
**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
SHIVANGI FLOWERS PRIVATE LIMITED**



प्रारूप आई. आर.

Form I. R.

निगमन का प्रमाण - पत्र

CERTIFICATE OF INCORPORATION

ता. का से

CIN...-U01122KA2003PTC032533

मैं एन्ट्रग प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम (1956 का) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that ..SHIVANGI..FLOWERS..PRIVATE..LIMITED

is this day incorporated under the companies Act, 1956 (No.1 of 1956)
and that the company is limited.

मेरे हस्ताक्षर से आज ता. को दिया गया।

Given under my hand at BANGALORE this ..NINTH.....
day of....SEPTEMBER.....Two thousand and THREE.....



T.S.D. Prasad Rao

(T.S.D. PRASADA RAO)

कम्पनियों का रजिस्ट्रार

कर्नाटक, बंगलूर

Asst. Registrar of Companies
KARNATAKA, BANGALORE

INCORPORATED UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SHIVANGI FLOWERS PRIVATE LIMITED

- I. The name of the Company is SHIVANGI FLOWERS PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- 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 export, import, trade in and/or manufacture agri/flori/horti/pscicultural items including seeds, plants, flowers bulbs developed naturally and/or with the help of any other technology including tissue culture technology and to purchase or acquire land for

the purposes of building or developing greenhouses, nurseries, plantations and seed farms.

2. To carry on the business of Buyers, Sellers, Importers, Exporters, Warehouseers, Contractors, Stockists, Distributors, Agent and dealer of all kinds of Food, Agriculture, Animal, Forest products including Tobacco, Chewing, Tobacco, Cigarettes Tobacco, Alcoholic, Soft Beverages, packed and instant tobacco flower cuts, decorative plants, Seeds, Vegetables, Flowers.

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

1. To provide consultancy services related to the preparation and maintenance of accounting, statistical, scientific, or management information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis, and machine services for solving or adding commercial, industrial, scientific, and research problems and for all other related businesses.
2. To act as advisors and consultants on all matters and problems relating to the administration, organisation, financial management, personnel, commencement or expansion of industry and business (including construction of plants and buildings, production, purchase, sales, marketing, advertisement, publicity, bodies associations incorporated or unincorporated, departments and services of the Government, public or local authorities, trusts, scientific research and development centres.
3. To provide software, systems consultancy and manpower consultancy to business houses and other institutions in India or abroad, to train persons in computer technology, and to provide services and negotiate contracts any where in the world of computer software and hardware companies by provision of information relating to availability of computer software and hardware products and to act as consultants, Advisors and Agents in India and abroad to the computer software and hardware and allied industries.
4. To design, modify, develop, manufacture assemble and deal in computers Hardware and Software and peripheral equipment and to provide a technical and advisory service for users and potential users of computers and other electronic or automatic equipment, and to device and supply programmes and other software for such users.

5. To establish, maintain and conduct training centres, courses and programmes in connection with the use, purchase, sale, import, export, license, distribution, design, manufacture or rental of the aforesaid types of machines, apparatus, appliances, systems and merchandise, and of articles required in the use thereof or used in connection therewith.
6. To establish and carry on in India and/or abroad the business of developing, designing, manufacturing, processing, assembling, computer software and hardware products and allied products and to enter into any arrangements/collaborations with the Governments or any persons, individuals, firms or body corporate in India or abroad.
7. To enter into any arrangement with any Government or Authority, municipal, local or otherwise or any persons or company in India or abroad that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority person or company, and rights and privileges, charters, contractors, licenses and concessions which the Company may think desirable and to carry out exercise and comply therewith.
8. To transact and carry on in connection with the aforesaid business, all kinds of agency business.
9. To obtain sanction, permission, licenses and quotas of the Government for export and to do all things that may be necessary to obtain recognition as an "Export House".
10. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, properties, or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any such company, association, partnership or person.
11. To amalgamate, enter into partnership or enter into collaboration agreement or arrangement or understanding or associate with any Indian or foreign company or body corporate or firm or individual or enter into any arrangement with any Indian or foreign company or body corporate or firm or individual for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concessions or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.

12. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contractors and to do all or part of the above things in any part of the world, either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
13. To apply for purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, brevets 'D' invention licences, concessions and the like, conferring and exclusive or non-exclusive or limited right to their 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 seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licenses in respect of otherwise turn to account the property right or information so acquired and to expend money to experimenting upon, testing, or improving any such patent, invention or rights.
14. To establish or promote or concur in establishing or promoting any company or combined for the purpose of acquiring all or any of the property, rights and liabilities or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
15. Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business of which may enhance the value of any other property of the company and in particular any land, buildings, easements, machinery, plant, vehicles and stock-in-trade.
16. To invest and deal within any manner the moneys of the company not immediately required and in particular to accumulate funds or to acquire to take by subscription purchase or otherwise howsoever or to hold shares or stock in or the security of any company association or undertaking in India or abroad.
17. Subject to the Provisions of Sec. 3(l)(iii)(d) of the Companies Act, 1956 to receive money or loan within the permissible limit and borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, or lien to secure and guarantee the performance of the company or any other person of the company as the case may be, provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

18. To pay for any business, property or rights acquired or agreed to be acquired by the company and generally to specify any obligation of the company by the issue or transfer of shares of this or any other company credited as fully or partly paid up or for debentures or other securities of this or any other company.
19. To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, Subject to the Banking Regulation Act, 1949.
20. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company or for the issue of its capital, including brokerage and commission and commission for obtaining applications or for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
21. To sell, lease, mortgage or otherwise, dispose of the property, assets 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 other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
22. To distribute among the members any property of the company or any proceeds on the sale or disposal of any property of the company in the event of its being wound up, but so that no distribution amounting to a reduction of capital be made except in accordance with the provisions of the Companies Act, 1956.
23. To improve, manage, develop and grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights to the Company.
24. To provide for the welfare of the directors, trustees and employees, ex-employees of the company and their wives, widows and families or the dependents or connection of such persons, by building or contributing to the building of the houses, dwelling or chawls, by grants of money, pensions allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund, superannuation fund and other associations, institutions, funds or trusts and by providing and subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent religious, scientific, national or other institutions bodies and objects which shall have any moral or other claim to the support aid by the company either by reason of locality of operation or public and general utility or otherwise.

25. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company or for any other purposes conducive to the interests of the Company.
26. Subject to Section 78 of the Companies Act, 1956 to place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued of premium by the Company, and any money received in respect of dividends accrued on forfeited shares.
27. Subject to the provision of the Companies Act, 1956 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the company against proceedings costs, damages claims and demands in respect of any thing done or ordered to be done by them in the interest of the company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
28. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery engines, roadways, tramways, railways, sidings, bridges, reservoirs, water courses whatever electric work and other works and conveniences, which may seem calculated directly or indirectly to advance the interest of the company and to join with any other persons or company in doing any of these things.
29. To establish, provide and conduct or otherwise subsidise research labs and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical research, experiments and tests of all kinds, to promote studies and research both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote and reward studies, research, investigations experiments and inventions of any kind that may be considered likely to assist the business which the company is authorised to carry on.
30. To open one or more account(s) of any kind with any Banks or Bankers.
31. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures, and to turn, the same into account, devolve the same and dispose of or maintain the same and to build townships, resorts, apartments, markets, or other buildings residential and commercial or convenience

there on and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephone, television installation and to deal with the same in any manner whatsoever, and buy, advancing, money to and entering into contracts, and arrangements of all kinds with builders, tenants and others.

32. To construct, erect, build, repair, remodel, demolish, develop, improve, grades, curve, pave, macadamias, cement and maintain buildings, structures, houses, resorts, apartments, hospitals, schools, places of workship, highways, roads, paths, streets, sideways, counts, alleys, pavements and to do other similar construction, lavelling or paving work and for these purposes to purchase, take on lease, or otherwise acquire and hold any land and prepare lay-out thereon or building of any (tenure) or description wherever situated, or right or interest therein or connected therewith in connection with the main objects of the Company.
33. To establish and carry on all or any Industry, trade or business of preparing mining, cutting, polishing, processing, treating exporting, importing, byuing, selling or otherwise dealing in all types of marble, granite, limestone, sand stone, slabs, tiles and other building material and colour stones of every descriptions and types including setting processing, trading or dealing into waste and by-products arising from the mining or processing of marbles and colour stones.
34. To purchase, acquire take on lease and work, establish any mines and process, treat or deal in the material including by products of mining and establish factory for processing, finishing, treating or conversion of the same into industrial and saleble material.

(C) THE OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE ARE:

1. To as act management, technical industrial, financial, commercial and investment consultants, consulting engineers, computer service bureau and advisors, market surveyors, project engineers, quality control and efficiency experts, expert in marketing services and/or consultants in sophisticated management techniques to establish and render all or any consultancy and other services of professional or technical nature to industry, firms, associations, entrepreneurs, institutions, body corporate or corporates and to undertake assignments, job and appointments and to enter into contract thereof and to develop and run project division and undertake techno-economic feasibility and promotion, planning and implementation of new projects and to act as registrars, share transfer agents and management consultants.

2. To purchase for investment or re-sale and to deal in land and house and other property of any tenure and any interest therein, and to create, sell and deal in free-hold and leasehold ground rents.
 3. To cultivate, grow, produce, purchase, sell, deal and trade in agricultural and vegetable products of all kinds to take up any agricultural work and deal in manufacture, export and import of all kinds of agricultural implements, machineries and such other appliances and chemicals as are required in agriculture.
 4. To carry on in India or elsewhere the business of acting as consultants, developers, sellers, traders or supporters in Engineering Services, Computer Software, Computer Hardware and Consumable, Micro processor based and other systems, data processing and analysis, database application and communication of all kinds and transcribing, coding, encrypting of data in any form using multiple media's including computer and micro processor based systems and to carry out entry data validation, Desk Top Publishing and other related services.
 5. To carry out investigation, basis and fundamental research, applied research, design development, experimental work, pilot plant, work, commercial work, scale-up works and every description in all branches of science, engineering and technology for producing, discovering, inventing, making improvements in, modifications to effecting of reduction or energy savings in all forms of energy including solar energy, nuclear energy, thermal energy hydro electric energy, energy from gases, minerals, chemicals, drugs, pharmaceuticals, elements and compounds of every description.
- IV. The liability of the members is limited.
- V. The share capital of the Company is Rs. 10,00,000/- (Rupees Ten lakhs Only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

Sl. No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	<p>Sd/-</p> <p>Represented by</p> <p>ASHISH RUNGTA</p> <p>Director</p> <p>S/o. Sri Sushil Rungta</p> <p>Bortex Cosmetics Private Limited</p> <p>1, Jagmohan Mullick Lane,</p> <p>Kolkata - 700 007</p> <p>Company Business</p> <p>Camp Bangalore</p>	<p>5000</p> <p>(Five Thousand)</p>	<p>Sd/-</p> <p>G. B. BAGRODIA F.C.A.</p> <p>S/o. Late G. D. Bagrodia</p> <p>No. 1, Naina Terraces,</p> <p>159, Richmond Road,</p> <p>Bangalore - 560 025</p> <p>Chartered Accountant</p>
2.	<p>Sd/-</p> <p>Represented by</p> <p>SUBHASH ROY</p> <p>Director</p> <p>S/o. Sri Sudhir Roy</p> <p>Protra Exim Private Limited</p> <p>1, Jagmohan Mullick Lane,</p> <p>Kolkata - 700 007</p> <p>Company Business</p> <p>Camp Bangalore</p>	<p>5000</p> <p>(Five Thousand)</p>	
	Total	<p>10,000</p> <p>(Ten Thousand Only)</p>	

Dated this the 28th day of August, 2003 at Bangalore.

INCORPORATED UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SHIVANGI FLOWERS PRIVATE LIMITED

TABLE 'A' TO APPLY

1. The Regulations contained in Table 'A' in the First Schedule of the Companies Act, 1956 shall apply to this Company in so far as they are applicable to private companies and are not inconsistent with any of the provisions contained in these Articles.

MEMBERSHIP NUMBER

2. The Company is a Private Company within the meaning of Section 2(35) read with Section 3(1)(iii) of the Companies Act, 1956 and with a minimum paid up capital of Rs. 1 Lakh or such higher paid up capital as may be prescribed and accordingly:

- a) The right to transfer the shares in the capital of the Company shall be restricted in the manner and to the extent hereinafter mentioned in these Articles.
- b) The number of members of the Company shall be limited to fifty 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 members of the Company while in that employment and have continued to be members of the Company after such employment ceased;

AND

- c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company, provided where two or more persons hold one or more shares in the Company, jointly they shall, for the purpose of this Article, be treated as a single member.
- (d) Prohibits any invitations or acceptance of deposits from persons other than its members, Directors or their relatives.

CAPITAL

- 3. a) The authorised share capital of the Company shall be such amount as may be authorised from time to time.
- b) The company shall have power to increase, divide, consolidate & reduce the authorised share capital subject to the Provisions of the Companies Act, 1956.

ALLOTMENT/DISPOSAL OF SHARES

- 4. Subject to the provisions of the Companies Act, 1956 and these Articles, shares shall be under the control of the Board who may allot or otherwise dispose of the same to the persons on such terms and conditions and for such consideration as the Board may think fit, but subject always to Article (2) herein.
- 5. Where it is proposed to increase the subscribed capital of the Company by issue of the shares subject to any condition to the contrary which may be given by the Company in the general meeting by a special resolution:
 - a) Such new shares shall be offered to the persons who at the date of the offer are holders of that class of equity shares of the Company, in the proportion as near as the circumstances admit to the capital paid up on those shares at that date.

- b) The offer aforesaid shall be sent by registered notice to the registered addresses of every member specifying the number of shares offered and limiting a time, not less than fourteen days from the date of the offer, within which offer if not accepted will be deemed to have been declined.
- c) After expiry of the specified time in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines the shares offered, the Board of Directors may dispose them off in such manner as they may think most beneficial to the Company.
- d) The Board may allot fully paid up shares to minors represented by their guardian.

TRANSFER AND TRANSMISSION OF SHARES

- 6. i) A share may be transferred by a member or other person entitled to transfer to any member of the Company selected by the transferor, save as otherwise provided in these Articles no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at its fair value.
- ii) On death of a member, his legal heirs shall be recognised by the Company as joint holders of shares held by the deceased member and register transmission of shares in their names as joint share holders. However, if the deceased member has bequeathed all or any of his shares to any particular person/s the Board shall recognise only such person/s and register the shares so bequeathed in his/their names.
- iii) Except as otherwise provided in Article 6(1) shares in the Company shall not be transferred except to person/s selected by the Board of Directors of the Company and at price determined as fair value of the share of the Company.
- iv) If no member is willing to purchase the shares at their fair value the same may be disposed of for any price and in favour of any person by the offeror. The fair value for the purposes of this clause means the value of shares as computed in accordance with Article 6(vi) hereto.
- v) If within sixty days from the date of fixation of fair value of shares as provided herein, no member is willing to purchase the shares at the fair value, or the Board of Directors fail to select a willing purchaser, the

offeror thereafter shall at any time within six calendar months be at liberty to sell and transfer the shares to any person/s and at any price.

The offeror may in such event offer the shares to person/s constituting the Board who shall purchase the shares so offered in equal proportion (as nearly as the circumstances admit) at the fair value and pay for the same within sixty days from the date of offer if any Director fails to purchase all or any portion of shares (to be purchased by him) he shall make good any loss suffered by the offeror upon his subsequent sale of such share/s.

- vi) The fair value of share shall be the higher of the value of share as computed on the following basis:
- a) Net assets basis (after revaluation of assets) computed on the basis of last audited balance sheet.
 - b) Earning basis: The average earning (after taxes) of three financial years immediately preceding the financial year in which the transfer notice has been served or the average profits (after taxes) from the date of incorporation in case three years have not elapsed shall be capitalised at appropriate rate of return and the amount so ascertained shall be divided among all the shares in the amount paid up thereon.
 - c) Arbitrators may be appointed for the purpose of determining the fair value of shares offered, one of the Board of Directors and another by the person offering to transfer the shares and the value as determined by the Arbitrators shall be fair value of shares of the Company. The provisions of the Arbitration Act, 1940, shall apply to the proceedings connected with the determination of fair value.

LIEN

7. 1) The Company shall have a first and paramount lien:
- a) On every share for all moneys (whether presently payable or not) called or payable on a fixed time in respect of that share, and
 - b) On all share standing registered in the name of a person for all moneys payable by him or his estate to the Company, provided that the Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of these Articles.

ANNUAL GENERAL MEETING - NOTICE

8. 1) An Annual General Meeting of the Company may be convened by giving not less than seven days notice in writing. All other general meetings may be convened by giving not less than three days notice in writing.
 - 2) If the members holding not less than seventy five percent of such part of paid up capital of the Company as gives them a right to vote at the meeting, accord their consent in writing, a General Meeting (either Annual General Meeting or otherwise) may be called by giving shorter notice than the period specified in Articles 8(1) above.
 - 3) The provisions of Section 173 of the Companies Act, 1956, shall not apply to this Company.
9. The provisions of Section 176(2) of the Companies Act, 1956, shall not apply to this Company. The proxy shall be a member of this Company.

DIVIDEND

10. Dividend on fully paid shares shall be free from any charge and in respect of partly paid shares, dividends can be adjusted only to the extent of calls presently payable on the shares.

No unclaimed dividend shall be forfeited before the claim thereto becomes barred by law. The Directors may at any time annul such forfeiture and pay such dividend.

DEBENTURES

11. Debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
12. a) The Board may from time to time at its discretion borrow and secure the payment of any sum of money for the purposes of the Company, provided that the board shall not except with the consent of the Company in General Meeting, borrow moneys where the moneys to be borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose of the Company.
- b) Subject to the provisions of clause (a) above, the Board, may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects, as it thinks fit, by the issue of bonds perpetual or redeemable, debentures or debenture stock or mortgage or charges or other security on the whole of the undertaking or any part

thereof or any property of the Company (both present and future) including its uncalled capital for the time being. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Board which may issue them on such terms and conditions and in such manner and for such consideration as it shall consider to be for the benefit of the Company.

NUMBER OF DIRECTORS

13. The Company shall have not less than two and not more than twelve Directors including all kinds of Directors.

PRESENT DIRECTORS

14.
 1. Sri K. R. SUDHEENDRA
 2. Sri P. MALLIKARJUNA KUMAR
15. The other Directors may be appointed by the Company at a General Meeting without prejudicial to the powers of the Board to appoint one or more persons to be Directors of key position. However all Directors other than for life shall retire at the first Annual General Meeting held after their appointment. The retiring Directors shall be eligible for re-appointment.

NO SHARE QUALIFICATION

16. No share qualification is necessary for any individual for being appointed as a Director of the Company.

NOMINATED DIRECTORS

17. a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), The Industrial Credit and Investment Corporation of India Limited (ICICI), State Industrial Investment and Development Corporation Limited, State Financial Corporation, or Credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as IDBI, IFCI, ICICI, SIIDC, SFC, LIC and Unit Trust of India (UTI) or any other Finance Company or Credit Corporation or any other Financing Corporation or Body (each of which IDBI, IFCI, ICICI, SIIDC, SFC, LIC and UTI or any other Finance Corporation or Credit Corporation or any Financing Company or Body (is hereinafter in this Article referred to as "the Corporation") continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting of direct subscription or so long as any liability

of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors, whole time or non-wholetime, (which Director or Directors is/are hereinafter referred to as "Nominee Directors") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

- b) The Board of Directors of the Company shall have no power to remove from office the Nominee Directors. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject to as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- c) The Nominee Director/s so appointed hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds debentures in the Company as a result of direct subscriptions or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the guarantee is outstanding the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately if the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/shares in the Company or on the satisfaction of the liability of the Company arising of the guarantee furnished by the Corporation.
- d) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings and the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notice and minutes.
- e) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation, or as the case may be, to such Nominee Directors.

- f) Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.
- g) In the event of the Nominee Director/s being appointed as whole time Director/s such Nominee Directors shall exercise such powers and have such rights as are usually exercised or available to a whole time Director, in the Management of the Company. Such whole time Directors shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation.

ADDITIONAL DIRECTOR/DIRECTORS APPOINTED IN CASUAL VACANCIES

- 18. a) The Board shall have powers to appoint one or more individuals to be additional Directors, provided that the total number of Directors including Additional Directors, so appointed shall not at any time exceed twelve.
- b) The Board shall have power to fill up the casual vacancy on the Board caused by the death or resignation of any Director and the Director so appointed shall hold office only upto the date upto which the Director in whose place he was appointed would have held office, if it had not been vacated as aforesaid.

ALTERNATE DIRECTORS

- 19. a) The Board of Directors may appoint any individual to be an alternate Director during the absence of a Director from the State in which the meeting of the Board are ordinarily held, provided such absence shall not be for a lesser period than three months. Such appointee, while he holds office as Alternate Director, shall be entitled to notice of all the Meetings of the Board, to attend and vote thereat and on all resolutions proposed to be passed by circulation.

FOREIGNER - DIRECTOR AND RESIDENT DIRECTOR

- b) Subject to the provisions of FERA Act, & FEMA Act and other rules, regulations, orders, directions and laws for the time being in force, Board may appoint foreigner/s as Directors of the Company, whenever required, subject to Article (13) and (15). Further Foreign Director can be represented by a local Indian

citizen as "Resident Director" who can exercise the powers and duties and get all the benefits available to the Foreign Director, during his tenure as a "Resident Director".

SITTING FEE

20. The Directors of the Company for the time being shall be paid a sitting fee of such sum not exceeding Rs. 2000/- (Rupees Two Thousand only) each as may be decided by the Board from time to time for every meeting of the Board or of any Committee of the Board attended by them in addition to all travelling and halting expenses incurred by them in attending and returning from such meetings of the Board or/of any Committee of the Board or/of General Meetings of the Company.

REMUNERATION FOR EXTRA SERVICES

21. a) If any Director(s) is/are appointed to advise the Board as an expert or be called upon to perform extra services or make special exertions for any of the purpose of the Company the Board may subject to and in accordance with the provisions of the Act, and in particular Section 309 and 314 of the Act, pay to such Director(s) such special remuneration as they may think fit which remuneration may be in the form of either salary or commission based on percentage of profits or partly in one form and partly in another and may either be in addition to or in substitution of the remuneration specified in the last preceding Article.
- b) The non-wholetime Directors may be paid such remuneration as may be determined by the Board in accordance with the provisions of Section 309(4) of the Companies Act, 1956.

DIRECTORS AND THEIR CONTRACTS WITH THE COMPANY

22. a) Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Company with any Director or with the Company or partnership firm in which any Director shall be a Director, member, partner, or otherwise interested be avoided nor shall any Director so contracting or being so interested in any contract, arrangement be liable to account to the Company for any profit realised on such contract or arrangement by reason only of such Director holding that office or the fiduciary relation thereby established, but the nature of the interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined, in the interest

then exists, or in any other case at the first meeting of the Board after the acquisition of the interest, provided nevertheless that no Director shall vote as a Director in respect of any contracts or arrangements in which he is so interested as aforesaid, and if he does so his vote shall not be counted but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting although he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This restriction shall not apply to any contract by or on behalf of the Company to give to the Directors any security by way of indemnity against any loss which they or any of them may suffer by becoming or being sureties for the company. A General Meeting that any Director is a Director or a member of any specified firm and is to be regarded as interested in any subsequent transaction be sufficient disclosure under this Article and after such General Notice it shall not be necessary to give special notice relating to any particular transaction with such Company or firm.

Nothing in sub-clause (a) shall apply to any contract or arrangement entered into between this Company and any other company where any of the Directors of this Company or two or more of them together holds or hold not more than two percent of the paid up share capital of the Company.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS - GENERAL POWERS

23. The business of the Company shall be managed by the Board who may exercise any powers of the Company as are not, by the Act, or any statutory modification thereof for the time being in force or by these Articles, required to be exercised by the Company in General Meetings subject nevertheless, to any regulation of the Articles or to the provisions of the said Act and to such regulations being not inconsistent with the aforesaid regulations, provisions as may be prescribed by the Company in General Meetings but no regulations made by the Company in General Meetings shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

BORROWING POWERS

24. The Board of Directors are empowered to borrow monies from financial institutions, Banks, Private bankers and others for the business of the Company.

DECLARATION OF POWERS

25. Subject to the provisions of Section 292 of the Companies Act, 1956 the Board may delegate all or any of its powers to any Directors or other persons jointly or severally or to any one Director at their discretion.

SELLING AGENTS

26. Subject to the provisions of the Act, the Board may appoint any firm or body corporate as the sole selling agents of the Company for such area and on such terms and conditions as the Board may deem fit from time to time.

ATTORNEY OF THE COMPANY

27. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal any person to be the attorney of the Company for such purpose and with such authorities and discretions not exceeding those vested in or exercisable by the Board in these Articles and for such period and subject to such conditions as the Board may from time to time think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Board may think fit.

MANAGING DIRECTOR

28. Subject to the provisions of the Act and approval of the Central Government, if necessary, the Directors may from time to time, appoint one or more of their body to be Managing Director(s) of the Company for a fixed term not exceeding five years at a time for which he or they, is or are to hold office and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. The Managing Director shall not while he or they continues or continue to hold that office, be subject to retirement by rotation and shall not be reckoned as Directors to retire by rotation. But he or they shall ipso facto cease to be Managing Director/s, if he or they cease to hold the office of the Director(s) from any cause whatsoever.

REMUNERATION OF MANAGING DIRECTOR

29. a) Subject to the provisions of Section 198 and 309 of the Companies Act, 1956, and subject to such sanction of the Central Government as may be necessary, the Board of Directors may determine the remuneration payable to the Managing Director/s in any manner as they may deem fit. The remuneration may be in the form of monthly salary or commission based on profits or partly in one way and partly in another.

PAYMENT OF ALLOWANCE

- b) The Directors may in addition to the remuneration referred to in the preceding clause provide to the Managing Director/s such allowances, amenities, benefits and facilities as they may deem fit from time to time with such sanction, as may be necessary.

- c) The Managing Director/s shall be entitled to be reimbursed of all his or their out of pocket expenses incurred by him or them in connection with the business of the Company.

POWERS AND DUTIES OF THE MANAGING DIRECTOR

30. Subject to the provisions of the Companies Act, 1956, the Directors may from time to time entrust upon the Managing Directors for the time being such of the powers exercisable under these presents by the Board of Directors as they may think fit and may confer such powers for such time and to be exercised for such object and purposes and upon such terms and conditions and with such restrictions as they may think expedient and they may confer such powers either collaterally with or subject to such restrictions or to the exclusion of and in substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. Managing Director/s may exercise all the powers entrusted to them by the Board of Directors jointly and severally in any manner as they may deem fit.

WHOLE TIME AND OTHER DIRECTORS

31. Subject to the provisions of the Act, the Board may from time to time appoint one or more of their body to the office of whole-time Directors or otherwise with any designation, for such period and on such terms and conditions including remuneration payable to him/them as the Board may deem fit.

SPECIAL DIRECTORS

32. a) The Board from time to time appoint any Manager or other office or person in the employment of the Company to be a Special Director of the Company. Any person so appointed shall describe himself as Special Director coupled with such other description like Marketing, Finance Director as may be determined by the Board but such person shall not be a Director for any of the purposes of the statute, nor shall he have any of the powers, of or be subject to any of the duties of a Director. Subject to as aforesaid, the Board may authorise the Special Director to exercise such powers and perform such duties as the Board may, from time to time, at its absolute discretion, think fit.
- b) The appointment of a person to be Special Director shall not (save as otherwise agreed to between him and the Company) affect the terms and conditions of the employment with his employers, whether as regards duties, remuneration, pension or otherwise, and his office as a Special Director shall be vacated in the event of his ceasing to be in the employment of

the Company or in the event of his being removed from office by a resolution of majority of the Directors.

- c) Special Directors shall not have any right of access to the books of the Company, except with the sanction of the Board or the Chairman thereof, and the Special Directors shall not be entitled to receive notice of or attend Board Meetings except when expressly invited to do so by the Board or the Chairman thereof. Special Directors, shall not be entitled to vote at any Board Meeting.

COMMON SEAL OF THE COMPANY

- 33. a) The Board shall provide seal for the purpose of the Company, and 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.
- b) The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the company, be signed by two Directors atleast in whose presence the seal of the Company shall have been affixed, provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity thereof.

SECRECY

- 34. No member shall be entitled to inspect the Company's books, works establishment without the permission of the Board or require discovery of any matter which is or may be in the nature of trade secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which in the opinion of the Board it will not be expedient in the interest of the members of the Company or communicate to the public.

Sl. No.	Names and Addresses, Descriptions and Occupations of the Subscribers	Signature of the Subscriber	Signature, Name, Address, Description and Occupation of the Witness
1.	<p>Represented by ASHISH RUNGTA <i>Director</i> S/o. Sri Sushil Rungta Bortex Cosmetics Private Limited 1, Jagmohan Mullick Lane, Kolkata - 700 007 <i>Company Business</i> Camp Bangalore</p>	Sd/-	<p>Sd/- G. B. BAGRODIA F.C.A. S/o. Late G. D. Bagrodia No. 1, Naina Terraces, 159, Richmond Road, Bangalore - 560 025 <i>Chartered Accountant</i></p>
2.	<p>Represented by SUBHASH ROY <i>Director</i> S/o. Sri Sudhar Roy Protra Exim Private Limited 1, Jagmohan Mullick Lane, Kolkata - 700 007 <i>Company Business</i> Camp Bangalore</p>	Sd/-	

Dated this the 28th day of August, 2003 at Bangalore.



Government of India

Form GST REG-06

[See Rule 10(1)]

Registration Certificate

Registration Number : 33AAICS9643L1ZT

1.	Legal Name	SHIVANGI FLOWERS PRIVATE LIMITED			
2.	Trade Name, if any	SHIVANGI FLOWERS PRIVATE LIMITED			
3.	Constitution of Business	Private Limited Company			
4.	Address of Principal Place of Business	180/1A7, KOSTANAPALLY VILLAGE SEVAGANAPALLI POST ECHANGUR PANCHAYAT, HOSUR TALUK, Krishnagiri, Tamil Nadu, 635103			
5.	Date of Liability	01/07/2017			
6.	Period of Validity	From	01/07/2017	To	NA
7.	Type of Registration	Regular			
8.	Particulars of Approving Authority				
Signature					
Signature Not Verified Digitally signed by PS GOODS AND SERVICES TAX NETWORK 1 Date: 2018.08.02 08:21:53 IST					
Name					
Designation					
Jurisdictional Office					
9. Date of issue of Certificate		02/08/2018			
Note: The registration certificate is required to be prominently displayed at all places of business in the State.					

This is a system generated digitally signed Registration Certificate issued based on the deemed approval of application on 01/07/2017 .



Annexure A

GSTIN	33AAICS9643L1ZT
Legal Name	SHIVANGI FLOWERS PRIVATE LIMITED
Trade Name, if any	SHIVANGI FLOWERS PRIVATE LIMITED

Details of Additional Places of Business

Total Number of Additional Places of Business in the State	0
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GSTIN	33AAICS9643L1ZT
Legal Name	SHIVANGI FLOWERS PRIVATE LIMITED
Trade Name, if any	SHIVANGI FLOWERS PRIVATE LIMITED

Details of Managing / Whole-time Directors and Key Managerial Persons

1		Name	PRASHANT KUMAR KAJARIA
		Designation/Status	DIRECTOR
		Resident of State	Karnataka
2		Name	SUSHIL KUMAR KAJARIA
		Designation/Status	DIRECTOR
		Resident of State	West Bengal
3		Name	AMIT KUMAR KAJARIA
		Designation/Status	DIRECTOR
		Resident of State	West Bengal
4		Name	RITU KAJARIA
		Designation/Status	DIRECTOR
		Resident of State	Karnataka