(THE COMPANIES ACT, 1956)

A Company limited by Shares

Memorandum

And

Articles of Association

Of

ORBIT LEISURE & LOUNGE PRIVATE LIMITED

प्रारुप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U55101WB2010PTC153843 2010 - 2011

मैं एतद्द्वारा सत्यापित करता हूं कि मैसर्स

Orbit Leisure & Lounge 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 छह अक्तूबर दो हजार दस को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U55101WB2010PTC153843 2010 - 2011

I hereby certify that Orbit Leisure & Lounge 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 Kolkata this Sixth day of October Two Thousand Ten .

कम्पनी रजिस्ट्रार
Registrar of Companies

(MUKTAR SINGH)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल

West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office

Orbit Leisure & Lounge Private Limited

1, Garstin Place, Kolkata - 700001,

West Bengal, INDIA

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ORBIT LEISURE & LOUNGE PRIVATE LIMITED

I. The name of the Company is Orbit Leisure & Lounge Private Limited

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

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 establish and carry on in India or elsewhere the business to acquire, undertake, promote, run, manage, own, lease, convert, build, commercialize, handle, operate, renovate, construct, maintain, improve, exchange, furnish, recondition, hire, let on hire, develop, consolidate, subdivide and organize, hotels, restaurants, cafes, taverns, rest houses, tea and coffee houses, bear houses, bars, flight carriers, lodging house keepers, refreshment rooms, night clubs, cabarets, swimming pools, Turkish baths, lodges, apartments, housekeepers, cottages, grocers, poulteres, green grocers, licensed victualler, discotheques, banquet halls, dressing rooms, laundries, hair dresser, shops, stores, libraries, writing and news paper rooms, places of amusement, recreations, art galleries, sports, entertainment, health clubs, spa, beauty saloon, parlors, message centre, traveling agencies, motor cabs, theatrical and opera box offices, cinemas, and to prepare, produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, beverages, wines, waters, purveyors, cigarettes, tobaccos, soft drinks, ice creams, juices, cosmetics, cloths, provisions, spices and other allied goods, materials, substances, consumables and preparations connected thereto and to do all incidental acts and things necessary for the attainment of the foregoing objects and to carry on in India or elsewhere the business to promote, establish, construct, equip, maintain, manage, organize and run recreation club, sports club, social club with the facilities of gaming room, snooker room, entertainment room, refreshment room, gymnasium, health club, tennis court, badminton court, library, bar, discotheque, swimming pool, squash court, television room, auditorium, mini theatre, play ground and for the purpose to make permanent or temporary members, corporate or individuals, on one time fees basis or on recurring fees basis and for the purpose to buy, provide, make, prepare, produce, and sell meals, foods, both vegetarian & non-vegetarian, drinks, tobacco, cigars, cigarettes, soft drinks, beverages, ice – creams, juices and other allied items and to do all incidental acts & things necessary for the attainment of the foregoing objects.

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

Construct and superintend buildings, offices, structures

1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace, and to manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, roadways, trolleyways, reservoirs, water-courses, electric works, renovate and decorate and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing any of these things.

Import and purchase of machinery.

2. To import and purchase any machinery, implement, apparatus equipments, material, articles and stores and to do all things for attaining the main objects of the Company.

Purchase, lease exchange of property etc.

3. To purchase or tenancy or in exchange hire, take options over or otherwise acquire for a y estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate e, deal with, and turn to account concessions, grants, decrees, licences, privileges, claims, options, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire craft, cars, vans or vehicles of any description and to employ the same in the business of the Company.

Technical information and know-how.

4. To acquire from any person, firm or body corporate or unincorporate, whether in India or el elsewhere, technical information, know-how, processes, engineering and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main object of the Company and to acquire any grant or licence and other rights and b benefits in connection therewith.

Carrying on of other business

5. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated d directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering, valuable or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors consulting or otherwise and either alone or in conjunction with other and either through agents, sub-contractors, trustees or otherwise . .

Disposal of undertaking and property of Company.

6. To sell, exchange, mortgage, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.

Payment for property and services

7. To pay for any rights or property services acquired by the Company and to remunerate any person, firm or body corporate for rendering services to the Company ether by cash payment or by allotment to him or them of shares or securities of the Company as paid-up in full or in part or otherwise.

Advances, deposits and loans

8. To lend and advance money, out of own surplus fund of the Company not immediately required either with or without security and give credit to such persons (including government) and upon such terms and conditions as the Company ay think fit but not amounting to Banking business as defined under the Banking Regulation Act, 1949.

Commercial obligation

9. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.

Guarantee and Surety

10. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of and interest on, any debentures, debenture stock or securities of any company, corporation, firm or person in any case in which guarantee may be considered likely directly or indirectly to further the main objects of the Company and in the above context to act as sureties

11. To invest any moneys of the Company out of own surplus fund of the Company not immediately required in such Investments as may be thought proper.

12. Subject to the provisions of law in force & the rules framed thereunder & directives issued by R. B. I. for the time being, to receive money on loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debenture - stock debenture-stock perpetual or otherwise and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or Company as the case ay be but not amounting to banking business as defined under the Banking Regulation Act, 1949.

Negotiable instrument

13. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instrument or securities.

14. To apply for purchase or othetwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences or privileges in respect of or otherwise turn to account the property, rights and information acquired.

Improvement of patents and other rights

15. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the company or which the company may acquire or propose to acquire.

Research laboraroties colleges and provision of lectures

16. To establish, provide, maintain research centres and laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

Acquire and undertake business

17. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property, suitable for the purpose of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or outside.

Registration of Company outside India

18. To procure affiliation to or registration or recognition of the company in or under the laws of any place in or outside India and to open branches of the company at any place whether in India or outside India.

Promotion

19. To form, incorporate or promote any company or companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.

20. Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, amalgamate with Company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, Company or Companies, carrying on or engaged, in or about to carry on or

engage, in or being authorised to carry on or engage, in any business or transaction which the company is authorised to carry on or engage in or which can be carried on or in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

Governments and other concessions and to promote and oppose legislation

21. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modifications in the constitution of the company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly' or indirectly to prejudice the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the company to obtain from and such Government authority or any company by lawful means any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

Publicity

22. To adopt such means of making known the products/services of the company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art or interest, by publication of books, pictures and periodicals and by granting prizes, awards and donations, or in such other manner as the company may deem desirable.

Trusts

23. To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously, or otherwise and vest any real or personal property rights or interests acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and without any declared trust in favor of the company.

Establishment of association connected with company or for benefit of employees of company

24. To apply the assets of the company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes. combinations, fire, accidents otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular or friendly, co-operative and other societies, reading rooms, libraries education and charitable institutions dining and recreation rooms, churches. chapels, temples schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any fund raised by public or local Subscription for any purposes whatsoever.

Aid to Labour and other industrial associations

25. To aid, any association, body or movement having for an object of the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.

26. Subject to the provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the compliance of Central and State laws.

Provident fund institution

27. To establish and maintain, procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who is or was at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied I to or associated with the company or with any such subsidiary company, or who are or were at any time Directors or officers of the company

or for any such other company as aforesaid, and the wives, husbands, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any Institutions, associations, clubs or funds considered to be for the benefit of or to advance the interest and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid subject to the compliance of Central and State laws.

Distribution in specie

28. Subject to the provisions of any law for the time being in force to distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company in the event of winding-up.

Programmes for rural development, social and economic welfare

29. To undertake, carryout, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the Directors consider as likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural area under the Income Tax Act, 1961, or any10ther law relating to rural development for the time being in force or as may be 'regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes tr1ansfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or Local body or Authority or Central or State Government or any Public Institution or Trust or Fund as the Directors may approve.

Promotion and growth of national economy etc.

30. To undertake, carryout, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what Directors consider to be social and moral responsibilities of the company to the public or any section of the public and also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarship or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or Local Body or authority or Central or State Government or any Public Institution or Trust or Fund as the Directors may approve.

To do all things incidental

31. To buy, sell, purchase, repair, alter, improve, exchange, let out, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry on or which may seem capable of being profitable to deal with in connection therewith and to experiment with, render marketable and deal in all products or residual and by products incidental or to be obtained in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

C. OTHER OBJECTS:

1. To purchase, take on lease, tenancy or license or in exchange, hire, take over option or otherwise acquire my estate or Interest in any property whether movable or immovable and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular land (free hold, leasehold or other tenure), wildings, easements, machinery plant, implements, provisions, hardware and stock in and on any such lands to build, construct, maintain, enlarge, pull-down, remove, or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, foundries, refineries, furnaces, sheds, godowns, shops, roads, ways, bridges or other structures for the purposes of the Company and also for the residence and amenity of its employees, staff and other workmen and to erect and instal machinery and plants and other equipments deemed necessary or convenient or profitable for the purposes of the Company.
2. To carry on in India or elsewhere business as producers, merchants, agents, Sub-agents, brokers, distributors, canvassers, indentors, consignors, carriers, consignees, transport agents, dealers, traders, depot managers, in an kind of merchandise, commodities, articles, things and goods.
3. To carry on in India or elsewhere in the world the business of housing in ad its branches and to promote, provide, lend, assist, subsidise and arrange for construction, renovation, reconstruction, repairing, remodelling, furnishing and establishing of all descriptions, utilities, modalities, capacities, dimensions, specifications and uses of houses, house buildings, row houses, bunglows, tow cost houses, flats, apartments, multistoried buildings, chawls, residential complexes, towns, shops, colonies, commercial complexes and other similar structures to individuals, Hindu undivided families, group off persons, Government authorities, companies, firms, cooperative societies etc. on suitable terms and conditions, with or without securities and for the purpose to acquire and purchase lands and buildings and other immovable and movable properties and to develop, construct or build, all types of structures, buildings and houses and to act as buyers, sellers, traders, stockists, distributors, commission agents, brokers, contractors, estate owners or otherwise to deal in all such immovable and movable properties goods. articles or things which are necessary for the purpose of accomplishment of objects under these presents.
4. To carry on the business in India and elsewhere as assemblers, designers, builders, sellers, buyers, factors, agents, hirers and dealers of electronic goods, digital and analogue data processing devices and systems, electronic computers, mini and micro-processor based devices and systems, office automation systems, electro data processing equipment, central processing units, memory, peripherals of all kinds. data communication equipment and control systems, satellite communication equipments and system, telephone exchange, remote control systems, software of all kinds including machine oriented and/or problem oriented, software data entry devices, data collecting systems, accounting and invoicing machinecs, intelligent terminal controllers, media solid state devices, integrated circuits, transistors, liquid crystals, liquid display systems, diodes, resistors, capacitors, transformers and all related and auxiliary item and accessories including all components of electronics, hardware and appliances of any type and description.
5. To carry on the business of producers, processors, buyers, sellers, and dealers in electric cables, jelly filled cables, telecommunication cables and all other kinds of cables, wires, conductors, capacitors, electrical goods and appliances, electrical machinery, electronic goods, equipments, accessories and appliances, computers and other data processing machines and equipments, transmitters, transformers, switch-gears, control gears, electric motors, equipments, generators, switch wards, circuits, drycell batteries, accumulators, lamps, papers, cellular, phones, facsimiles, gramophones, wireless equipments, radios, televisions, teleprinters, transistors, lenses, laying distributing and running telecommunication network, mobile and cellulor phone services, E-mail services and other relatable goods, materials and services.
6. To carry on business as fabricators, assemblers, developers, processors, consultants, programmers, and dealers of and in, all kinds and descriptions of electronics, electro mechanical and electrical goods, products, apparatus, materials. ' computer softwares, components, parts and things (whether for industrial, business or household use or otherwise) including without limiting the generality thereof, computers. accounting and business machines, communication, telecommunication and telecommunication devices, artificial intelligence based systems, robots, process or environmental control and adaptor devices, automation devices, transistors, receivers, transformers, conductors, magnetic materials, microware

components, video games, tapes, discs, fittings, switches and all hardware, software and peripherals thereto and thereof required for or capable of being for or in connection with the manufacture, maintenance, working or servicing of the same and also to establish and maintain for the company and for others, data banks, dissemination network and services.

7. To acquire, purchase, sell, transfer, subscribe, invest, hold dispose of and/or deal in share, stocks, debentures, debentures stocks, unique bonds, mutual fund shares, unit securities, commercial papers or other financial instruments and/or obligations issued by any company or companies, constituted or carry on business in India or elsewhere or issued or guaranteed by any government state sovereign dominions municipalities, public authorities or bodies, financial institutions, banks, insurance companies, corporation, public sector undertaking and/or trust whether in India or elsewhere.

8. To carry on the business of producers, processors, traders, consignors, consignees, principals, owners, agents, factors, buyers, sellers of and dealers in all kinds of textiles, fabrics, hosiery goods, yam, nylon, polyester, acrylic, rayon, silk, linen, cotton, wool, staple, viscose, synthetics and any other fibre or fibrous materials, whether synthetic, artificial or natural textile substances, allied products, by-products and substitutes for all or any of them and to treat and utilise any waste arising from any such manufacture, product or process whether carried on by the Company or otherwise.

IV. The Liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lacs) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, rights, privileges or conditions as may be determined by board in accordance with act for the time being in force and regulations of the company to modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the regulation of the Company.

We, the several person whose name, address and descriptions are subscribed below are desirous of being formed into a company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names :-

Signatures, Names, address, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signatures, Names, address, Description, Occupation and Membership No. of Witness
Basant Kumar Parakh Mani Towers – 100D 31/41, Binova Bhave Road Kolkata - 700038 S/o Sri Ratan Lal Parakh Business	4000 (Four Thousand Only)	Witness to all three signatories Sandip Kumar Kejriwal , FCS # 322, 1, R.N. Mukherjee Road Kolkata – 700001 CP : 3821 FCS Membership No. : 5152
Arvind Kumar Neotia Tirupati Enclave 90 N, Block – E, New Alipore Kolkata – 700053 S/o Late R. G. Neotia Business	3000 (Three Thousand Only)	
Vijay Narayan Rathi 1 Garstin Place Kolkata – 700001 S/o Sri S.N. Rathi Business	3000 (Three Thousand Only)	
Total	10000 (Ten Thousand Only)	

Kolkata, Dated 17.09.2010

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ORBIT LEISURE & LOUNGE PRIVATE LIMITED

PRELIMINARY

1. The regulations contained in Table 'A' in the first schedule of the Companies Act, 1956, as amended from time to time so far as they are not hereinafter excluded, modified or altered and are applicable to a Private Company shall apply to the Company.

2. Regulations No. 21, 22, 23, 26, 27, 28, 40, 41, 42, 43, 49(2), 53, 64, 66, 84, 95, 98 and 99 of Table 'A' shall not apply to the Company.

3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof.

"The Company" means the above named Company.

The marginal notes are inserted for convenience and shall not affect the construction hereof and in these presents unless there be something in the subject inconsistent therewith.

"The Act" means the Companies Act, 1956 and includes any re-enactment or statutory modification thereof for the time being in force and "Section" shall mean a section of the said Act.

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

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

"The Managing Director' means the Managing Director for the time being of the Company so appointed.

"Office" means the Registered Office for the time being of the Company.

"Register' means the Register of Members to be kept in pursuant to Section 150 of the Act.

"Seal" means the Common Seal for the time being of the Company.

"Month" and "Year" mean the English calendar month and the English calendar year respectively.
"In Writing" and "Written" include printing & lithcgraphy and any other modes of representing or reproducing words in a Visible form.

Words importing singular number shall include plural and vice versa and words importing the masculine gender shall include feminine and the words importing persons shall include body corporate, firm, association of persons and society registered under Societies Registration Act.

"Debentures" includes debenture stocks.

"Special Resolution" and "Ordinary Resolution" have the same meanings assigned thereto by Section 189 of the Act.

"These Presents" means the Memorandum of Association and the Articles of Association of the Company for the time being in force.

"Articles" means these Articles of Association or as altered and modified from time to time in accordance to law.

Private Company under section 3(1)(iii)

PRIVATE COMPANY

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

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

(b) The number of the members of the Company (exclusive of persons who are in the employment of the company and the 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 provision, where two or more persons hold one or more shares jointly in the Company they shall be treated as a single member.

(c) The right to transfer the share(s) of the Company is restricted in the manner Find to the extent herein-after appearing.

(d) The minimum paid-up capital of the Company is Rs. 1,00,000 (Rupees One Lakh).

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

5. The Company shall have power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to the provision of Section 80 of the Act, exercise such power in such manner and on such terms as the Company may, before the issue of such Preference Shares determine by Special Resolution.

SHARE CAPITAL

6. a) The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided under clause No. V of the Memorandum of Association of the Company.

b) The shares in the Authorised Capital of the company for the time being shall be under the control of the Board of Directors who may by approval of majority directors allot or otherwise dispose of the same or any of them to such persons including minor in such proportion & on such terms & conditions and either at a premium or at par or (Subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give to any person the option to call for or be at a premium being exercisable at such time and for such consideration as the Directors think fit.

7. (a) Subject to the restriction of these articles a share may be transferred by a member or other person entitled to transfer, to any person including minor selected by the !transferor, at a fair value but no share shall be transferred to a person who is not a member unless such person selected by the transferor is approved by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership. Incase the Board of Directors do not approve the person selected by the transferor such shares shall be transferred to any person including minor selected by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership.

(b) In case any difference arises between the proposing transferor and the purchaser as to the fait value of a share, the Auditors of the company, shall on the application Of either party, certify in writing the same which in the opinion is the fair value and such sum shall be deemed to be the fair value.

(c) The Board of directors may, in their absolute discretion and without, assigning any reason therefor, decline to register transfer of any share, whether or not it is a fully paid-up share.

(d) The company shall be entitled to register any shares in the name of a minor if fully paid up and allow the dividend thereof to be collected by such person as it deems to be guardian of such minor share-holder.

Directors/ Employees Share holders

8. Notwithstanding anything contained contrary elsewhere in these Articles whenever any member of the company who is employed by the Company as a full time Director or otherwise, resigns or is dismissed from employment or is removed from such Directorship, the Board may at any time within 14 days of his resignation or dismissal or removal, resolve that such member will demand transfer of his shares or share to any one nominated by the Board at a fair value to be fixed by the Auditors. Should the said member decline to transfer his share or shares the Company may receive the purchase money and shall thereupon cause the name of the person nominated by the Board to be entered in the Register as the holder of the share or shares and shall hold the purchase money in trust for such member. The Board shall have the power to issue fresh or duplicate share certificate or certificates, to the person nominated by the Board as aforesaid and cancel the original share certificate or certificates. The receipt of the Company for the purchase money shall be a good discharge to the person nominated by the aforesaid powers and the validity of the proceeding shall not be questioned by any person.

9. Any person becoming entitled to or to the transfer of any shares in consequence of the death or insolvency of any sole holder thereof or in any way other than by transfer, upon producing such evidence of his title thereof that he sustains the character in respect of which he proposes to act under these Articles as the Directors think sufficient may with the consent of the Directors (which they shall not be under any obligation to give) and without production of any probate or Letters of Administration or Succession Certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as a member himself/herself in respect of such share, may with such consent and subject as aforesaid, transfer the share to such other person as the Directors may approve of unanimously.

However, in the event of his proposing to transfer to such other person as aforesaid, it shall be subject to the same restrictions as those hereinbefore.

PROCEEDINGS AT GENERAL MEETING

Notice for General Meeting

10. (a) A General Meeting may called by giving not less than 21 days clear notice in writing duly specifying the place, the day and the hour of the meeting, to the persons entitled to vote there at in the manner laid down in the Act; provided that a general meeting may be called after

iving shorter notice than that specified above if the shareholders of the Company holding more than 95 percent of the paid up capital of the Company carrying a right to vote at a meeting, so agree in writing.

(b) Any omission to give notice to or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

(c) Save as otherwise expressly provided by the Act all resolutions shall be passed at General Meetings by special resolutions.

11. (a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(b) Any business may be transacted at any adjourned meeting in addition to the business left unfinished at the meeting from which the adjournment took place provided a notice of the additional business to be transacted at the adjourned meeting is given as in the case of an original meeting.

(c) When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

(d) Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting a fresh.

(e) If at an adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting shall stand dissolved and be called a fresh.

(f) Two members present personally shall be a quorum for all purposes at any adjourned meeting or annual general meeting.

BOARD OF DIRECTORS

12. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two and not more than nine.

13. The following persons shall become and be the first Directors of the Company

1. BASANT KUMAR PARAKH
2. VIJAY NARAYAN RATHI
3. ARVIND KUMAR NEOTIA

14. The Board shall have power to appoint the directors generally and to appoint additional directors to fill any casual vacancy.

15. Directors shall not be required to hold any qualification shares.

16. Directors shall not be liable to retire from office by rotation.

17. The Board may appoint any person to act as alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such alternate director shall ipso facto vacate office if and when the absentee director returns to the State or vacates his office as Director.

Appointment of Directors

18. In the event of the Company borrowing any money from and while such money remains due, any financial corporation, institution, government, government body, bank, collaborator, person or any other loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise, such power to appoint one or more directors of the company and any director so appointed shall hold office during the tenure of or may be removed or substituted by any person by the appointing authority, provided such appointment or removal shall be in writing signed by the appointee and served to the Company.

Resignation of Directors

19. The Company may, by ordinary resolution of which special notice has been given in accordance with Section 190 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages or for breach of any contract of service between him and Company.

Management of the Company

20. The Company may, subject to the provisions of Section 284, appoint another person in place of a Director removed from office under the immediately preceding Article in the same meeting and may in general meeting appoint any person as a Director provided special notice has been given to the Company of the intention to propose him together with a notice in writing by the intended director of his willingness to be elected.

Resignation of Directors

21. In addition to the grounds mentioned in Section 283 of the Act, the office of a Director would be vacated if any Director resigns his office by notice in writing to the Company.

Management of the Company

22, The management of the business, of the Company shall be vested in the Board of Directors and the Board of Directors may exercise all such powers and do all such acts and things as the company is by its Memorandum of Association or otherwise authorised to exercise or do and as are not hereby or by statute directed or required to be exercised or done by the Company in general meeting but subject, nevertheless, to the provisions of the Act and to these presents & regulations from time to time made by the Company in general meeting not being inconsistent with the provisions of these presents, provided that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Borrowing powers of the Directors

23. Subject to the provisions of the act, the Directors may from time to time at their discretion, raise or borrow from any Director, member, person, firm, Company, bank, financial institution or corporation any sums of money at such interest and upon such interest and upon such security and conditions in all respects as they think fit or expedient and in particular by the issue of debentures, debenture--stock or bonds of the company and by mortgage, charge or other security on all or any properties of the company or any part including its uncalled capital for the time being. .

Power to delegate authorities

24. The Board of Directors shall have the power to delegate any of the powers of authorities vested in them, except such as are not hereby or by statute directed or required to be expressly exercised or done by the Directors in a Board Meeting, to the Managing Director(s), wholetime Director(s), Director(s)-in-Charge or any other person(s) as they think fit and proper.

Appointment by power of attorney

25. The Directors may from time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit and any powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize such attorney to delegate all or any of the powers, authorities and discretions vested in him.

26. Each director shall be entitled to be paid up out of the funds of the company for attending meetings of the Board or a committee thereof including adjourned meetings such sum as sitting fees as shall be determined from time to time by the Directors but not exceeding their limits as prescribed in Section 310 of the Act.

Remuneration of Directors

27. The remuneration of directors shall from time to time, be determined by the Board and the same may be in the form of a monthly allowance or in any other manner and may be equal or varying in the case of each director.

Remuneration of Directors

28. 1) The remuneration of directors shall, so far as it consists of a monthly payment, be deemed to accrue from day to day.

2) In addition to the remuneration payable to them in pursuance of the Act or the Articles, the directors may be paid all travelling, hotel and other expenses incurred by them.

(a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company including the adjourned meetings or

(b) In execution of their duties as Directors of the company or in connection with the business of the company.

Remuneration of extra services

29. If any director, being willing, shall be called upon to perform extra services in going or residing away from his place of residence for any of the purposes of the company or to give special attention to the business as a member of committee of directors or to hold any office in company or to work as contractor, agent purchaser or to perform any other duty or to make any special exertions for any of the purposes of the company the company may subject to the provisions of the Act,. remunerate such Director by a fixed sum or by a percentage of profits or otherwise as may be determined by the directors and such remuneration ay either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled.

Holding of any other office

30. Any director may hold any other office in the company in conjunction with the office of Director on such terms as to remuneration and otherwise as may be fixed by the Board, subject to the provisions of Section 314 of the Act.

Commission to Directors

31. The company may, subject to the provisions of these Articles and the Act, pay a commission on the net profits of the company to its Directors whether in whole or part-time employment of company or not.

Quorum of the meeting

32. The quorum for a meeting of the Board shall be one third of its total strength, any fraction contained in that one-third being rounded off as one or two directors, whichever is higher and if a quorum is not present within fifteen minutes from the time appointed for the meeting, it shall be adjourned until such date and time as the Chairman of the Board shall appoint.

Resolution by circulation

33. A resolution Circulated amongst the Directors and signed by all the members of Board or committee thereof, in India or by majority of such of them as are entitled to vote on the resolution, shall be as valid and effectual as it had been passed at a meeting of the Board or a committee duly convened and held.

34. Subject to the provisions of Section 297 of the Act, a Director shall not be disqualified from contracting with the company either as vendor, purchaser or otherwise, for goods, materials or services or any such contract entered into by or on behalf of the company with a relative of such director or firm in which such director or relative is partner or with other partner in such firms or a private company of which such director is a member or director be avoided, nor shall any director so contracting or being such member or so interested be liable to account to the company for any profit realised by such contract by reason of such director holding that office or of fiduciary relation, thereby established.

35. Regulations 67 to70 and 73 to 80 of Table 'A' shall apply.

36. The Directors may, from time to time, at their discretion may borrow any sum or sums of money or make any arrangement for finance for the purpose of the Company and may raise or secure the payment of such sum or sums or the financial arrangement in such manner and upon such terms and conditions in all respects as they think fit and in particular by making, drawing,

accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or by issuing bonds, perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company both present and future including its uncalled capital for the time being.

MANAGING OR WHOLETIME DIRECTORS

Powers of Managing Director or Wholetime Director

37. Subject to the provisions of section 197 A of the Act, the Board may from time to time and with the unanimous consent, appoint one or more Directors to be Managing Director or Wholetime Director of the Company, either for a fixed term or without any limitation as to the period for which he is or they are to hold such 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 other/others in his place or their places.

To what provision he shell be Subject

38. A Managing or Wholetime Director shall be subject to the same provisions as to resignation and removal as the other Director, and he shall, ipso facto and immediately cease to be a Managing Director or Wholetime Director, às the case may be, if he ceases to hold the office of Director for any cause

Powers of Managing Director or Wholetime Director.

39. Subject to the provisions of the Act and in particular to the prohibition and restrictions contained in Section 292 thereof the Board may, from time to time, entrust to and confer upon a Managing Director or Wholetime Director for the time being such of the powers exercisable under these present by the Board as it may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restriction as it thinks fit, arid the Board may from time to time, revoke, withdraw, alter or vary all or any of such powers.

40. No member shall be entitled to require or receive any information concerning the business, trading and customer of the Company beyond such information as to accounts and business of the Company as is by these presents or by the Act directed to be laid before the company In General Meeting.

41. Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary, Treasurer, Trustee Members of a Committee, Accountant, Agent, Officer, Servant or other person employed in the business of the Company shall when required to sign a declaration pledging himself to observe a secrecy respecting all transaction of the Company with customers and the state of accounts with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or the auditors or by resolution of the Company in General Meeting or by a Court of Law or by the person to whom such matters relate except so far as may be necessary in order to comply with any of the provisions in these presents contained. Nothing herein contained shall affect the powers of Central government or any Officer appointed by the Government to enquire or to hold an investigation into the Company's affairs.

No member to enter the premises of the Company without permission

42. No member or other person (not being a director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or of the Managing Director or, Subject to Articles 41 to. require discovery of or any information respecting any detail of the trad ng of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board or Managing Director it will be inexpedient in interest of Company to communicate.

RECONSTRUCTION

43. On any sale of the undertaking of the Company, the Board or the Liquidators on a winding up may, if authorised by special resolution, accept fully paid or partly paid-up share" debentures or securities of any other company, whether incorporated in India or not either than existing or to be formed for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the members, or contributors of the Company, and for the valuation of any such securities or property at such price and in such manner, as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by and valuation or distribution so authorised and waive all rights in relation thereto,' save only in case the company is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 494 of the Act as are incapable of being varied or excluded by these Articles.

SEAL

44. The directors shall procure a seal to be made for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of Directors. Every instrument or deed to which the seal is affixed shall unless the same is executed by a duly constituted attorney of the Company be signed at least by one Director in whose presence the seal is so affixed provided however, that share certificates shall, be sealed in accordance with the provisions of the Companies (issue of share certificates) Rules, 1960 as In force from time to time.

WINDING UP

Distribution of Assets

45. If the Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly 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 at the commencement of the winding up, on the shares held by them respectively. If the assets available for distribution amongst the members 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 or which ought to have been paid-up on the shares held by, them respectively, but this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution of assets in specie

46. If the Company shall be wound up, whether voluntarily or otherwise the Liquidators may with the sanction of a special resolution, divide among the contributories in specie of kind, any part of the assets to the Company and may, with the like sanction, vest any part of the assets of the contributories or any of them, as the Liquidators, with the like sanction, shall think fit.

INDEMNITY

47. Every Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the company or not) employed by the company and any person appointed as auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, Officer, Employee or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the court.

We, the several person whose name, address and descriptions are subscribed below are desirous of being formed into a company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names :-

Signatures, Names, address, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signatures, Names, address, Description, Occupation and Membership No. of Witness
Basant Kumar Parakh Mani Towers – 100D 31/41, Binova Bhave Road Kolkata - 700038 S/o Sri Ratan Lal Parakh Business	4000 (Four Thousand Only)	Witness to all three signatories Sandip Kumar Kejriwal, FCS # 322, 1, R.N. Mukherjee Road Kolkata – 700001 CP : 3821 FCS Membership No. : 5152
Arvind Kumar Neotia Tirupati Enclave 90 N, Block – E. New Alipore Kolkata – 700053 S/o Late R. G. Neotia Business	3000 (Three Thousand Only)	
Vijay Narayan Rathi 1 Garstin Place Kolkata – 700001 S/o Sri S.N. Rathi Business	3000 (Three Thounsand Only)	
Total	10000 (Ten Thousand Only)	

Kolkata, Dated 17.09.2010