need not be set out in respect of any item of business, ordinary or special.

For StepsStone Promoters Pvt. Ltd.

Managing Director

QUORUM

18. The quorum for the General Meeting of the Company shall be two members present personally or through proxy.

i. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (whether member or not) as his proxy to attend to vote instead of himself.

ii. The instrument appointing a proxy shall be in the form set out in the Act.

iii. On show of hand, every member present in person shall have one vote. On a poll, voting right shall be in accordance with Section 87 of the Act.

DIRECTORS

19. a)The First Directors of the Company shall be the following:

1) Mr. MOTHISH KUMAR KOTISWARAN
2) Mr. SUNDARARAJAN DURAIRAJULU

b) The minimum number of Directors shall be two and the maximum number of Directors at any time shall be twelve.

APPOINTMENT OF ADDITIONAL DIRECTOR

20. The Board shall have power at any time, from time to time, to appoint any person as additional Director provided the number of Directors and Additional Directors shall not at any time exceed Twelve.

APPOINTMENT OF ALTERNATE DIRECTORS

21. The Board shall have the power to appoint alternate Director in the manner specified in Section 313 of the Act.

SITTING FEES

22. The Directors for the time being of the company shall each be entitled to be paid a sitting fee as may be fixed by the Board or any committee of the Board, attended by them, subject to the provisions of Section 310 of the Act and the rules made there under. In addition to the sitting fees, the Directors shall be entitled to be paid all traveling, halting and other expenses incurred by them in attending the meeting of the Board or of any Committee of the Board from their normal place of residence and returning from such meeting of the board or any committee of the board.

For StepsStone Promoters Pvt. Ltd.

Managing Director

REMUNERATION TO DIRECTORS

23. The Directors may be allotted such functions as may be decided by the Board from time to time on such remuneration as the Board may fix.

QUALIFICATION SHARES

24. It shall not be necessary for a Director to hold any shares in the Company.

RETIREMENT OF DIRECTORS

25. The Directors shall not be liable to retire by rotation from the office of the Board of Directors.

RESOLUTION BY CIRCULATION

26. Save as otherwise expressly provided in the Act a resolution in writing, circulated in draft together with necessary papers signed by all the Directors in India or by the majority of them or of the Committee of Directors for the time being entitled to receive notice of the Meeting of the Board or the Committee, shall be as valid and effectual as if it had been passed at the meeting of the Board or the Committee duly convened and held, in the event of the signature of any one or more of the Directors to any each resolution being affixed on different dates, the said resolution shall be deemed to be passed on the date of the signature of the Directors signing last.

POWERS AND DUTIES OF DIRECTORS

27. The Business of the Company shall be managed by such person or persons appointed by the Board of Directors subject to the superintendence, control and direction of the Board with consent of the Board, such person or persons may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company and exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company as not by the statute or by these articles required to be exercised or done by the Board of Directors of the Company in General Meeting subject to nevertheless to the regulations in these Articles, the provisions of the statute and to such regulations and provisions as may be prescribed by the Company in the General Meeting.

For StepsStone Promoters Pvt. Ltd.

Managing Director

DIRECTORS MAY CONTRACT WITH THE COMPANY

28. Subject to the provisions of the Companies Act, 1956 no Director shall be disqualified from his office by contracting with the Company nor shall any contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account for the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relations thereby established, but it is necessary that the nature of interest must be disclosed by him at the meeting of the Directors at which the contract is determined of his interest then exists, or in any other case, at the first meeting of the Directors after the acquisition of his interest.

GENERAL POWERS VESTED IN BOARD

29. The business of the company shall be managed by the Board of Directors who may pay all expenses incurred in getting the company registered and may exercise all such powers of the company as set out by the Companies Act, 1956, or any statutory modification thereof for the time being in force of these Articles required to be exercised by the Company in General Meetings subject nevertheless to the regulations in these articles, to the provisions of the said Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in General Meetings but no regulation made by the company in General Meeting shall invalidate the prior Act of the Directors which would have been valid if that regulation had not been made.

MANAGING DIRECTOR

30. The Board of Directors may from time to time appoint one or more of their body to be a Managing Director's either for a fixed term or without any limitation as to the period for which he/she or they is or are to hold such office on terms and conditions as they deem fit and delegate such powers to him or them from office and appoint another or others in his or their place/s. The Directors may fix the remuneration of the Managing Director by way of salary or commission or by referring a right to participate in the profits of the Company or by a combination of both.

31. The Directors may from time to time entrust to and confer upon the Managing Director, for the time being, such of the powers exercisable under these presents by the Director as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms conditions, and with such restrictions as they

For StepsStone Promoters Pvt. Ltd.

Managing Director

think expedient and they may confer such powers either collaterally with, or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time withdraw, revoke alter or vary all or any of such powers.

AUDITORS

32. Once at least in every year the books of account of the Company shall be examined by one or more auditors.

ACCOUNTS

33. The person or persons appointed by the Board shall have charge and custody of all the property, books of accounts, papers, documents, common seal and effects belonging to the Company whosesoever situated.

34. The person or persons appointed by the Board shall keep proper and complete books of accounts with respect to the dealing and working of the Company and they shall prepare and keep or cause to be prepared and kept therein, complete accounts of Company.

a. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place.

b. Purchases and sales of goods by the Company.

c. The assets and liabilities of the Company and they shall also prepare and keep or cause to be prepared and kept such other accounts of the Company as are necessary, subject to the provisions of the Act. The person appointed by the Board shall keep accounts at the Registered office of the Company or at such place as may be resolved at a meeting of the Directors.

THE SEAL

35. The Common Seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board and except in the presence of at least two Directors of the company. The fact of affixing the common seal will be conclusive proof of the execution of the document or instrument to which it is so affixed.

For StepsStone Promoters Pvt. Ltd.

Managing Director

WINDING UP

36. If the Company shall be wound up, the surplus assets are more than sufficient to repay the whole of the paid up capital the excess shall be distributed among the members in proportion to the Capital paid up on the equity shares held by them, but this article is without prejudice to the right of preference shareholders or holder of any other shares issued upon special conditions.

37. If the Company shall be wound up, whether voluntary or otherwise the liquidators may with the sanction of a special resolution, divide among the contributors, in specie or in kind, any part of the assets of the Company and may with a like sanction vest any part of the assets of the Company upon such trusts instituted for the benefit of the Contributories or any of them as the liquidator with the like sanction shall think fit.

SECRECY

38. No member or person shall be entitled to visit or inspect the Company's properties without the consent of the Board or the Managing Director, or to require discovery of any information respecting the details of the Company's working trading and on such other matters or in the nature of trade secrets which in the opinion of the Board may be inexpedient in the interest of the members of the Company to communicate to the public.

INDEMNITY

39. Subject to the provision of Section 201 of the Companies Act 1956, the directors, secretary and other officers, for the time being of the Company and their heirs, executors and administrations respectively shall be indemnified out of the assets of the Company from and against all suits, proceedings, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by the reason of any act done or omitted in or about the trusts except such (if any) as they shall incur or sustain such officer or sustain by or through their own willful neglect or default and no receipts, neglects or defaults of any other officer or trustee of for joining in any receipts for the sake of conformity or for the solvency or honesty of any Bankers or other persons with whom any money effect, custody or for any insufficiency of deficiency of any security upon which any monies of the Company shall be invested or for any other loss damage due to any such cause as aforesaid or which may happen in or about the execution of his office or trust, unless the same shall happen through the willful neglect or default of such officer or trustee.

For StepsStone Promoters Pvt. Ltd.

Managing Director

We, the several persons whose names and address are subscribed are desirous of being from into a Company in pursuance of this Articles of Association

Sl. No,	Signature, Names, Addresses Description and Occupation of the subscribers	Signature, Name, Address, Description and Occupation of the Witness.
1.	-sd- MOTHISH KUMAR KOTISWARAN S/O.CHANDRAGULU KOTISWARAN NO.131, SAYEE NAGAR, 4 TH CROSS STREET, VIRUGAMBAKKAM, CHENNAI – 600 092 TAMILNADU INDIA OCC: BUSINESS	BOTH SUBSCRIBER SIGNED BEFORE ME **-Sd-** K.SUBRAMANIAM S/O.N.KALYANASUNDARAM NO.113/574, KAMARAJ BHAVAN, ANNASALAI, TEYNAMPET, CHENNAI – 600 006. M.NO.014847
2.	-sd- SUNDARARAJAN DURAIRAJULU S/O.GOVINDARAJULU DURAIRAJULU NO.64/44, SUBRAYALU STREET, OLD WASHERMENPET, CHENNAI – 600 021 TAMILNADU INDIA OCC: BUSINESS	

PLACE : CHENNAI
DATE : 11.05.2011

For StepsStone Promoters Pvt. Ltd.

Managing Director