

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PRODUCTIVE ENGINEERS (I) PRIVATE LIMITED.

- I. The name of the Company is **PRODUCTIVE ENGINEERS (I) PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, **at Maharashtra at Mumbai.**
- III. The Objects for which the Company is established are :

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

1. To carry on the business of designing, fabrication, processing, manufacturing, buying & selling, importing & exporting, assembling, reconditioning, erecting, indenting, inventing, converting, exchanging, altering, improving, executing, on turnkey basis, installing and commissioning at sites, servicing, assembling, repairing, or otherwise dealing in all types of equipments, furnace machineries and equipments, pollution control equipments, storage tanks, heat exchangers process vessels pressure vessels and containers, plant equipments and their components, spare parts and accessories and other custom built items, made or fabricated out of ferrous or non-ferrous metal suitable for chemical, Pharmaceuticals, Food Processing, Fertilizers, electronics, electrical and audio visual equipments appliances and other allied industries.

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

2. To undertake and execute any or all types of designing, engineering and consultancy jobs in respect of machineries required for Chemical processing, Pharmaceutical pollution control equipments, conveying, mining machineries, including designing and fabrication of all types of plants, machineries, heat exchangers, apparatus, tools, vessels, commodities, substances and things necessary or useful for carrying on any one of the above business or usually dealt with by the persons engaged therein.

3. To enter in to contracts, agreements, and/or any type of collaboration, tie-ups either alone or along with others for acquiring for own use or otherwise available technology, manpower, plant and machineries, components, raw materials and other incidental and allied equipments.
4. To prepare and submit preliminary report on the project and/or prepare and submit final project report, plant, layout, designs and blue-prints, and/or to undertake and execute construction, erection and operation of plant for commercial and industrial undertaking, government and semi-government undertaking, local authorities and for other public and private bodies.
5. To do the business of trading of Ferrous and Non- Ferrous metals of respective branches, Metallurgical Prospectors, Explorers, contractors, Agents and to establish workshop for the manufacture of any equipments required for any industry which the company can undertake and to deal in such equipments.
6. To deal machinery, dies, fixtures for moulding, rolling castings and processing of iron, steel and non-ferrous metals and alloys.
7. To install and run machine shop or to aid supplement improve the working of the steel foundry and engineering works.
8. To install generate, power required, for continuous process for the objects mentioned hereinabove.
9. To undertake and execute any contracts for works involving the supply for use of related services, articles, products or things and to act as structural and mechanical engineers.
10. To apply or, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concession for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
11. To advise the client on the comparative merits or otherwise of equipments, required by them and pass on their indents to the approved suppliers and/or manufacture in India and/or aboard and to import on behalf of the client and for the company necessary items for machinery and tools needed for the work and to erect, test and run all machinery, equipments for the clients and the company and to employ experts from any part of the world to inspect the products on behalf of company clients in India and/or aboard.
12. To enter into foreign collaborations, partnership or any arrangement for sharing or pooling profits, amalgamation, union of interest, joint ownership, joint venture, reciprocal concession or co-operation or amalgamate or to join hands with any person, firm, association of persons or company, Trust, business enterprise carrying on or engaged in or about to carry on or engaged in business or transaction, which may seem capable of being carried on or conducted directly or indirectly for benefits of this Company
13. To promote and float work as promoters of cooperative societies, industrial estates, theatres, hotels, sports pavillion, or any other society or any type of organization related to that and to construct or built for such society, buildings, houses, industrial estates or any other type of construction work and to promote formation of residential, commercial or industrial town-ships and markets and colonies, subject to relevant statutes in force.
14. To improve or buy, extract, sell, import, export, treat, dispose of waste realized or realizable from the activities enumerated in the main or incidental objects of the Company.
15. To do any other business either on its own or as to through agents, distributors, brokers, partners, representatives, commission agents or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above main, incidental and ancillary objects or otherwise calculated directly to enhance the value of any of the property and rights of the Company.
16. To acquire, produce, buy , import and sell, dispose of, export or otherwise deal in the raw materials, packing material & material required for preservation &

dispatch of finished & unfinished goods, stores tools, spares, accessories, parts required for the purposes of the Company.

17. To erect, construct, enlarge, acquire, work, use, repair, renovate, buy, sell, exchange, alter, improve, manipulate, refine, prepare for market, import, export or otherwise deal in plant, machinery, land, buildings, accessories, materials, things and commodities, necessary or convenient or capable or being used in any of the above specified business or proceedings or usually dealt in by persons engaged in the like business.
18. To organize, operate, carry on and maintain branches, agency, houses, representatives, stockists, distributors, convassors, selling agents, (sole or otherwise) in India or elsewhere in the world to initiate, help, promote and develop effective distribution of the products of the Company..
19. To acquire, take up and hold shares, stock debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture stock s, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, Commissioner, Public body, authority- supreme, municipal, local or otherwise whether at home or abroad.
20. To promote or join in the promotion of any company or companies for the purposes of acquiring all or any of the shares, stocks or debentures, bonds, property, rights and liabilities, of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to underwrite and hold shares and securities in it.
21. To become member of association or company or members of any chamber of commerce or other body or association of business trade or industries.
22. To participate in trade fairs, exhibitions, study tours, training programmes, conferences, symposiums, in India or abroad either on its own or as nominee of trade or Government association.
23. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or is possessed of property suitable for the purposes of the Company.
24. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
25. To apply for, purchase or otherwise acquire, and protect and renew in any part of the world, any patents, patent rights, brevet invention, trademarks, designs, licenses, concessions and the like conferring any absolute exclusive, non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or and to sue, exercise develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions, rights or information.
26. To subscribe, contribute or guarantee money, services or products of the company for any national, charitable, benevolent, public, general or useful objector fund or for any exhibition.
27. To make advances for purchase of raw materials, goods, machineries, parts, accessories, implements, equipments, or other articles or services required for the purpose of the business of the company and to receive advances against sale or services rendered by the company.
28. To receive on deposits at interest or otherwise and to lend money or property on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such person and on such terms as may seem expedient and in particular to customers of and person having dealing with the company.

29. To do the business of providing consultative and technical services relating to the business of the company or related business or any other business or activity, by way of market survey, preparing feasibility and project reports, and to enter into any arrangements of licensing, chartering, brokerage, technical business or financial collaboration with any other party or concern, for singular or mutual benefit or in taking or out flowing of know how, whether existing or newly developed techniques, including any rights or special methods and trade secrets.
30. To do , provide and act as technical and management consultancy covering all branches and disciplines of engineering and management such as organisational studies, systems analysis, production, materials, marketing, personnel, finance, Industrial engineering, Corporate legal affairs, taxation, administration, secretarial, accounting, Information systems and other allied areas, to conduct market research, operations research, studies in organisation behaviour, to advice, assist and suggest ways and means of improving efficiency by operation of new and improved techniques of production, procurement, administration, recruitment and sales so as to obtain optimum utilisation of resources, men material and money and to undertake the preparation of project reports, detailed financial and project engineering studies, execution of turnkey projects and for planning and promoting new Industries.
31. To appoint directors, or managers of any subsidiary company or any other company in which this company is or may be interested.
32. To institute and to defend any suit, appeal, application for review and revision or any other application of any nature, whatsoever, to take out execution, decrees, to enter into agreements to refer to arbitration and to enforce where need to be contest any awards and for all such purposes to engage or retail counsels, attorney and agents and when necessary to do away with their services
33. To purchase, take on lease or hire or otherwise acquire any movable or immovable property and rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular, any vehicle, ship or such other craft, any land, buildings, easements and stock-in-trade and either to retain any property acquired for the purpose of the company's business or to turn the same to account as may seem expedient,
34. To arrange or undertake to sell, purchase, advertise for sale or purchase, assist in selling or purchasing, and to find out or introduce purchasers or vendors of and to manage land, buildings, and property, whether belonging to the company or not and to let any portion of any premises for residential trade or business purposes, or other private or public purposes, and to collect rents and income and to provide to tenants and occupiers and other, refreshments, clubs, public halls, messengers, lights. Waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages, stables and other advantages.
35. To negotiate loans, underwriting contracts, mortgages, equity participation, cash credits, overdraft and other financial facilities from banks, financial institutions, government or semi government bodies and others or on behalf of companies, firms, societies, associations and other.
36. To acquire by purchase, lease, rent or otherwise deal in lands, buildings and hereditaments of any tenure or description and any interest therein and any rights over or connected with lands so situated and to turn the same to account as may be deemed expedient.
37. To enter into contracts, agreements and arrangements with any other company, licensees person, firms, trust, or any other party whether in India or elsewhere for the carrying out by such other company or partly on behalf of the company of any of the objects for which the company is founded.
38. To enter into contracts with Governments, whether local, provincial or central, in the Union of India or elsewhere in the world.
39. To pay out of the funds of the company all expenses which the company may lawfully pay off, or incidental to the formation, registration of and advertising of or raising money for the company and the issue of its capital including brokerage and commissions for obtaining applications for placing or underwritings or procuring the underwriting of shares, debentures or debenture-stock and to apply at the cost of the company to any competent authority for the extension of the company's powers.

40. To obtain any order or license of any Government or of any other authority of any legislature for establishing the company to carry any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may deem expedient, and to oppose any proceedings or applications, which may deem calculated to prejudice the company's interests.
41. To enter into any arrangements with any Government authorities, municipal, local or otherwise or any persons or company that may deem conducive to the objects of the company or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, finance, licenses and concessions including in particular rights in respect or railway, waterways, roads and highways, which the company may think fit desirable and carry out, exercise and comply therewith.
42. To form, constitute, promote, subsidise, organise and assist or aid in forming constituting, promoting, subsidising, organising and assisting or aiding any company or companies, of all kinds for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for carrying on any business which this company is authorised to carry on or to promote or advance the interest of this company.
43. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern or undertaking and generally of any assets, property or rights and to provide for their remuneration by payment in cash or otherwise having similar objects.
44. To operate business or branch of a business, which this company is authorised to carry on, by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch as carried on, or for financing and subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any time and either temporarily or permanently to close any such branch or business.
45. To adopt such means of making to the public the business of this company and in particular by giving prizes, awards, and donations or advertising prizes, awards and donation or advertising in the press by circulars, by hoarding, posters, placards, publication of books, journals banners.
46. To nominate directors or managers of any subsidiary company in which this company is or may be interested.
47. To send out to foreign countries Directors, Employees, in promoting the interest of the company and to pay all the expenses incurred in this connection.
48. To take part in the management, supervision and control of the business or operations of any company or undertaking.
49. For the purpose mentioned in the preceding clause to appoint and remunerate any directors, trustees, accountants or other experts or agents.
50. To let, lease, sell, re-sell, part with transfer, purchase, mortgage, charge or otherwise with the company's undertaking, buildings, or other property or any part of thereof belonging to the company, or which may be deemed necessary or convenient for the purpose of company's business or may be thought desirable.
51. To sell, lease, mortgage, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking property, assets, rights and effects of the company, may think fit, and in particular, for share, debentures or securities of any of the company, to promote any other company or companies for the purpose of its or their acquiring all or any of the property, rights or liabilities of the company.
52. To purchase take on lease or license or, hire or otherwise any real and/or personal property and any rights or privileges and advantages of any kind whatsoever which the company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company and, in particular, any land (freehold, leasehold, or other tenure), tenements, buildings, easements, machinery, plant and stock-in- trade and on any such lands, to erect buildings, in factories, sheds, godowns, or other structures for the works and purposes of the company, and also for the residence and amenity of its employed, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or

profitable for the purpose of the company and either to retain any property to be acquired for the purpose of the company's business or to re-sell, mortgage, let on lease and or otherwise deal with or to run the same to account as may seem expedient.

53. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.
54. To enter into any arrangement with any state or the Union Government or Authority, Municipal or Local authorities or other persons or firms or otherwise that may seem conducive to the attainment of the company's objects or any of them and to apply for and to obtain or to purchase or otherwise acquire from any such Government, Municipal or Local authorities or other persons or firms all monopolies, rights, concession, licenses, grants, decrees, sanctions powers and privileges whatsoever which the company may think beneficial or desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concession for the benefit of this company.
55. To apply for promote and obtain any act, charter privilege, concession, licenses order or municipality, provisional order or license or any authority for enabling the company to carry any of its objects into effect, or for extending any of the powers of the company or for effecting any modification of the company's constitution, or for an other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.
56. To procure the recognition of the company in any country, state or place and to apply for or join in applying to any parliament, government, local municipal or other authority or body, India, British Common Wealth or foreign for any act, or laws, decrees, concessions.
57. To refer, or agree to refer, any claim, demand, dispute or any other question, by or against the company, or in which the company is interested or concerned, and whether between the company and a member members or his or their representatives, or between the company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
58. To undertake and execute any trusts the undertaking of which may seem to the company desirable for the benefit of employees or former employees.
59. Subject to the provisions of the Companies Act 1956, to distribute among the members in specie, any property of the company, or any proceeds of sale or disposal of nay property of the company, in the event of winding up.
60. To insure the whole or any part of the property of the company, either fully or partially, to protect and indemnify the company from liability or loss in any respect, either fully or partially and also to insure and to protect thereof, either on mutual principle or otherwise.
61. To Act as principal, agents carrier, broker, underwriter, insurer, factor, trustee, contractor, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state or government or colony or dependency thereof.
62. To exercise all or any of its corporate powers rights and privileges and to conduct its business in all or any of its branches in Union of India and in any or all states, territories possessions, colonies and dependencies there and in any or all foreign countries, and for the purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
63. To stand guarantors and be surety or answerable for the debts or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans or the fulfillment of any obligation or performance by any such person, firm or company, and to enter into contracts of indemnify or guarantee on such terms and conditions as may seem necessary or expedient for effecting the same.
64. To create any depreciation fund, reserve fund, sinking fund, reserve fund, sinking fund, insurance fund equalisation fund for dividend or any special or

other fund, whether for depreciation or for repairing improving, extending, or maintaining any of the property or properties of the company or for redemption of debenture or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the company.

65. To furnish and provide deposits and guarantee any funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment subjects to the provisions of Companies Act, 1956.
66. To own, establish, or have and maintain branches and agencies all over India and any where in the world, for serving its business.
67. To open, maintain, adjust, start or close account of all nature and description with any Bank or Banks as may from time to time be thought fit and to operate upon and pay into or withdraw money from such accounts and do all acts necessary for the purpose or outside India.
68. To act as agents of any other person/s or any other company in the interests of the company, with or without remuneration.
69. To mortgage and charge the whole or any part of the undertaking and all or part of the movable and immovable property present or future and all or any part of the uncalled capital for the time being of the company and to create issue at par or at premium or discount or for such consideration as may be thought fit debentures, mortgage debentures and debenture stock payable to bearer or otherwise and either permanent or redeemable or repayable and collaterally or further, to secure any securities of the company by a Trust Deed or other assurances.
70. To indemnify Officers, Directors, Promoters and Servants of the company against proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done, and in the interests of the company or for any loss or damage or misfortune whatever which happens in execution of the duties of their office or in relation thereto.
71. To subscribe, contribute or guarantee money for any general or useful object or funds or political parties or institutions and to aid pecunarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of industry or trade.
72. To issue debentures, debenture-stock, bonds obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights, present and future, of the company including, if thought fit, uncalled capital or otherwise howsoever.
73. To invest and deal with moneys and funds belonging or entrusted to the company, not immediately required in land buildings bullion, commodities, shares, debentures, articles, goods, negotiable instruments, advances against ships, vessels vehicles, air crafts or such other crafts or any movable or immovable property or rights, government, municipal and other bonds and securities and in such other investment and in such manner as may from time to time be determined and to vary such investments and transactions and to lend moneys on such terms with or without security as may seem expedient and in particular to customers and other having dealings with the company and to guarantee the performance of contracts by any such persons.
74. To let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income and to supply to tenants and occupiers and others, refreshments, clubs, public halls, massagers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and other amenities.
75. To insure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description as well as the fulfillment of contracts and other trading and commercial transactions of every description, whether at home or abroad and to indemnify and person against the same and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture stock, bond, mortgage, charge, security,

contracts or obligations of any persons, persons or corporation or any authority, supreme, municipal, local or otherwise.

OTHER OBJECTS :

76. To carry on the business of producing and commercially exploiting in any manner whatsoever theatrical, musical, operatic, broadcasting, motion picture, motion picture photoplay, television, radio and other entertainment including shows, units, skits, plays, dramas, concerts, comedies, revues, musical comedies, lectures, pantomimes, ballets, pageants, spectacular effects, tableaux, exhibitions and amusement devices, features and ideas of every kind, nature and description, in any part of the world and also transmission, utilization, transportation and communication to the public in any manner, distribution, exhibition and to furnish for hire and / or under license any musical, literary and dramatic work, vocal and instrumental music of any kind and description, to anybody in any part of the world and to organize competition and encourage talent in the arts and crafts in any part of the world.
77. To do the business of builders and consultants to construct, execute, carry out, equip, improve and work roadways, tramways, tunnels, rope ways, docks, harbours, dams, canals, wharves, water courses, reservoirs, embankments, irrigation, reclamation, sewage, drainage and other plumbing and sanitary works as also water, gas and other supply works, house, buildings and erection of every kind.
78. To undertake all kind of infrastructure projects including construction of roads, bridges, dams, rail systems, highway project including housing or other activities, water supply project, water treatment system, irrigation project, sanitation and sewerage system or facility solid waste management system a port, airport, inland waterway or inland port and to develop, maintain and operate any other infrastructure facility.
79. To carry on the business of general construction contractors, building contractors, proprietors of lands, flats, maisonettes, dwelling houses, shops, offices industrial estates, lessees of lands, flats and other immovable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or Buildings of any tenure or description wherever situated, or rights or interest therein or connected therewith, to prepare building sites, and to construct, re-construct, pull down, renovate, alter, improve, decorate and furnish and maintain flats, maisonettes, dwelling houses, shops, offices, blocks, buildings, industrial estates, works and conveniences of all kinds, and sell the same on ownership basis, installment basis, hire purchase basis or lease basis and transfer such building to Co-operative Society, limited companies or association of persons or individual as the case may be, to lay out roads, pleasure garden, recreation grounds, auditoriums, theatres, and sports pavillion, to plant drain or otherwise improve land, building or any part thereof.
80. To carry on the business of producers, manufactures, distributors, exporters, importers, tressors, licensors, exploiters, wholesalers, retailers of and dealers in all types of sound records, audio cassetter, compact discs laser discs or in any other format, now or hereinafter known or in existence and in any audio visual media, video tapes, motion pictures, films, photographs, holograms, etc., and/or deal in or otherwise use the copyright therein in all parts of the world, in any and every form and manner and by any and every method and means, now or hereafter known or in existence and all right and interests therein and thereto.
81. To acquire, build, purchase, construct, take on lease or otherwise, acquire at any place in any part of the country or elsewhere any theatre halls, musical halls, rooms, any halls or place which will be dealt with, utilized for the purpose of carrying on business of production, distribution of the feature films, documentary films, cinematographic films, telefilms and any other audio-visual softwares.
82. To carry on in India or elsewhere the business of imparting Education and Training in computer hardware and software, providing complete computer based solutions, consultancy in computer based information systems, selection of hardware and software, marketing of software products, design, develop and implement software solutions, placement of personnel and to carry on the business of marketing computer hardware, peripherals, accessories and related supplies, trading in computer hardware, peripherals and accessories, importers and exporters of computer systems, peripherals, accessories, software and other related activities and to carry on the business of research and development activities related to computer hardware and software, rendering consultancy and

implementation service in computer related communication system, providing data processing services, maintenance of computer hardware and peripherals, to provide all kind of activities relating to internet including its marketing, training, web development, electronic commerce, electronic mail and all kind of internet related activities and to carry on business as manufacturers, maintenance, installers, traders, importers, exporters and to generally deal in all kinds of computer hardware and software products and computer peripherals.

83. To carry on the business of developing, improving, designing, marketing, selling, educating, importing, exporting, renting, hiring, and licensing software and program products of any and all descriptions and to act as consultants, managers, maintainers of computers, computer oriented systems and all branches of computer sciences including electrical, electronics, engineering of rendering services related to the preparation and maintenance of accounting, statistical or scientific information and programming, collecting, storing, processing and transmitting information to provide computer wise, and services in all areas of management, finance, investment, commerce, marketing, personnel, organization and methods with the aid of computers and generally to render services related to or for solving or aiding commercial, industrial, scientific and research problems and to provide the services of software technologist and personnel to foreign companies.
84. To carry on and provide services and to act as financial advisers, management consultants, personal and corporate investment and finance portfolio managers, direct, indirect and allied tax consultants to companies, firms or persons either by themselves or in partnership with others and to perform all and singular the several duties, services and offices which secretaries, treasurers and/or agents of any company.
85. To act as commission agents, manufacturers, representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and to manage issues, public private placements of shares, debentures and public deposits to handle executor and trustees business, and for this purpose to become member of stock exchanges and to subscribe to and become members of such other exchanges, associations, organisation.
86. To carry on the business as manufacturers, buyers, sellers, resellers, hires, importers exporters, dealers, agents, distributors, repairers, stores, warehouseers of any goods, articles or things or merchandise, licences.
87. To carry on the business of tourists and travel agents and transport agents and contractors to arrange and operate tours and to facilitate and provide traveling for tourists and travelers and of freight and passage brokers and representatives of airlines, steamship lines, railways and other carriers, whether in India or abroad.
88. To carry on the business of manufacturers, assemblers, sub- assemblers, distributors and dealers in electronic goods of every description including units such as computers, calculators, time pieces, system of communication control and monitoring, radios, television, video sets, entertainment electronics and other appliances, apparatus, equipment and instruments and any components and spare parts thereof employing electronic and electrical technology in the manufacture of the same and to carry on the business as engineers, designers, installers, maintainers, repairers and services in field of electronic and electrical technology.
89. To undertake the work of advertising on television and other Audio- visual media and for that purpose to design posters, picture cards and hoardings and other publicity material and undertake the work of erecting and maintaining hoardings, enter into and execute contracts for vision mixing, special effects, musical concerts and show and other similar for of entertainment, carry on the business of conceiving, designing, fabricating, erecting and supervision of decorative sets and models for motion and video pictures for use in studio or on location.
90. To establish, maintain, conduct, provide procure or make available, services of all kinds including commercial, statistical, financial, accountancy, medical legal, social services and to take such steps as may be necessary for the purpose.
91. To promote, own, establish, maintain shops, shopping centers, to facilitate and/or undertake trading in goods, commodities, services as are required for catering the needs of consumers.

92. To provide all types of financial services including raising and placement of funds, placement of securities, advising on investment of funds, act as financial consultants, Asset Management consultants, project counseling and advisory services, foreign exchange advisory services, syndication of funds, portfolio Investment consultants in respect of shares debentures, securities, bonds, units, obligations, tax planning consultants.
93. To carry on and undertake the business of finance investment, and trading and leasing including business of bills discounting and purchasing financing discounting rediscounting bills of exchange to act as discount and exchange house to undertake acceptance or co-acceptance of bills to finance lease operation of all kinds that the company may think fit, and to assist in deferred payment of similar transaction and to subsidise finance or assist in subsidising or financing the sale and maintenance of any goods articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and building, plant and machinery, equipment ships, aircrafts ,automobiles, computers and all consumer commercial and industrial item and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and/or used and to undertake finance of industrial enterprises.
94. To establish run, conduct and administrate training center, training school, training college or training school, training college or training institution to import knowledge regarding all aspects of data processing, data processing systems, computers systems, computers, type setting computers maintenance and all the branches of computer science in India and abroad.
95. To give advice on or to offer, give, take, circulate and/or otherwise, accept or implement any take over bids, mergers, amalgamations, acquisitions, diversifications, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as part of the concern or otherwise as may be required having regard to business exigencies; and or setting up of concerns and undertakings whether as company body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.
96. To carry on the business of merchant banking in all its aspects, whether by way of public offer or otherwise, of shares, stock, debentures, bonds, units participation certificates, deposits, certificates notes, bills warrants or any other instruments whether or not transferable or negotiable, commercial or other paper or scripts (hereinafter collectively referred to as the "Securities") to act as agents of and or dealers in business, to act as financial consultants, advisers and counselors in investment and capital markets, to underwrite, sub-underwrite or to provide stand-by or procurement arrangements, to issue guarantee or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for the securities, to manage portfolio investments, to provide financial an investment assistance for the purposes herein, to act as issue house, register to issue, transfer agents, for the securities, to manage and administer computer centers and clearing houses for the securities to form syndicates or consortia of managers, agents and purchasers for or of any of the securities, to act as brokers, dealers and agents of or in connection with the securities, bullions and precious metals, to syndicate any financial arrangements whether in domestic market or on international market and whether by way of loans, guarantees, export and yard credit; to undertake the work of factoring of bills and other commercial papers, and to arrange and/or co-ordinate documentation and negotiation in this regard.
97. To carry on the business as Depository participant / custodian securities or any other intermediary associated with the securities market as contemplated under the Securities and Exchange Board of India Act, 1992 (as amended), Depositories Act, 1996 and / or the rules and regulations framed thereunder from time to time or amendments affected there in relation to the said line of activity or any related activity including as an agent, associate, representative or assignee of any related activity including as an agent associate, representative or assignee of any depository, registered owner or participant and for the said purpose to carry out all activities necessary and proper and exercise all rights and powers in relation or under the statutes governing the said line of activity from time to time.

98. To carry out financial business and perform financial services including factoring, direct and indirect of taxation matters, making of loans both short and long term with provision of financing software such as computer programs to provide advisory/consulting service to other entitles on all manners of financing to provide services relating to credit ratching for debentures, debenture stocks, bonds, other securities and fixed deposits to act as foreign exchange adviser and to provide various services relating to foreign exchange matters, opening letters of credit, or causing to open letter of credit to give guarantee including or causing to give guarantee including deferred payment guarantee excise, custom clearance to manage advice and give service for merger & acquisitions.
99. To acquire and hold one or more membership in stock/security exchange, trade association, commodity exchange, clearing houses or association or otherwise in India or any part of the world, to secure and hold membership in any association of bankers, insurance companies, brokers, security dealers, or commodity dealers or any other association, membership of which will or is likely in any way to facilitate the conduct of the company business.
100. To carry on and undertake the business of finance, factoring, making loans or advances, underwriters, collection agents and hirers, lessors and to finance lease operations of all kinds, purchasing, selling, hiring or letting / leasing or hire all kinds of plant and machinery and equipment and to assist in and syndication of and financing of all and every kind and description of hire-purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description.
101. To carry on the business of an investment company and to underwrite, sub-underwrite, to invest in, and acquire and hold, sell, buy or deal, whether as brokers or sub brokers or otherwise, in shares, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or foreign governments, State, Dominions, sovereigns, municipalities, or public authorities or Bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere and to act as share broker, share sub-broker & stock broker.
102. To carry on the business of manufactures, traders, maintainers, installers, repairers, importers, exporters and to generally deal in and all kinds of computers, hardware and software products and services computer peripherals and storage media, computer stationery and books, computer furniture and site equipment, video display units, telecommunication equipments or other automated machines currently in use or to be invented/developed utilised any time in future.
103. To carry on and provide consultancy services in the areas of computer management and engineering covering computerised information systems, feasibility studies, systems design and development, computer based management information systems, on line real time systems, process control, distributed computing, data base design and implementation, operation system, simulators, design of compilers, studies on computer architecture, software development, surveying and survey date systems, Industrial engineering applications and conduct data processing facilities including provision of maintenance systems for mini micro and large computer systems and to act as dealers and/or agents for any computer manufacturer.
104. To carry on the business of rendering all types of communication and information services to business houses, commercial or noncommercial organisations by collectiing, collating and classifying various types of data and information in a systematic and useful manner by installation and/or hiring of satellite communication facilities by providing communication highways and of publishing, distributing and selling the same to periodicals, magazines, newspapers, journals, newsletters, occasional papers and to syndicate date, information, articles, photographs, illustration on Industrial, corporate, management, economic, social, political, scientific, legal, technological, medical and all other subjects.
105. To act as transfer agents and registrars conducting share transfer, share registration and other company secretarial work, to act as transfer Managers and/or Trustees and to provide issue house services in connection with the creating, issue or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks and securities and to facilitate, encourage and guarantee the issue and subscription of capital, shares, stocks, units, debentures stocks, obligations and other securities by virtue of acting as

underwriters, placement agents, retail distributors, wholesale distributors, investment sourcing agents, or brokers and to acquire such capital, shares, stocks, debenture stocks, obligations and other securities in the course of fulfillment of such objectives.

IV. The liability of the Members is limited.

V. (a) **The Authorised Share Capital of the Company is Rs. 25,00,000/- (Rupees Twenty Five Lac only) divided into 250,000 Equity Shares of Rs.10/- (Rupees Ten only) each.

(b) The minimum paid up capital of the Company shall be Rs. 1,00,000/- (Rupees One Lac only)

** The Above Clause V (A) has been amended vide Ordinary Resolution passed in Extra Ordinary General Meeting of the members held on 26th November, 2012.

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

Name, address, description and occupation of each subscribers	Number of Equity shares taken by each subscriber	Signatures of Subscriber s	Signature, name. Address, description and occupation of the witness

1. Vinod P. Metha S/O :- Pukhraj Metha ADD :- Room No – 501, shiusmurti Hsg. Soc., Blbg No – 4, 5 th Floor Dr. B.D.Marg, Mumbai:- 400008 OCC :- Businessman	17,500 (Seventeen Thousand Five Hundred)	Sd/-	<p style="text-align: center;">Witness to the subscriber No. 1 To 4.</p> <p style="text-align: center;">Arvind S. Jain S/o:- Samrathmal T. Jain Add:- C-12, Bharat Nagar, Grant Road, Mumbai :- 400007. Occ:- Profession.</p> <p style="text-align: right;">Sd\-</p>
2. Surendra R. Salvi S/O :- Raghavendra R. Salvi ADD :- Flat no. 302, 3 rd Floor, Jaswandi, Voltas Employees Chs., Vasant Vihar, Pokharan no. 2, Thane (W)- 400601. OCC :- Businessman.	12,500 (Twelve Thousand Five Hundred)	Sd/-	
3. Dimple V. Mehta W/O:- Vinod P. Mehta ADD :- Room No – 501, shiusmurti Hsg. Soc., Bldg No – 4 , 5 th Floor, DR. B. D. Marg, Mumbai :- 400008 OCC :- House Wife	10,000 (Ten Thousand)	Sd/-	
4. Nitesh Dhokad S/O :- Kantilal Dhokad ADD :- E-1/502, 5 th Floor, Bharat nagar CHS., Grant Road, Mumbai :- 400007. OCC :- Businessman	10,000 (Ten Thousand)	Sd/-	
	50,000 (Fifty Thousand)		

Place: Mumbai.

Date : 15/02/2007