प्रारुप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200TN2008PTC068328 2008 - 2009

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

SAMEERA PROPERTY DEVELOPERS (INDIA) PRIVATE LIMITED

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

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

Form 1
Certificate of Incorporation

Corporate Identity Number : U45200TN2008PTC068328 2008 - 2009
I hereby certify that SAMEERA PROPERTY DEVELOPERS (INDIA) PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Chennai this Twenty Third day of June Two Thousand Eight.

(SURYANARAYANA DHARA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies
तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप
Tamil Nadu, Chennai, Andaman and Nicobar Islands

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
SAMEERA PROPERTY DEVELOPERS (INDIA) PRIVATE LIMITED
47, MECO HOUSE, 4TH FLOOR, ANNA SALAI,
CHENNAI - 600002,
Tamil Nadu, INDIA



தமிழ்நாடு தமிழ்நாடு TAMILNADU

M. SMITHA

5251

30/4/08

R. ANANDHA
STAMP VENDOR
Licence No. 7 / B - 3 / 2000
21, Akbarabad 1st Street,
Kodambakkam, Chennai 600 024.

H 119679

UNDER THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
SAMEERA PROPERTY DEVELOPERS (INDIA) PRIVATE LIMITED

I. Name of the Company is **SAMEERA PROPERTY DEVELOPERS (INDIA) 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

M. Smitha

P. Mugunthan



தமிழ்நாடு தமிலநாடு TAMILNADU

18074
5/5/08

M. Sumitha.

F 677570

A. VIJAYALAKSHMI
STAMP VENDOR
L.No. 29 / B3 / 2000
1, 2nd Street, Dayalu Nagar,
Kodambakkam, Chennai - 600 024
Cell 9444324342

"Table A" means "A" of the first Schedule to the Act.

b. Unless the context otherwise requires, the words of expression contained in these presents shall bear the same meaning as in the Act.

c. The marginal notes in these presents shall not affect the construction thereof.

TABLE APPLICABLE WITH MODIFICATION

2. Except as otherwise provided in these articles the provisions contained in Table "A" so far as applicable to private companies, shall be the regulation of the company.

M. Samitha

R. Murugappan

3. To act as building consultants, to arrange planning, Architectural designs to engage in the purchase and sale and also assist in the purchase and sales of all types of properties, to engage construction and civil engineers;

4. To engage in marketing of building materials and other design, tiles, marbles, mosaic, granites to engage as a interior decorators.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ARRAINMENT OF THE ABOVE MAIN OBJECTS.

1. To promote and form and to be interested in and take hold and dispose of shares in other companies and to transfer to any such company, and to take or otherwise acquire hold and dispose of shares, debentures and other securities and other securities in or of any such company and to subsides or otherwise assist any such company.

2. To sell, lease, mortgage or otherwise dispose of or transfer the business, property assets, or undertakings of the company or any part there or for such consideration as the company may think fit and in particular for shares, stocks debentures or otherwise securities of any other company whether or not having objects altogether or in part similar to those of the company.

3. To pay for any right or property acquired by the company, and to remunerate any person or company whether by case payment or by allotment of shares debentures or otherwise securities of any other company credited as paid up in full or part or otherwise.

4. To pay out of the funds of the company all costs, charges and expenses which the company ay lawfully pay with respect to the promotion, formation and registration of the company or which the company shall consider to the preliminary including therein cost of advertising, printing and stationery and in respect of charges created by way of debentures or on other securities of the company and upon the formation of agencies, branches and local boards.

5. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or in any authority, supreme, municipal, local or otherwise or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.

6. To draw, make, accept, endorse, discount, execute and issue negotiable bill of exchange, hundies, promissory notes, bills of ladings, warrants, debentures and other negotiable transferable instruments.

7. To accept expenditures and commissions and to employ and remunerate experts or other agents in connection therewith a view to secure any of the objects of the company.

8. Subject to the provisions of Companies Act, 1956, to invest, deal with the money's of the company in any manner.

9. To procure the recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's Business and apply, or join in any parliament, government local, municipal or other authority or body for the Acts of Parliament, law, decree concessions, orders, rights, or privileges that may seem conductive to the Company's objects or any of them and to oppose any proceedings or applications which may be calculated to prejudice the Co npany's interests.

10. To establish and subsidies or subscribe to any trusts, foundations and settlements, institutions, associations, clubs or fund for the purposes and / or calculated to fulfill purpose aforesaid and / or calculated to be for the benefit or advance the interests and well being of the Company or of any such other Company as aforesaid and to make payments for or towards the insurance of any such person or persons or class or persons as aforesaid and to subscribe and guarantee money for charitable and benevolent objects or for any exhibition or for any public general or useful objects and to do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.

11. To subscribe or contribute or donate or gift or grant aid or otherwise assist or to guarantee money to individuals, firms, associations, funds, trusts, institutions, societies, companies and other bodies and persons whatsoever whether connected with the business and affairs of the Company or not or other for any charitable, benevolent religious, scientific, national, public or useful objects or purposes or for any exhibition.

12. As permissible under the Companies Act, 1956 to distribute in specie or otherwise as may be resolved any property or assets of the Company including the shares, debentures or other securities of any other company formed to takeover the whole or any part of the assets or liabilities of the Company in the event of winding up of the Company or merger, acquisition or amalgamation of the Company with / by other Company or companies.

13. To train and pay for that training in India or abroad of any of the Company's objects.

14. To create any depreciation fund, reserve fund, insurance fund, or any special or other fund whether for depreciation or for repairing, improving, extending, or maintaining any or the properties or the / company or for redemptions of debentures or redeemable preference shares or any other purposes whatsoever conductive to the interest or the Company.

15. In the event of winding up, to distribute any of the properties or the Company amongst members in specie or kind as allowed by law.

16. To the extent conductive to or incidental to the attainment of the above objects, to make and perform contracts, leases and other commitments of every kind.

17. To apply for and to obtain assistance from Government and any other financial institution or Government of India undertakings, or State Government under taking Companies, Firm or individuals.

18. To acquire and undertake the whole or any part of the industry or business good will and assets of any person, firm or company carrying on or; proposing to carry on any of the business which the company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter in to partnership or into any arrangement for sharing profits or for co-operation for mutual assistance with any such person firm or company and to pay or accept by way of consideration for any of the act or things aforesaid, or property acquired, either in cash or by the allotment of any shares debentures, debenture stock or securities so received that may agreed upon and shares debentures, stock or securities.

19. Subject to the provisions 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, claim and demands in respect of anything done or ordered to be done by them for and in the interests of the company and for any loss damage or misfortune whatever and which shall happen in the execution of the duties of the office or in relation thereto.

20. To agree to refer to arbitration, and to refer to arbitration disputes, present or future between the company and any other company firm or individual and to submit the same for the arbitration and to any arbitration in India or abroad and either in accordance with Indian or any other foreign systems of law.

21. To act as agents or brokers and as for any persons or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contracts or otherwise, and either alone or jointly with others and either by or through agents sub-contractors, trustees or otherwise subject to the law of land.

22. To take part in the formation, management, supervision, or control of the business of operations of any company or undertaking and for that purpose to render technical and managerial services and act as administrators, managers, receivers or in any other capacity and to appoint and remunerate any directors, administrators, managers or accountants experts or agents.

23. To pay for any rights or property acquired by the company and to remunerate any person in or about the formation or promotion of the company or the acquisition of property by the company or the conduct of its business whether by cash payment or by the allotment of shares, debentures or other securities or the company, credited as paid up in full or in part or otherwise.

24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds, for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service or the company or who are or were at any time directors or officer of the company and wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company and make payments to or towards the insurance of any such persons as aforesaid and to any or the matters aforesaid either alone or in conjunctions with any other company and make payments to or towards the insurance or any such persons as aforesaid.

25. To procure the company to be recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country and business or profession of the company.

26. To establish or promote or concur is establishing or promoting any Companies or company for the purpose of acquiring all or any of the property, rights and liabilities of 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.

27. To lease, mortgage, exchange, transfer, grant license and other rights, over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the under taking, investments property, assets, rights and effects or the company, or any part thereof consideration as may be though fit and in particular any shares, stocks, debentures or other securities of any other Company whether or not having object altogether or in part similar to those or the Company.

28. To become member of any other bodies or persons, associations, institutions, clubs, societies and bodies corporate including Companies limited by guarantee.

29. To accept gifts, bequests, devices or donations or any movable or immovable property or any rights or interest therein from members or others.

30. To lend money with or without security and to make advances or to act as agents for any or the aforesaid purposes, so however that the Company shall not carry on the business or banking as defined under the Banking Regulation Act, 1949.

31. To employ agents or experts to investigate and examine the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights.

32. To open bank accounts of any type including overdrafts account and to operate the same in ordinary course of business.

33. To undertake or promote research in products which the Company manufacturers or intends to manufacture or acts as dealers thereof.

34. To take part in the formation, supervision or control of the business or operations or any Company or undertaking and for that purpose to act as administrators, secretaries, receivers, or in any capacity as far as permitted by law and to appoint and remunerate any director, administrator, manager, or accountant or other expert or agent. However, the company shall not act as Manager or Managing Agents or any other company.

35. To carry out and execute such works and perform such services as might be conducive to the business which this Company is entitled to carry on and to acquire from Government agencies or otherwise / and acquire such assistance or technical know-how as might be found necessary.

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

1. To carry on all types of agency business and to act as Agents, General Agents, Land Owners, State Owners, Mill Owners Mine Owners, Export and Import Agents. Forwarding and commission Agents, Manufacturer's Representatives, Selling or buying Agents, Insurance Agents, Publicity and advertising Agents, and also to provide specialized services in Investor Relations, relating to the above objects.

2. To underwrite, acquire take up and hold shares, stocks, debentures, debenture stock, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any for foreign country and guaranteed by any Government. Sovereign ruler, Commissioner of public body or authority, supreme, municipal, local and otherwise whether in India or any foreign country in connection with the business which the Company is authorized to carry on and to subscribe for the same; either conditionally or otherwise, and to guarantee the subscription, thereof and to exercise and enforce all rights and power conferred by or incidental to the ownership thereof.

3. To act as issue house, managers to the issue, registrars to the issue, brokers to the issue, sub-brokers to the issue, nominees, consultants, underwriters, liaison agency fixed deposit and subscription canvassers.

4. To carry on the business in software Development, Exports, Manufacturers, Dealers and Servicing of Software, encourage the study of software development establish software training institutions and centers and to encourage the software programmers and projects.

5. To act as Human Resources Consultant.

6. To conduct research in Software, develop new programming techniques, design new programme packages, to give the, on lease or otherwise To any persons, firms, companies, governments, corporations or local bodies.

7. To process, prepare, preserve, can, refine, bottle buy, sell and deal whether as wholesales or retailers or as exports or importers or as principals or agents, in foods, meats, eggs, poultry, vegetables, canned and tinned and processed foods, protein, health and instant foods of ali kinds including baby and dietetic foods, cereals, beverages, cordials, tonics, restoratives and aerated mineral waters and foodstuffs and consumable provisions of every description of human or animal consumption.

8. To carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners and preservers and dealers of food grains and other agricultural dairy, horticulture and poultry products fruits, vegetables, herbs, medicines, flowers, drinks, fluids, gas and fresh plants.

9. To erect and build premises freezing -- houses, warehouses, sheds and other buildings necessary or expedient for the purposes of the company.

10. To carry on the business as dealers, of dairy, farm, and garden produce of all kinds, and in particular mild, cream, butter, cheese, poultry and eggs, fruit, cereal and vegetables.

11. To carry on the business of dealers in real estates.

12. To carry on all or any of the business of technical consultants, advisers, accessors, designers, draftsman, operators in all fields of industry and commerce.

13. To carry on the business of importers and exporters of goods of all kinds.

14. To carry on the business of agents, distributors, importers and exporters, traders and warehouseman to transact every kind or agency business and in particular to carry on the business or agents for the sale and distribution of consumer goods, food grains, food products, machinery, hardware, software, chemicals, dyes, pharmaceutical, fertilizers, textiles, electronic machinery and its components and goods of all kinds.

15. To aid, counsel, assist, finance and protect and promote the interest of Agro Industries and its connected activities etc. To provide them with capital, credit, means resources and technical managerial assistance for the prosecution of their work and business to enable them to develop and improve their methods of manufacture, management and marketing and their technique of production.

16. To carry on the business of construction or residential flats, colonies, office buildings and commercial and multi-storied complexes. And to acquire by purchase, lease, exchange, or otherwise, land, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over or connected with land to turn the same to account as may seem expedient, and in particular by preparing building sites, and by constructing, reconstruction, altering, improving, repairing, decorating, furnishing and maintaining, offices, flats, houses, factories, warehouses, shops, wharves, buildings works and properties and by leasing and disposing of the same.

17. To carry on the business of hotel, restaurant motel, resorts, farm houses café, tavern, bee-houses, refreshment-rooms, lodging, house-keepers, general laundry, traveling agents, tour conductors, licensed victualers, wine, beer and spirit merchants, importers and manufacturers of aerated and artificial waters and other drinks, purveyors, caterers for garage proprietors, Amusement part livery stable keepers, job masters, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock, hair dressers, perfumers,. Chemists and places of amusement, entrepreneurs and general agents.

18. To carry on business of carriage, taxi, motor car, motor lorry proprietors, ice merchants, importers and brokers of food, livestock and foreign products of all description hairdressers, perfumers, proprietors of clubs, bathes, dressing rooms, libraries, grounds and places of amusements, recreation, sports, entertainment and instruction of all kinds, tobacco, cigar, cigarette, cigarette merchants, traveling agents for railways and shipping companies and carriers.

19. To carry on the business of running departmental stores for buying and selling all commodities and consumer products.

20. To carry on the business of and / or dealing in restoratives or foods especially considered suitable of invalids and convalescents, patients, and children and food products of all kinds.

VI. The liability of the member is limited.

VII. The share Capital of the Company is Rs.5,00,000/- (Rupees Five Lakh only) divided into 5,000/- (Five Thousand only) Equity shares of Rs.100/- each (Rupees One Hundred Only). The Company shall have the right to increase the authorized capital subject to the provisions of the Companies Act, 1956 (Act 1 of 1956).

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

Sl.No.	Signatures, Names Address, Description and Occupation of Subscribers	No. Of Equity Shares taken by each Subscriber	Signature, Names, Address, Description and Occupation of Witness
1	(J. MURUGESAN) J. Jayaraman No.44, Ramanuja Iyer St. Ponnaram Illam Chennai-21	250 Two hundred and fifty only	
2	M. Sumitha M. SUMITHA W/o J. Murugesan No.44, Ramanujam Iyer St. Parrys Chennai-56	250 Two hundred and Fifty only	
3.	P. MUGANTHAN P. MUGUNTHAN BUSINESS S/o Pandiachariar No. 27, Brahma Nagar Main Road, Kolathur (Post) Perambur (Via) Chennai-99	250 TWO HUNDRED AND FIFTY ONLY	
4	(G. THIRUNAVUKKARASU) S/o. K.N. GOPAL MUDHALIAR, No: 28/30, SUNDARAM ST, ARCOT, 632 503 VELLORE DIST.	250 Two hundred and fifty only	
	TOTAL NUMBER OF SHARES: ONE THOUSAND ONLY	1000 SHARES ONLY	

Place : Chennai
Date : 21/05/08

भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

தமிழ்நாடு तमिलनाडु TAMILNADU

18073

5/5/08

M. Sumitha.

F 677569

J. VIJAYALAKSHMI
STAMP VENDOR
L.No. 29 / B3 / 2000
1, 2nd Street, Dayalu Nagar,
Kodambakkam, Chennai - 600 024
Cell 9444324342

UNDER THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
SAMEERA PROPERTY DEVELOPERS (INDIA) PRIVATE LIMITED

INTERPRETATION

I. a. In these presents unless there by something in the subject matter or context in consistent therewith:

"The Act" means the Companies Act, 1956 (1 of 1956)

"The Board" means the Board of Directors for the time being of the Company.

"The Company" means **SAMEERA PROPERTY DEVELOPERS (INDIA) PRIVATE LIMITED**

1.

M. Sumitha

P. Rugunaos



தமிழ்நாடு தமிலநாடு TAMILNADU

M. SMITHA

5252

30/4/08

R. JAWAHAR
STAMP VENDOR
Licence No. 7 / B - 3 / 2000
21, Akbarabad 1st Street,
Kodambakkam, Chennai 600 024

H 119680

A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To act as real estate agents, building promoters, engage in construction contracts, to exploit commercial and residential complexes;

2. To enter into join venture agreement for the promotion and development of housing sites, housing complexes, commercial complexes, to give on rent / lease the properties of the company, to engage demolition, construction, repairs and renewals of both commercial and housing complexes, to acquire land, promote housing sites.

3. To act as building consultants, to arrange planning, Architectural designs to engage in the purchase and sale and also assist in the purchase and sales of all types of properties, to engage construction and civil engineers;

1. P. Murugesan

M. Sumitha



தமிழ்நாடு तमिलनाडु TAMILNADU

18075
5/5/08

M. Sumitha

F 677571

J. VIJAYALAKSHMI
STAMP VENDOR
L.No. 29 / B3 / 2000
1, 2nd Street, Dayalu Nagar,
Kodambakkam, Chennai - 600 024
Cell 9444324342

PRIVATE COMPANY

3. The Company is a Private Limited Company within the meaning of Section 3 (1) (iii) of the Companies Act. 1956 (1 of 1956) and accordingly: The minimum paid up capital of the company shall be Rs.1 lakh or such High amount as may be prescribed by the Articles.

a. The number or persons of persons of the Company (exclusive of persons who are in the employment of the company and of persons, who, having been formerly in the employment of the company were to be members while in that employment and have continued to be members afte- the employment ceased) shall be limited to fifty, provided that where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this clause be treated as a single member.

R. Murugan

H. Sumitha

b. Any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited.

c. The right to transfer of shares shall be restricted on the manner hereinafter provided.

d. Prohibits any invitation or acceptance of deposits from persons other than members, Directors other relatives.

SHARES

4. The shares shall be under the control of the Board which may allot or otherwise dispose of the same subject to the provisions of the Act and the regulations contained herein to such persons and upon such terms and conditions as the Board may decide.

SHARE CAPITAL

5. The share capital of the company is Rs.5,00,000/- (Rupees Five Lakh only) divided into 5,000 (Five thousand only) equity shares of Rs.100/- each (Rupees One Hundred Only).

ISSUE OF NEW CERTIFICATION IN PLACE OF ONE LOST DESTROYED, DEFACED, MULTILATED OR TORN

6. A Certificate may be renewed or a duplicate of the certificate may be issued if such certificate:

a. Is proved to have been lost or destroyed;
b. Having been defaced or mutilated nor torn, is Surrendered to the company

The manner of issue of renewal of a certificate or issue of a duplicate thereon, the form of a certificate (original or renewed) or of a duplicate thereof, the particulars to be entered in the register of members or in the register of renewed or duplicate certificates, the form of such registers the terms and conditions as to evidence and indemnity and the payment of out-of-pocked incurred by the company in investigating evidence on which a certificate may be renewed or a duplicate thereof may be issued, shall be such as are or may be prescribed by rules made by the Central Government. For every certificate issued under this Article a fee of Rupee one shall be paid to the company but no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit, worn out or where the pages on the reverse for recording transfers have been fully utilized.

LIEN

7. 1. Regulations 9 of Table a shall not apply.

2. The company shall have a first and paramount lines;

c. on every share, whether fully paid or not, for all moneys, whether presently payable or not, called for payable at fixed time in respect of that share, and

d. on all shares whether fully paid or not standing registered in name of a single person for all moneys presently payable by him or his estate to the company. Provided that the Board may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

3. The company's lien, if any, on a shares shall extend to all dividends payable thereon.

RESTRICTION ON TRANSFER OF SHARES

8. No shares shall be transferred by members to any person whether a member or not without the prior approval of the Board may in its absolute and uncontrolled discretion refuse to approve and to register any proposed transfer of shares and shall not be bound to give any reasons for such refusal.

ANNUAL GENERAL MEETINGS

9. a. The Company shall in each year hold in addition to any other meeting a general meeting as its Annual General Meeting and such meeting shall be held within six months of the date up to which the balance sheet and the profit and loss account to be laid before the meeting are made up in accordance with sections 166 and 210 of the Act.

d. Not more than fifteen months shall elapse between the date of one annual general meeting and that of the next.

e. Provide that if any extension of time is granted by the Registrar for holding any annual general meeting it may held within the extended time.

VOTING RIGHTS

10. Subject to the provisions of the Act and Regulations 69 of Table "A" every member present in person shall have one vote on show of hands and on a poll every member present in person or by proxy shall have one vote for every share held by him.

11. Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person who is member of the company as his proxy to attend and vote instead of himself.

12. Any general meeting of Company including the Annual General Meeting may be called giving shorter notice than that specified above if consent is accorded thereto members holding not less that 75% of the paid-up-Equity Capital of the Company.

DIRECTORS

13. a. The number of Directors shall be not less than two and unless otherwise determined by the Company in general meeting, not more than Seven.

b. The first Directors of the Company are

1.J.MURUGESAN	2.M.SUMITHA
3.P.MUGUNTHAN	4.G.THIRUMALAI

c. Each of the directors in 13(b) shall hold office till the first Annual General Meeting of the Company.

14. Any other Directors may be appointed by the Board shall hold office for such period and upon such terms and conditions as may be stated in such a resolution.

15. Regulation 66 of Table A shall not apply. No Director shall be required to hold any qualification shares.

ALTERNATE DIRECTOR

17. Subject to the provisions of Section 313 of the Companies Act, the Board may appoint any alternate director for a director (hereinafter called "the original director"), during his absence for a period of not less than three months from the state in which the meetings of the Board are ordinarily held, An alternate director shall not hold office as such for a period longer than that permissible to the original directors in whose place he has been appointed and shall vacate office in and when the original director returns to the State. If the term of office of the original director is determined before he so returns to the State, any provision for the automatic reappointment of retiring directors in default of another appointment shall apply to the original director and not to the alternate director.

18. The Board may decide payment of sitting fee of such sum not exceeding Rs.500/- (Rupees five hundred only) for every meeting of the Board of Committee thereof attended to by him).

REMUNERATION OF DIRECTORS

19. a. Subject to the provisions of the Act, the Board may give the Directors or any of them such remuneration by way of monthly payment or at a specified percentage of the net profits or turnover of the Company or partly by one way and partly by the other as it may deem fit for attending to the business and affairs of the company.

b. Subject to the provisions of the Act of Board may also give to the directors or any of them the benefits of provident fund, superannuation fund, pension scheme, bonus, gratuity fund and other benefits as it may deem fit.

c. In addition to the above remuneration the Board may subject to the provisions of the Act, give to any Director a special remuneration for any particular work specifically entrusted him.

d. The remuneration provided as aforesaid in this Article shall be in addition to the sitting fees payable to directors under the preceding Article.

MANAGING DIRECTOR / EXECUTIVE DIRECTOR

20. The Board may from time to time appoint one or more of its body to function as the Managing Director or Managing director or Executive Director or the Company for such period and on such remuneration whether by way of salary of commission at a percentage or the net profit or turnover or partly in another as it may think fit subject to the provisions or the Act.

21. Subject to Section 292 of the Act, the Board may from time to time by a resolution vest in the Managing Director or Managing Directors or Executive Directors all or any of the powers vested in the Board generally as it thinks, fit.

POWERS TO BORROW

22. The directors may from time to time a their discretion raise or borrow from any person or persons and receive the payment of sums of money borrowed for the purposes of the Company and may themselves lend to the company on any security or otherwise any sums of money or arrange to obtain banking credits or banking facilities and may generally exercise all the powers of borrowing and raising of money vented in the Company by the Memorandum Association.

NOMINATION OF DIRECTORS

23. The company may under any agreement with any corporation of institutions, for obtaining financial aid or subscriptions for its shares, or under any agreement with any foreign collaborators, give such corporation or institutions foreign company and to remove any such Director and appoint another in his place. Such Directors need not be liable to retire by rotation or be taken into account in determining the number of directors to retire by rotation.

POWER TO ENTER INTO PARTNERSHIP

24. The Board may resolve to carry on any business authorized by the Memorandum of Association in partnership with any person or persons and for such purpose to enter into any partnership with any persons. The board may also resolve to authorize the Managing Directors, if any, or any other Director or Directors to act for the company in relation to the business and affairs of the partnership.

COMMON SEAL

25. Regulation 84 of Table "A" shall not apply. The Board shall provide a seal for Company and it shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the seal shall be kept at the Registered Office and be in the custody of any Managing Director and if there is not Managing Director, in the custody of any other Director nominated by the Board. Every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by duly constituted attorney, for the Company, be signed by the Managing Director or by any one of the Managing Directors (if there is more than one Managing Director) and if there is no Managing Director then by any two Directors in whose presence the seal shall have been affixed provided that in regard to the affixing to the seal on the share certificate, the provisions of law for the time being in force in respect thereof shall be complied with.

AUDIT

26. The first auditor or auditors of the Company shall be appointed by the Board within one month of the date or registration of the company shall be appointed and the auditors so appointed shall hold office subject to the provisions of Section 224 until the conclusion of the first annual general meeting. The company shall at each annual general meeting appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting.

WINDING UP

27. If the company shall be would up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up as at the commencement of winding up on the shares held by them respectively. And if in winding up of the assets available for distribution among the member shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up on the shares held by the respectively. But this Article is to be without prejudice to the right of the holders of shares issued upon special terms and conditions.

28. If the company shall be would up whether voluntary or otherwise, liquidators may with the sanction of a special Resolution, divide amongst the members in specie or kind part of the assets of the company as the liquidators with the like sanction shall think fit.

Sl.No.	Signatures, Names Address, Description and Occupation of Subscribers	Signature, Names, Address, Description and Occupation of Witness
1.	(G. MURUGABOOPATHY) S/o D. Jayaraman No,44, Ramanujalu St Poonamallee, Chennai-56	
2.	H. Samitha H. SUMITHA W/o J. Muragasan No-44 Ramanujam Kadamsi Poonamallee Chennai - 56	
3.	Ramgopalan RAMGOPALAN BUSINESS S/o Ramakrishnan No. 27 GT Ramaramanujam (Off UV Kovil Road) Poonamallee (Via)	
4.	(G. THIRUNAVUKARASU) S/o. K.N. GOPAL MUDALIAR, NO:28/34, SUNDARAM St, ARCOT - 632503 VELLORE DIST.	

Chennai
Date : 21/05/08