



(THE COMPANIES ACT, 1956)

COMPANY LIMITED BY SHARES

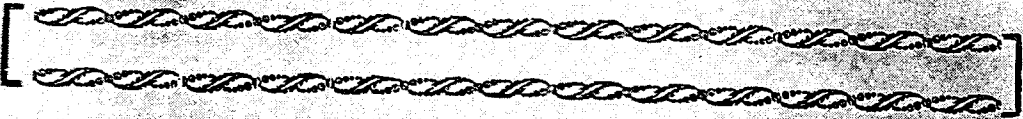
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

P C S FORMS PRIVATE LIMITED





Form I. R.

CERTIFICATE OF INCORPORATION

No. 21-84685 of 1997

I hereby certify that P C S Forms
Private Limited is this day incorporated under the Companies
Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Calcutta this Eighteenth day of
June One Thousand Nine hundred and Ninety Seven.



G. MUKHOPADHYAY

Asstt. Registrar of Companies
WEST BENGAL

(THE COMPANIES ACT, 1956)

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

OF

PCS FORMS PRIVATE LIMITED

- I. The name of the Company is PCS FORMS 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 carry on business of printers, including security printers, continuous stationery printers, carbon less coating paper printers, lithographic printers, offset, roll form, photocopy and automatic printers, screen printers, news paper printing, type-founders, typesetters, phototypesetters, setreotypers, electrotypes, photographic printers, photo and chrome lithographers, engravers, diesinkers, art designers, graphic designers, photographers, colour seperators, desk-top publishers, Image-makers, scanners, photo processors, micro processors, compositors, setters, draftsmen, software developers, proof makers.
 2. To carry on the business of manufacturers, Importers, exporters, buyers, sellers, distributors, agents, traders, stockists, franchisee, licensee, patent holder and to market, supply, assemble, alter, service, refurbish, store, put to commercial use or otherwise deal in any manner in all types of papers for printing or otherwise, continuous stationery papers, cheques and allied security printing paper, carbonless coating papers, slitting papers, news paper print, paper reels, carbon papers, Ink, Ink products, writing chemicals, all types of organic and Inorganic chemicals, sprits, liquors, petrochemicals, chemical products, powder, minerals used for manufacturing Ink, colour required for writing instruments and printing.
 3. To carry on the business of manufacturers, Importers, exporters, buyers, sellers, distributors, agents, traders, stockists and to market, lease, rent out, transport, supply, assemble, alter, service, repair, refurbish, store, put to commercial use or otherwise deal in any manner in all types of printing, xerographic, reprographic, alatoprocessors, duplicating, word processing, photocomposing/phototypesetting systems, micro processing machines, envelope making, paper cutting, book binding, typesetting systems and allied equipments, photocopiers, high precision process cameras and process enlarges, platemaking cameras and systems, manual, electric and electronic typewriters, computers, mini computers and office equipments and their systems, electric Image assembly and page make up systems, electronic colour scanners, raw materials, components, ancillaries and consumables, durables, including ribbons, papers, plastics, plates, screens, cloth synthetic or otherwise films, micro films, graphic films, copiers, cleaning plates, inks, floppy discs and allied products.

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

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| Construct and
superintend
buildings, offices,
structures. | 1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace, and to work manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, roadways, trolleyways, reservoirs, water-courses, electric works 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 for
development of
lands. | 2. To import and purchase any machinery, implement, apparatus equipments, material, articles and stores and to do all things for developing the property and resources of the estates and land in such manner as the Company may think best. |
| Purchase, lease
exchange of
property etc. | 3. To purchase, take on lease, or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plant, improve, work, cultivate, deal with to do fishery business, poultry farming and turn to account concessions, grants, decrees, licenses, privileges, claims, options, leases, 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 crafts, 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 elsewhere, technical information, know-how, processes, engineering and operating data, plants, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and 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 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 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, let on lease, 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 acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either 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. |

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| 8. To lend and advance money, either with or without security and give credit to such persons or (including government) firms, companies, individuals etc. and upon such terms and conditions as the Company may think fit and not to carry on any chit-fund activities. | Advances deposits and loans |
| 9. To undertake financial and commercial obligations, transactions and operations for achievement of the main objects of the Company. | Financial and Commercial obligations. |
| 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 to and in the above context to act as Sureties. | Guarantee and surety |
| 11. To invest any moneys of the Company in such investments (excluding own shares or stock in the Company) as may be thought proper and hold, sell or otherwise deal with such investments. | Investment |
| 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 deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock perpetual or otherwise and to secure the 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 of any obligation under taken by the Company and not to carry on chit-fund business. | Borrowing |
| 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 instruments or securities. | Negotiable instrument |
| 14. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevet d'invention, trade marks, designs, licenses, protections, concessions and the like conferring an 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 licenses or privileges in respect of or otherwise turn to account the property, rights and informations acquired. | Patents, etc. |
| 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. | Improvement of patents and other rights |
| 16. To establish, provide, maintain and conduct research and other 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. | Research laboratories colleges and provision of lectures |
| 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 | Acquire and undertake business |

- for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly benefit the Company in India or outside.
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| Registration of Company outside India | 18. | To procure the registration or recognition of the company in or under the laws of any place 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 in-directly 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. |
| Amalgamation and Partnership | 20. | Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, to 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 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 promoter and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in 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 any 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 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 favour of the Company. |

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| 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, institu tion 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 of 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 educational and charitable institutions, refectories, dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever. | Establishment of association connected with company or for benefit of employees of company |
| 25. To aid, pecuniarily or otherwise any association, bddy 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. | Aid to Labour and other industrial associations |
| 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 of the compliance of Central and State laws. | Donations |
| 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 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, widows, families and dependents or 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 State laws. | Provident fund Institution |
| 28. Subject to the provisions of any law for the time being in force 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. | Distribution in specie |
| 29. To undertake, carry out, 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 is 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 any other 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 | Programs for rural development, social and economic welfare etc. |

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.

Promotion and growth of national economy etc.

30. To undertake, carry out, 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 as also an activity which the Directors consider likely to promote national welfare or social, economic or moral uplift on the people or any section of the people and in such manner any by such means as the Director may think fit and the Directors may without prejudice to the generally of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books literature, newspapers etc, or for organising lecturers or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to procure 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 on hire 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 deal with in connection therewith and to, experiment with, render marketable and deal in all products or residual and by products incidental or to obtained in any of the business carried on by the Company and to do all such other things and may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

[C] THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :-

1. To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockists, distributors, advisors, hire purchasers of & all kinds of rubberised cloth food grains, dairy products, soap detergents, biscuits, surgical, diagnostics medical pulses, leather & finished leather goods, leather garments, leather products, all related items in leather, electric and electronics components and tools, iron & steel, aluminium, mineral, ferrous and non-ferrous metal, stainless steel, jute and jute products, textile, cotton, synthetic, fibre, silk yarn, wool and woollen goods, handicrafts & silk artificial synthetics readymade garments, design materials, process, printers, in all textiles, timber, garments, design materials, process, printers, in all textiles, timber cosmetics, stationery, tools & hardware, pigments, plastics & plastics goods, plastic granules, sugar, tea, coffee, paper packing material, chemicals, cement, spices, grain, food grains factory materials, house equipments, rubber & rubber products, coal, coal products, & coaltar, fertilizers, agriculture products, share dealing, industrial and other gases, alcohol,

edible and non-edible oils and fats, drugs, plants and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugar cane, automobile parts, building construction & materials, fur & fur made items toys, buildings plans, consumer products, consumer durables, coal & coke, mica products, gems & jeweller, imitation jewellery, dry flowers and plants, printing, transportation and all other kinds of goods and merchandise, commodities and articles.

2. To carry on business as commission agents, distributors, agents, traders, merchants, importers, exporters, contractors, brokers and otherwise deal in merchandise and article of all kinds including clearing agents, freight contractors licensing agents, general brokers franchisee, liaison agent, representatives and to carry on any kind of commercial business.
3. To carry on the business of manufacturing, buying, selling, importing, exporting, exchanging, bartering, assembling, packing, distributing, financing, hirepurchasing and otherwise dealing in food and other grains, other foodstuffs, seeds, animal feeds, agricultural and country produce, sugar and sugar cane oil seeds and oils, salt, spices, tea, coffee, cocoa, coco-nuts, cardamom, rubber, soya, geranium, fruits, dry fruits, vegetables, alcoholic beverages, soft drinks, breads, biscuits, confectionery paper, timber, plywood, forest products, flax, hemp, coal, jute and jute products, cotton and cotton products, rayon and rayon products, silk and silk products, wool and wool products, synthetic fibres and products, blended fibres and products, plastics, lac, petroleum products, petrochemicals, chemicals, fertilizers, pesticides, pharmaceuticals, perfumery, fragrances, toiletry, cement, coal, coke, limestone, mica, other minerals, glassware, ceramic and porcelain ware, bricks, tiles, stone, sand, sanitaryware, crockery, other building materials, iron, steel, other materials, machinery, tools, automobile and automobile parts, hardware, mill stores, paints, varnishes, novelty goods provisions, photographic and scientific goods, educational materials, dairy and animal products.
4. To carry on business as producers, importers, exporters, buyers, sellers, distributors, stockists, agents, and brokers of coal, coke, charcoal, petroleum-coke, copper, ironware, bauxite, kyanite, fireclay, chinaclay, salt sodium, chloride, calcium phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin, alumina, mercury, silicon, sulphur, graphite, brass, aluminum silica sand, bentonite quartz, dextrine, magnetite, dolomite ferro-alloys, corundum, manganese, mica, silver, gold, platinum, gems, diamond, sapphire, ruby, topaz, garnet, emeralds, pearl and other precious, stone precious, or commercial minerals and stones and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets circles, parts, coils, utensils, ornaments, decorative and art materials and jewellery made wholly or partly from any one or more of the metals and materials mentioned herein.
5. To carry on the business of hotel, restaurant, cafe, tavern, beer house, refreshment room and lodging house keepers, victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers, importers, manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusement generally, coach, cab, carriage and motor car proprietors, lively stable keepers, job masters, farmers, dairyman, ice merchants, refrigeration store keepers, importers and brokers of Food, live and dead stock and hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sports, entertainment and institution of all kind, tobacco and cigar merchants, ship and other vessel owners, charterers and builders, carriers by sea and land, freight contractors, agents for railways and shipping companies, insurance brokers, proxy-voting merchants, wire-housemen, theatrical and opera box office proprietors, entrepreneurs and general agents and any other business which can be conveniently or advantageously combined with the business of the Company.

6. To carry on the business of printers, publishers, stationers, lithographers, stereotypers, electrotypers, phonographers, printers, lithographers and engravers, die-sinkers, book binders, designers, draftsman, paper and ink manufacturers, envelop manufacturers, account-book manufacturers, machines ruler, numerical printers, bag-makers, cardboard manufacturers, ticket manufacturers, calendars and booksellers, diary printers, dealers in playing visiting, railway, festive, complimentary, wedding or other ceremonial cards or fancy cards or valentines, dealers in stamps, parchment and agents for the payment of stamp and other duties.
7. To carry on the business of transport, cartage and haulage contractors, common carriers, garage proprietor, owners and charterers of road vehicles, aircraft and ships, tugs, barges and boat of every description, lightermen and carriers of goods and passengers by road, rail, water or air, carmen, cartage contractors and agents forwarding, transport and commission, agents, Customs Agents stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, engineers electricians, and jobsmasters and to carry on any one of the following business, namely the buying selling, letting on hire, hire purchase, manufacturing contractors, repairers, cleaners, stores and warehousemen and motorcars, and any other goods, taxi-cabs, motor cycles, automobiles, motor lorries and wagons, cyclecars, motors scooters, cycles, bicycles and carriages, ships, barges, launchers, boats, vans, aeroplanes, hydroplanes, airships, hovercrafts, jets, and other conveyances whether propelled or assisted or drawn by motor, by means of petrol, spirit, steam, gas, electricity animal or any mechanical, atomic or nuclear or other power or device and all other machines, vehicles or devices now or hereafter used for travelling by air and space and all motors, machinery, mechanical and other parts, engines, chassis, bodies, tools, plant, implements, utensils, appliances, apparatus, oil and petroleum products requisite and accessories for the classes of the above mentioned vehicles or any parts thereof and work as Travelling Agent.
8. To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control or work and contribute towards acquisition, erection, construction, establishment, maintenance, improvement, management, alteration, carrying on, controlling, and working of cotton mills, jute mills, woolen mills sugar mills, flour mills, paper mills, rayon mills, nylon mills, aluminium, mills, copper mills, soap mills, cement factories, cosmetic factories, electric works, engineering works, chemical factories, tobacco factories, navigation works, engineering works, chemical factories, tobacco factories navigation works, tea gardens, coffee and other plantation estates synthetic products works, cable works, iron and steel factories, manufacture of machinery tools, spare parts and machineries of all types leather works rubber factories, refineries, cold storages, ice plants, oil mills, dal mills, and other works, industrial works and plants, to works as growers and cultivators of jute, cotton, tea, coffee, rubber and other products of the soil.
9. To carry on the business of financing, leasing, letting, on hire, hire purchase or easy payment system of household and office furniture, domestic or business appliances, computers, tabulators, addressing machines and other sophisticated office and industrial machinery, installation, fitting, machinery, motor-cars, taxi-cars, automobiles, tramcars, motor, lorries, tractors, earthmoving machinery, wagons, cycles, bicycles, coaches, garages and all other vehicles drawn by motor, steam, oil, petroleum, electricity or any mechanical or other power or device, agricultural implements and machinery, air-ships, aeroplanes, cranes, ships, and helicopters, tools, plants, implements, utensils, apparatus and requisites and accessories, furniture, wireless and television receivers, telephones, telex, teleprinters, or other apparatus, ships, dredgers, barges and containers and to carry on the business of hire purchase of movable properties of any kind, including machinery, plant of all kinds to buy, sell, alter, repair, exchange and deal in finance, sale of furniture, apparatus, machinery, materials, goods and articles, to hire out or sell any of the same on hire purchase system.

10. To carry on the business of advisors and/or consultants on all matters and problems relating to the administration, management, technical, financial, organisation, manufacture, production, storage, marketing, distribution, sale and purchase of goods, property, personnel, accounts, engineering, taxation and/or any legal matters and other activities of and in relation to any business, trade, commerce, industry, mines or agriculture, to carry on all or any of the business of technical, industrial, commercial, law and personnel consultants, to advise upon the means, methods and procedure for the establishment, development, improvement and expansion of any or all types of business, trade, commerce and industry and all systems, methods, techniques, prices, principles in relation to the foregoing and/or in relation to the rendering of any services.
11. To buy, sell, supply, trade, process, import, export, manufacture and generally deal in and also to act as agents, distributors, stockists of engineering goods, metals, alloys, iron, pipes, fittings, manual and auto vehicles and parts thereof, steel and stainless steel and products thereof, leather goods, tobacco (raw and manufactured), oil and oil cakes, vanaspathi, textiles, wood, plywood and timber, block boards gums and resins, ivory lac, manures, rubber, wax, crystal, chemicals and chemical preparations, all kinds of plastic and articles made of plastics, glass and glassware, handloom, toys, soaps, paints, paper and stationery, sports goods, cosmetics, sugarcane, marbles and hardware items, electrical and electronic products of all kinds grains, pulses, flour, confectionery, alcoholic beverages, provisions, tea, coffee and spices, sugar and molasses, vegetable and vegetable products, perfumery inks, fertilizers, tyres and tubes and vehicles.
12. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, tea, garden, orchards, groves, plantations and farms and to carry on business as cultivators, growers, producers, planters, manufacturers, buyers, sellers, dealers, importers, exporters, agents, brokers, traders or stockists of tea, coffee, cocoa, cinchona, jute, hemp, cotton, sugarcane, linseed, oil-seeds, pulses, wheat and other grains and kind of horticulture, agricultural, floriculture, spices, food or beverage product or products and to do business of poultry farming, dairy products, deep sea fishing, processing and canning of foods and other items and to purchase, hire, maintain, keep, sell and otherwise deal in live stock required for carry out the business mentioned herein.
13. To carry on business of money lending and providing securities on any terms that may be thought fit and particularly to carry on the business of financiers and investors and to purchase or otherwise acquire, issue, re-issue, sell, place and deal in shares, stocks, bonds, debentures and securities of all kinds and to give any guarantee or security for payment of dividends or interest thereon or otherwise in relation thereto and to carry out all such operations and transaction as an individual may lawfully undertake and carry out but nothing contained herein shall entitle the company to carry on any chit-fund business, and business of banking as defined in the Banking Regulation Act, 1949.
14. To receive money, deposits on interest or otherwise and with or without security and to lend and advance money with or without security to such persons, firms or companies and upon such terms and subject to conditions as may seem expedient provided that the company shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949 and subject to the provision of the Act and the rules framed thereunder.
15. To purchase or acquire on freehold perpetual or leasehold tenure or otherwise any suitable land, building and hereditaments whatsoever and any estate or interest therein and any right or rights over or connected with land and to run the same to account as may deemed expedient

and in particular by preparing building sites and by constructing, reconstructing, altering, developing, improving, decorating, furnishing and maintaining offices, flats, houses, chawls, quarters, bungalows, ware houses, godowns, factories, shops, stalls, markets structures, wharves, building, roads, bridges dams air runways, works and conveniences, of all kinds, by simple process or by using prefabricated materials or by consolidation or connecting or subdividing properties and to hire, manage, let, sublet, sell, transfer, mortgage, charge, assign, lease, sublease, exchange, barter and dispose the same in any other manner and to act as real estate owner, landlord, land and estate agents, workers, commission agents and supply to tenants and occupiers and others, refreshments, meeting-rooms, swimming pools, club rooms, gardens lavatories, laundry conveniences, electric conveniences, stables, guarding facilities, playgrounds, water, air conditioning facilities and equipments, lifts and escalators and all other conveniences, appliances, advantages.

16. To carry on the business of Merchant Bankers, advisers, managers, transfer agents, Registrars, Consultants on all matters and problems relating to public issue, Euro issue, private placement, right issue of shares, debentures, stocks, bonds, certificates, units, fixed deposits, intercorporate deposits, other deposits or loan issued and/or accepted and/or given by any company constituted to carry on business in India or elsewhere, Government, State, Financial Institutions, Mutual Funds, dominion, sovereign, ruler, public body, authority, municipal, local or otherwise, firms, individuals and any other establishments whether in India or elsewhere.
17. To carry on business as shares and stock brokers, underwriters, agents and brokers for subscribing to and for the sale and purchase of securities, stocks, shares, debentures, debenture stock, bonds, units or certificates of Mutual funds, savings financial instruments or obligations of any body corporate, authority whether central, state or local undertaking whether public or private and provisional and documents relating thereto. To provide financial services, advisory and counselling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment fund, and portfolio managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues.
18. To carry on the trade and business of buying, selling, importing, exporting, leasing, financing, using, exchanging, bartering, letting, acquiring, inventing, designing, consulting, developing, devising, converting, improving, repairing, making, assembling, fabricating, moulding, shaping, installing, work as agent, stockist, service station and otherwise dealing in all types of telecommunication, electronic, information exchange devices equipments, components and appliances, peripheral equipments such as, computer, power supply monitor and electronic regulator, television and wireless apparatus including radio receivers and transmitters, tape recorders, VCR, VCP, broadcast, relay and reception equipments, phonographs, telephones, EPABX system, pager, voice mail device, mobile phone, Telex, Fax, printers and other equipments used in and or for audio and visual communications, apparatus and equipment including those using electromagnetic waves, laser beams intended for radio-telephonic, satellite and other communication, photocopiers, facsimile machines, electronic lighting controls, continuous fan/motor speed controls, continuous, flashers and fire alarm systems, digital and other electronic clock, time relays, punch card machines, electromechanical, pneumatic controls, computers and automatic calculators and in all types of tapes magnetic or otherwise and other types of domestic appliances and any type of equipment used in the generation, transmission, recording and receiving of sound, light, electrical, magnetic impulses and components parts thereof and other materials.

19. To carry on telecommunication, informational devices, Computer, Telex, pay phone, Fax & Photocopiers Services of all kinds including making available time sharing services, offer and perform information and data processing services, printout services, undertake specific tasks including analysis of customers information requirements, provide local area network, consultancy on computerisation, telecommunication network preparation of computer programmes, converting customers input data and information into machine acceptable forms and producing output information from such input data, technical services, providing back-up facilities and in connection therewith to design write/prepare and test programmes, prepare flowcharts, producing softwares, analyse methods, design and diagrams and undertaking storage of all materials including printout formats and flowcharts and carry on the business of advisers and/or consultants, introducing, advising, educating, training, and in promoting the application and use of telecommunicational and information exchange device, pager, voice mail device, mobile phones, pay phones, telex, computers fax, photocopiers, calculating machines, data processing and preparation theory, servomechanism, appliances and services of every kind and description by domestic trade, personal industry and business.
20. To carry on the trade and business of manufacturing, importing, exporting, leasing, financing, using, exchanging, bartering, letting, acquiring, inventing, designing, consulting, developing, devising, converting, improving, repairing, making, assembling, fabricating, moulding, shaping, installing, work as agent, stockist, franchisee, licensee, patent holder and otherwise dealing in all types of writing pens, pencils, fountain pens, ball pens, sign pens, marking pens, colour pens and pencils and all other types of writing instruments capable of using by hand writing, colouring, painting, engraving, embossing, art working, machine writing, magnetic writing, electronic writing for personal, commercial, industrial applications and specialised writing instruments required for telecommunication, information exchange, film production, photographs, space research, electronic appliances, data processing, magnetic writing, civil aviation, defence, railway and other users, and accessories, apparatus, components, devices, appliances, gadgets and writing instruments fitted with any other items, ink, ink products, writing chemicals, all types of organic and inorganic chemicals, sprits, liquors, carbons, petrochemicals, chemical products, powder, minerals used for manufacturing inks, colour required for writing instruments.
21. To carry on the business of an investment Company and to invest, subscribe for, acquire, buy, sell, vary, underwrite, sub-underwrite, exchange, transfer, hypothecate, hold, or otherwise deal in and dispose, of any shares, stocks, debentures, whether perpetual or redeemable, debenture, stock, bonds, certificates, units, commercial papers, obligations and securities issued or guaranteed by any company, mutual fund and other establishment constituted or carry on business in India or elsewhere and debenture, stocks, bonds, obligations, units and securities issued or guaranteed by any Government, State, dominion, sovereign, ruler, public body, or authority, municipal, local or otherwise whether in India or elsewhere and to act as investors, guaranters either with or without interest or security.
22. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, garden, orchards, groves, plantations, and farms and to carry on business as cultivators, growers producers, extractors, planters, manufacturers, millers, grinders, rollers, processors, cold stores, canners, preservers, buyers, sellers, dealers, importers, exporters, agents, brokers, traders or stockists of tea, coffee, cocoa, cinchona, rubber, bamboo, timber, fruits, vegetables, roots, coconut, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oil-seeds, pulses, seeds, wheat and other grains and kind of horticulture, agriculture, floriculture, pisciculture, sericulture, dairies, fishing, poultry, spices, food, herbs, medicines, flowers, fluids, gas, milk and milk products, forest products, cheese, protein foods, juices, drinks alcoholic, synthetic,

or otherwise mineral water including beverage produced from such products, edible or other oils, perfumes, fresh and preservable products and to extract by products and derivitious, whether edibles, pharmaceutical, medicinal or of any kind of nature whatsoever and food preparations of every kind and description and to provide for cold storage, preservation, dehydration, canning, conversion, refrigeration, freezing of such products and to own, establish, purchase, take on lease, rent or for hire, build, develop, or otherwise acquire for own use or for hire or otherwise lent land, building, cold storage, chambers, ice plants, freezing houses, room coolers, refrigeration, warehouse, godowns, container, shops, show room, workshop, vehicles, plants, machineries, equipment, appliances, live stock for storing, preserving, making saleable, transporting and otherwise required or carryout the business mentioned herein above.

23. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, managers of cinema houses, theatres, concert halls, picture places and studios, to carry on the business of letting or subletting the use of cinema halls, theatres, picture places, studios or other machinery, apparatus, building or structure of the Company for purpose of use, exhibition and display of films, dramatic or theatrical performances, concerts or other entertainments or amusements or objects allied to or of similar kind as of the Company and to provide for the production, direction, exhibition, representation, display, whether by mechanical means or otherwise of plays, open-air or other theatrical performances, operas, vaudevilles, ballets, pantomimes, juggling, mesmeric, yogic, hypnotic, spectacular, etc.
24. To carry on the business of running hospitals, nursing homes, clinics, dispensaries, maternity homes, child welfare and family planning centres, diagnostic centres, pathological laboratories, x-ray clinics and also to carry on the business of running creches.
25. To acquire or set up and run schools, colleges, training and professional institutions and music, dance, and art centres.
26. To carry on the business of tourist, travel and carrier agents, Freight contractors, Forwarding agents, Clearing agents, contractors and representative, booking agents, general agent for railway, shipping, airlines, road and other travel and transport corporations, Companies or bodies and carriers by land, water, and air, to arrange and operate tour, package tours, Holiday tours and to facilitate travelling and provide liaisoning and other services and assistance to and for tourists and travellers, passengers for and about travel assistance, hotel and lodging reservation, car rental, obtaining passport and Visa, Immigration formalities and all other services and assistances required by tourists and travellers in India or abroad. And to carry on the business of carriers, couriers, hoteliers, resort, midway hotel, restaurant tourist lodge, amusement park, time sharing unit owners and operators, car and tourist cab operator, Money and Exchange changers.

VI. The liability of the members is limited.

- V. The Authorised Share Capital of the Company is Rs.25,00,000/- (Rupees Twenty five lacs) divided into 2,50,000 (Two lacs fifty thousand) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase and reduce the capital of the company and to divide or sub-divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights privileges or conditions in such manner as may be permitted by Act, or provided by the Articles of the Company for the time being.

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

Signature, Names, Fathers/Husband Names, Address Description and occupations of subscribers	No. of equity shares taken by each subscriber	Signature, Name, Fathers Name Address Description & Occ. of Witness
1. ASHISH JAIN S/o. Shri R. C. Jain 6/1/2, Queens Park Calcutta-700 019 Business	100 (One hundred)	Witness to all the Signatories RAMAWATAR JOSHI (F.C.A.) S/o. Shri Sanwamal Joshi C/o. Awatar Joshi & Co. 23A, Netaji Subhas Road, 4th Floor, Room No. 16 Calcutta-700 001 Chartered Accountant
2. SHAUNAK BANERJEE S/o. Late R. N. Banerjee 213, Sarat Bose Road, Calcutta-700 065 Business	100 (One hundred)	
3. NAW RATAN BACHHAWAT S/o. Late B. C. Bachhawat 26/2, Becharam Chowdhury Lane Howrah-711 101	100 (One hundred)	
Total	300 (Three hundred)	

Calcutta Dated the 30th day of April 1997

(THE COMPANIES ACT, 1956)

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

OF

P C S FORMS 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, 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 Member to be kept 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 & lithography and any other modes of representing or reproducing works 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

Private Company
under Section
3(1)(iii)

- 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 and to the extent herein-after appearing.
- 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.

Allotment of
Shares.

SHARE CAPITAL

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. 6 of the Memorandum of Association of the Company.
 - b) The Authorised shares in the capital of the company for the time being shall be under the control of the Directors who may by unanimous approval of all directors allot or otherwise dispose of the same or any of them to such persons including minor in such proportion & on such terms & conditions & 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 times and for such consideration as the Directors think fit.

2. 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, or at a fair value but no share shall be transferred to 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. In case the Board of Directors do not approve of 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.

Transfer

- b) In case any difference arises between the proposing transferor and the purchaser as to the fair 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 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 full paid share.
- d) The company shall be entitled to register any shares in the name of any minor if fully paid up & allow the dividend thereof to be collected by such person as it deems the guardian of such minor share holder.

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 to 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 company the 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 duplicated 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 Board after his name is entered in the register in purported exercise of the aforesaid powers the validity of the proceeding shall not be questioned by any persons.

Directors/
Employees
Shareholders

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 this Article 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 in respect of such share, or may, with such consent and subject as aforesaid, transfer the share to such other person as the Directors may approve of unanimously.

Transmission

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 be called by giving not less than 21 days clear notice in writing duly specifying the place, the day and the hour of the meeting, by registered post acknowledgement due to the persons entitled to vote there of in the manner laid down in the Act ; provided that a general meeting may be called after given 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 invalidate the proceedings at the meeting.

c) Save as otherwise expressly provided by the Act & by these articles all resolutions shall be passed at General Meetings by special resolutions.
- Adjourned
Meeting

11. a) The Chairman may, with the consent of any meeting at which a quorum is present, andshall 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 whichthe 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 adjournment or of the business to be transacted at an adjourned meeting

e) If at an adjourned meeting also a quorum is not present with in half an hour from the time appointed for holding the meeting, 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

- Number 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.
- First Directors

13. The subscribers to the Memorandum of Association shall become and be the First Directors of the Company:-
- Additional
Directors

14. The Board shall not be required to hold any qualification shares.
- Qualification
shares

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

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

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.

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| <p>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 pleasure 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 appointer and served to the Company.</p> | <p>Appointment by financial institution</p> |
| <p>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.</p> | <p>Removal or Directors.</p> |
| <p>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.</p> | <p>Appointment of Directors.</p> |
| <p>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.</p> | <p>Resignation of Directors.</p> |
| <p>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.</p> | <p>Management of the Company.</p> |
| <p>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 or bank 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.</p> | <p>Borrowing powers of the Directors.</p> |
| <p>24. The Board of Directors shall have the power to delegate any of the powers or 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.</p> | <p>Power to delegate authorities.</p> |

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.

Promotion and growth of national economy etc.

30. To undertake, carry out, 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 as also an activity which the Directors consider likely to promote national welfare or social, economic or moral uplift on the people or any section of the people and in such manner any by such means as the Director may think fit and the Directors may without prejudice to the generally of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books literature, newspapers etc, or for organising lecturers or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to procure 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 on hire 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 deal with in connection therewith and to, experiment with, render marketable and delay in all products or residual and by products incidental or to obtained in any of the business carried on by the Company and to do all such other things and may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

[C] THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :-

1. To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockists, distributors, advisors, hire purchasers of & all kinds of rubberised cloth food grains, dairy products, soap detergents, biscuits, surgical, diagnostics medical pulses, leather & finished leather goods, leather garments, leather products, all related items in leather, electric and electronics components and tools, iron & steel, aluminium, mineral, ferrous and non-ferrous metal, stainless steel, jute and jute products, textile, cotton, synthetic, fibre, silk yarn, wool and woollen goods, handicrafts & silk artificial synthetics readymade garments, design materials, process, printers, in all textiles, timber, garments, design materials, process, printers, in all textiles, timber cosmetics, stationery, tools & hardware, pigments, plastics & plastics goods, plastic granules, sugar, tea, coffee, paper packing material, chemicals, cement, spices, grain, food grains factory materials, house equipments, rubber & rubber products, coal, coal products, & coaltar, fertilizers, agriculture products, share dealing, industrial and other gases, alcohol,

32.

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

Resolution by circulation
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 to 70 and 73 to 80 of Table 'A' shall apply.

BORROWING POWERS

36.

The Directors may, from time to time, at their discretion 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.

Borrowing powers.

MANAGING OR WHOLETIME DIRECTORS

37.

Subject to the provisions of Section 197A 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 or Managing Directors or wholetime Directors 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, any may, from time to time (subject to the provisions of any contract between him or them and the company), remove or dismiss him or them from office and appoint another or others in his place or their places.

Power to appoint Managing Director or Wholetime Director
38.

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

To what provision he shall be subject
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 presents by the Board as it may think fit, and may configure such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with

Powers of Managing Director or Wholetime Director

such restriction as it thinks fit, and the Board may from time to time, revoke, withdraw, alter or vary all or any or such powers.

SECRECY

General

40. No member shall be entitled to require or receive any information concerning the business, trading and customers 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.

Secrecy

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 and 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 Article 41 to require discovery of or any information respecting any detail of the trading 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 in the opinion of the Board or Managing Director will be inexpedient in interest of the Company to communicate.

RECONSTRUCTION

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 shares, debentures or securities of any other company, whether incorporated in India or not either then 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.

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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 provision of the Companies (issue of share certificates) Rules, 1960 as in force from time to time.

SEAL

WINDING UP

45. If the Company is 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 come 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 among 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

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 or kind, any part of the assets of 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.

Distribution
of assets in
specie

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, Employees or Auditor in defending and proceedings, whether civil or criminal, in which judgement 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.

Indemnity

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

Signature, Names, Fathers/Husband Names, Address Description and occupations of subscribers	No. of equity shares taken by each subscriber	Signature, Name, Fathers Name Address Description & Occ. of Witness
1. ASHISH JAIN S/o. Shri R. C. Jain 6/1/2, Queens Park Calcutta-700 019 Business	100 (One hundred)	Witness to all the Signatories RAMAWATAR JOSHI (F.C.A) S/o. Shri Sanwarmal Joshi C/o. Awatar Joshi & Co. 23A, Netaji Subhas Road, 4th Floor, Room No. 16 Calcutta-700 001 Chartered Accountant
2. SHAUNAK BANERJEE S/o. Late R. N. Banerjee 213, Sarat Bose Road, Calcutta-700 065 Business	100 (One hundred)	
3. NAW RATAN BACHHAWAT S/o. Late B. C. Bachhawat 26/2, Becharam Chowdhury Lane Howrah-711 101	100 (One hundred)	
Total	300 (Three hundred)	

Calcutta Dated the 30th day of April 1997