THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

ARTICLES OF ASSOCIATION
OF
TRICON POLYMERS PRIVATE LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to special resolution were passed by Members at the Annual General Meeting of the Company held on 30.09.2015 in substitution for and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

Preliminary

I. The Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall not apply to the Companyexcept in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

Interpretation

II. (*1*) In these articles—

(a) "Company" or "this Company" means TRICON POLYMERS PRIVATE LIMITED.

(b) "Office" means the Registered Office of the Company.

(c) "the Act" means the Companies Act, 2013and Companies Act, 1956 so far in force and any statutory modification or reenactment thereof for the time being in force.

(d) "the seal" means the common seal of the Company.

(e) "Directors" means the Board of Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

(f) Words imparting the masculine gender also include feminine gender and transgender.

(g) "Articles" means these articles of association of the Company or as altered from time to time.

(h) "Annual General Meeting" means a general meeting held as such, in accordance with the provisions of the Act.

TRICON POLYMERS PVT. LTD. MUMBAI

(i) “Capital” means the share capital for the time being, raised or authorised to be raised, for the purpose of the Company.

(j) "FEMA" means Foreign Exchange Management Act, 1999

(k) "Member" means the duly registered holder, from time to time of the shares of the company and includes the subscribers to the Memorandum of the company.

(l) "Rules" shall mean the Rules issued from time to time (including any statutory amendment or replacement thereto) under the Act.

(m) “Secretary” means a Company Secretary, within the meaning of clause (c) of sub section (1) of section 2 of Company Secretaries Act, 1980, who is appointed by the Company to perform the functions of the Company Secretary under this Act.

(n) "Special Resolution" and "Ordinary Resolution" shall have the meanings assigned thereto respectively by Section 114 of the Act.

(o) "Tribunal" means "National Company Law Tribunal" constituted under the Act.

(p) "In writing" or " written" include words printed, lithographed, typewritten, represented or reproduction in any mode in visible form.

(q) “Extra-ordinary General Meeting” means an extraordinary general meeting of the members duly called and constituted, and any adjourned holding thereof.

(2) 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 in force at the date at which these regulations become binding on the Company.

(3) Words importing the masculine gender also include the feminine gender and words importing the singular number include where the context admits or requires the plural number and vice versa.

Private Company

III The Company is a Private Limited Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:-

(a) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company, and persons who having been formerly in the

employment of the Company, were members of the Company while in the employment and have continued to be members after the employment ceased) shall be limited to two hundred;

Provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company, they shall be treated as a single member, and

(c) No invitation shall be issued to the public or subscribe for any securities of the Company.

Share capital and variation of rights

IV. ***1.*** The Authorized Share Capital of the Company will be as stated in Clause V of the Memorandum of Association from time to time with power to increase or reduce the share capital of the Company and to divide the share capital for the time being into several classes and to attach thereto respectively such ordinary, preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary , modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these Articles or the provisions of the Act for the time being in force.

2. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

The Company in General Meeting may, from time to time, increase the capital by the creation of new shares of such amount as may be deemed expedient.

Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the Capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be issued as fully paid up or partly paid up or otherwise than for cash , and if so issued, shall be deemed to be fully paid-up or partly-paid up shares as the case may be.

Every member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereof, in such amounts, at such time or times and in such manner as the Board of Directors shall from time to time, in accordance with these Articles, require or fix for the payment thereof.

3. (*i*) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(*ii*) Every certificate shall be under the seal, if any and shall specify the shares to which it relates and the amount paid-up thereon.

(*iii*) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

4. *(i)* If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles 3 and 4 shall *mutatis mutandis* apply to any securities of the company.

5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

6. (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with

dividends, bonuses or other monies payable in respect of such share.

96. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

97. No dividend shall bear interest against the Company.

98. No dividend shall be paid otherwise than out of profits of the year or any other undistributed profits or otherwise than in accordance with the provisions of Sections 123 of the Act or any other law for the time being in force and no dividend shall carry interest as against the Company unless required by law. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

The board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Accounts

99. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law.

Winding up

100. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(*i*) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(*ii*) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(*iii*) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

101. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Wherever in the Companies Act, 1956 or the Companies Act, 2013, as may be applicable, it has been provided that any company shall have any right, privilege or authority or that any company cannot carry out any transaction unless it is so authorised by its Articles, then and in that case this Article hereby authorises and empowers this Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the provisions of the Companies Act, 1956 and the applicable provisions of the Companies Act, 2013 without there being any other specific Article in that behalf herein provided.

In case where there are any specific restrictions in this articles and if same is / are been relaxed by Government or by any regulatory authority or any applicable law including but not limited to Companies Act, 2013 or Companies Act, 1956 in such a scenario this articles shall stand amended to that extend and shall be interpreted liberally.

We, the several persons whose names, addresses and descriptions are hereunder subscribed below, are desirous of being formed into a Company in pursuance of these ARTICLES OF ASSOCIATION and respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Name, Addresses, Descriptions, & Occupations Of Subscriber	Signature Of Subscriber	Signature of Witness and his Name, address, description and occupation
Vidyut Dilip Shah S/o Dilip S. Shah B-70 Nalanda 62,Peder Road, Mumbai 400026 Business	Sd/-	Witness to all Sd/- Sukumar Bhaskar Shetty S/o Bhaskar Shetty 404-E Crystal Palace Link Road Malad(west) Mumbai 400064 Business
Anil Sunder Shetty S/o Sunder Shetty 3/7 Dhanashree 'A' LT.Dilip Gupte Marg, Mahim Mumbai 400016 Business	Sd/-	

Mumbai 8th March 1997.

TRICON POLYMERS PVT. LTD. MUMBAI

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TRICON POLYMERS PRIVATE LIMITED

I. The name of the Company is **TRICON POLYMERS PRIVATE LIMITED.**

II. The Registered Office will be situated in the State of Maharashtra.

III. The objects for which the company is established are:

(A) Main objects of the Company to be pursued on its incorporation.

1. To carry on business of Export, Import, Manufacture, sales & Purchase of Rubber Moulded and Extruded Products in different Polymers , Anti corrosive Rubber Lining of Tanks , Vassels & Pipes , Rubber Rollers , Rubber Sheeting , & Rubber Hose Pipes.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENTS OF THE MAIN OBJECTS:

2. To provide Know how , Design and Consultancy for Rubber Moulded and Extruded Products.

3. To negotiate loans, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.

4. To advance moneys or give credit to such person, firms or companies with or without security or wholly or partly secured and on such terms as may seem expedient and in particular to customers of and others having dealings with the company and to give guarantees or become surety for any such persons, firm or Company, for the purpose of the Company's business.

5. To borrow or raise money for the purpose of financing the business or trade of the Company, in the form of debenture, debenture stock, commercial paper, Fixed deposit in such manners as the Company shall think fit. Such borrowed amount to be secured by mortgage, hypothecation, charge, lien upon whole or part of the Company's property or assets whether (present or future) including its uncalled capital and to guarantee the performance, obligation or liability of its business.

6. To draw, make accept, endorse, discount, execute and issue cheques promissory note, bills of exchange, bills of lading, warrants, debentures and other negotiable or non-transferable instruments in connection with the company's business.

7. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or

business which this company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in and amalgamate for sharing profits or co-operation or for limiting competition for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any share, debenture stocks or securities so received.

8. To enter into any arrangement with any Government or authority (Central, State, supreme, municipal local or otherwise) or any company, firm or person that may seem conducive to the attainment of the company's objects and to obtain from any such government, authority, company, firm or person any charter, contracts, decrees, rights, privileges, licences, orders and concessions which the company may think desirable and to carry out exercise and comply with any such charters, contracts, decrees, rights, privileges, licences, orders and concessions which the company may think desirable.

9. To subscribe, to purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this company.

10. To act as agents or brokers or trustees for any person, firm or company carrying on business in whole or in part similar to those of the company and to undertake

perform subcontracts and also to act in any of the business of the company through or by means of agents, brokers, subcontractors or others.

11. To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of this company or enhance the value of any property or business of this company and to guarantee,underwrite, subscribe for or otherwise acquire all or any of the shares, securities of any company as aforesaid or to amalgamate with absorb or have community of interest with any such other company and to acquire and secure membership seat or privilege in and of any association, exchange, market or institution in india or any part of the world.

12. To alter, manage, develop, exchange, lease, mortgage, underlet, sell or otherwise dispose of the whole or in portions, for such consideration as the company thinks fit and in particular for shares, debenture, stock or securities of any company.

13. To establish agencies outside India or to open depots for carrying out the objects of the company as may be deemed expedient or conducive to the interest of the company.

14. To apply for, obtain or acquire, industrial and any other licences and to enter into agreement with any body corporate, partnership, persons or joint ventures for obtaining grant, licence, industrial information, know-how, expert guidance, collaboration in setting up and operation(s) of the undertaking or undertakings of the company and arrange facilities for training of any of the employees of the company.

15. To apply for and take out, purchase or otherwise acquire any patent, goodwill, trade name, patent rights or inventions, copy right or secret process which may be useful for the company's object and to grant licences to use the same.

16. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for all 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.

17. To amalgamate, enter into foreign or Indian, technical, and/or financial collaboration, partnership or into any arrangement, for sharing of profits, union of interest, co-operation, joint-venture, reciprocal concession or otherwise with any person, firm, corporation or Government or Company carrying on engaged in or about to carry on or engage in business, undertaking or transaction which the Company is authorised to carry on or engaged in or any business, undertaking or transaction or otherwise assign any such person, firm or company and to take or otherwise acquire and hold shares or securities of any such persons, firms or companies, to sell, hold re-issue with or without guarantee or otherwise deal with the same, otherwise acquire and hold shares or securities of any such persons, firms or companies, to sell, hold, re-issue with or without guarantee or otherwise deal with the same

18. To place, to reserve or to distribute as bonus shares in respect of moneys arising from the sale by the company of forfeited shares in confirmity with the

provisions of the Companies Act.1956.

19. To promote, form and to be interested in and take, hold and dispose of shares in any other company having objects similar, altogether or in part to those of this Company or to subsidies or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stocks, debenture-stock, or other securities of such company and to transfer to any such company any property of this Company and to take or other wise acquire, hold and dispose of shares, debentures and other securities in or of any such company.

20. To invest and deal with the moneys of the Company not immediately required in immovable properties, shares, stocks, bonds, debentures, obligations or other securities of any company or association or in Government Securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts, and documents that may be necessary in the behalf.

21. To advance and /or lend money, either with or without security and generally to such persons, firm, associations, trusts, corporations, companies, upon such terms and conditions, as the Company may think fit.

22. To open accounts with any bank and to deposit moneys therein and to draw and endorse cheques on and to

withdraw moneys from such accounts and operate upon same (whether overdraft or not) as may be required for any of the objects or purposes of the Company.

23. To insure any of the persons, properties, undertakings, contracts guarantee or obligations or profits of the Company of every nature and kind in any manner whatsoever.

24. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.

25. To establish, provide, maintain and conduct or otherwise subsidies research laboratories and experimental stations, work-shops for scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigations and invention by providing, subsiding, endowing or assisting laboratories, workshops, libraries, training colleges, schools and other institutions for training, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants.

26. To be interested in , promote and undertake the formation and establishment of such institutions, associations, chamber of commerce, or other bodies, business, industrial trading or manufacturing within the objects of the Company.

27. To undertake and execute and trust the undertaking whereof may seem desirable either gratuitously or otherwise, and/or to make donations to any persons, company or association and subscribe or guarantee moneys

for any national, international, charitable benevolent, educational, public, object, activity, exhibition, or trade fare which may be conductive to the objects of the Company or in the interest of its members or for the welfare of the staff and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the business which the Company is authorised to carry on.

28. To undertake or participate in the formation, management, supervision or control of the business operations of any other Company, other firm or person, having similar objects.

29. To donate or gift, in cash or kind, for any national, charitable, benevolent, public or useful purposes or to any institution, club, society, research association, fund, university college or any other person or body.

30. To adopt such means of making known and advertising the business of the Company as may seem expedient.

31. To pay out of the funds of the Company all the cost, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company or any other company promoted by the Company or any Company in which the company is or may contemplated being interested.

(C) OTHERS OBJECT:

32. To carry on the business as manufacturers of fertilisers and manures, dye makers, gas makers, ship owners and charters, carriers by land and sea, wharfingers, warehousemen, barge owners, planters, farmers and sugar merchants

33. To carry on the business of prospecting, exploring, opened and working mines, drill and sink shafty or well and to pump, refine, raise, dig and quarry for oil petroleum, gold, silver, diamonds, precious stones coal,earth limestone, iron, aluminium, titanium, vanadium, mica, apalite, chrome, copper, gypsum, lead, manganese, molybdenum, nickel, platinum, uranium, ruthenium, sulfur, tin zinc, zircon, bauxite, tungsten and other ores and minerals.

34. To carry on the business of manufacturers of and dealers in all types of rubber leather, plastic, latex, solaced, bakelite and similar goods and their accessories and fittings, including tyers, tubes,rolls, rollers and packaging items.

35. To carry on the business of manufacturers of and dealers in Building Material, cement, lime, plasters, ceramic, Plumbing and sanitary fittings, asbestos sheets, decorative paints, chinaware, whitening clay, gravel, sand minerals, earth coke, fuel and stone and builders requisites and conveniences of all kinds.

36. To purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, furnish, equip, utilise, procure, refine, use lease, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, trade, deal in and all kind of metals or precious or semiprecious metals and source materials, ingredient, mixtures, derivatives, and compounds thereof, and all kinds of products of which any of the forgoing is used including but not limited to mechanical and electrical machinery, apparatus, equipment, implements, devices, fixtures, supplies and accessories and casting and forgings.

37. To engage in the business of engineering, constructing and construction, including the design, manufacture, construction, erection, alteration, repair and installation of plants, buildings, structures, ways, works, systems and mechanical and electronic machinery equipment apparatus and devices.

38. To carry on the business of manufacturers, exporters and importers, commission agents, tradesmen and dealers in dyes, dyes intermediates dyestuffs, chemicals of all types including agricultural, laboratory, photographic, pharmaceutical and industrial chemicals, oils, tannings and tanning extracts, paint and paint raw materials, solvents, perfumes, acids, alkalies, plastic materials of all kinds including polythene and polyvinychloride (P.V.C.) and its allied products and substance whether manufactured or not.

39. To carry on the business of chemical, mineral and mining engineers, analysts and analysers of metal, minerals, finished products and consultants , and prospectors and drawers.

40. To refine, treat and render merchantable and fit for use natural deposits of salt, brine, natron, soda, kiesulguhr nitrates and other chemical substance of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic metallurgic or other forms of plants or process of every kind of chemical and other products and by-products.

41. To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.

42. To carry on the business of manufacturers and dealers in all kinds of apparatus, bottles, containers, caps, stoppers, jars, brushes, boxes and cases, wholly of card wood, metal, plastic or other substances, tins, cartons, compact for the Company.

43. To manufacture, import, export, buy, sell, distribute or otherwise deal in. all types of ferrous non-ferrous ores, metals, metal alloys, amalgams in any form or shapes.

44. To acquire any agency rights, distributorship, for goods of any nature, i.e.,capital or consumer or otherwise.

45. To buy, sell, manufacture, repair, convert, alter, let on hire and deal in metals, machinery implements, rolling stock and hardware of all kinds.

46. To carry on business as manufacturers of and dealers in, or as stockists, imports and exporters of packing materials, containers, boxes, and cases made of paper, boards, wood, glass, plastic, pulp, cellulose films, polyethylene, rubber, tube metals, metal foils, gelatin, tin, flexible, treated, laminated on other materials.

47. To invest in or subscribe or purchase or otherwise acquire in india or aboard shares, stocks, debentures securities or other interests in any other Company, movable or immovable property of any kind, to make payments thereon in advance of calls and the same to hold, sell, exchange, underwrite or otherwise dispose of or deal with the same from time to time as may seem expedient or to otherwise invest the money of the Company.

48. To purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, trade, deal with any kinds of chemicals and source materials, ingredients, mixtures, derivatives, and compounds thereof and may all kinds of products of which any of the foregoing is used, including but not limited to medicines, pharmaceuticals, fertilizers and industrial chemicals of all kinds.

49. To carry on business of Export, Import, Manufacture, Sales and purchase of Exercise Book, Account Book, Paper Stationery, Computer Stationery, All kind of Cards & Printed Materials including Books and Periodicals and Packing Material.

50. To carry on business of Export, Import, Manufacture, Sales and purchase of Paper, Paper Products, Waste Paper, Raw Material and Chemical of Paper, Printing Material.

51. To carry on business of Tour, Travel, Hospitality, Amusement Park, Recreation Centre, Health Club, Gymnasium.

52. To carry on business of Export, Import, Manufacture, Sales and purchase of Cloth, Garment, Hosiery, Yarn, alongwith the Texturising, Twisting, Spinning, Weaving, Dying, Printing of Yarn & cloth.

53. To carry on business of Export, Import, Manufacture, Sales, purchase, Moulding, Distillation, Reprocessing of all kind of Plastic, Plastic Chemical and Industrial and Household Plastic Goods.

54. To carry on business of Export, Import, Manufacture, Sales and purchase of Engineering Goods, Mould and Components, Mechanical and Electrical Machineries for Plastic, Chemical, Paper Plant.

55. To carry on business of Export, Import, Manufacture, Sales and purchase of Computer, Computer Hardware & Components, Communication and Computer System, Office Appliances, Electronic Industrial & Household Goods, Development of Software and to run Educational Institutions for Computer Training.

56. To carry on the business of generation and distribution of power through wind, water, gas, coal, solar and any other natural resources.

57. To cultivate, grow, run, deal, produce agricultural products, agro base industry, farmhouse, horticulture, dairy or dairy products.

58. To carry on and undertake any business transaction or operation commonly carried on or undertaken by persons dealing international trade or to provide man power, know-how, consultancy, project co-ordinator, Data & Survey Analysis for any international trade.

59. To manufacture, purchase, sale, import, export, supply, exchange, distribute, redistribute, process, pack and store Pharmaceuticals,drugs, organic and in-organic chemicals and surgical & laboratory equipments.

60. To carry on business of Export, Import, Sales and purchase of Foodgrain, Spices, Provision, Edible, Pickles, Ready-made food and General Items.

61. To act as consultants and to advise or assist on all aspects of Corporate, Commercial and industrial management or activity including, production, manufacturing, personnel, advertising and public relations, public welfare, marketing, taxation, insurance, purchasing, sales, quality control, computer application, software productivity, placing research

and development, organisation, import and export business, industrial relations and management and to make evaluations feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in mines, trades, societies, partnership or proprietary concerns and industries of all kinds in India and elsewhere in the world and improvement in business management, office organisation and export managements.

62. To run cinema or operas of auditoriums or hotels motels, restaurants, cafeterias, snack-bars, recreation club and / or rest houses.

63. To carry on in India or elsewhere in the world all or any of the business or profession of medical, dental, clinic, nursing homes or any other allied profession and also to provide management and consulting facilities to start new undertakings, units or nursing home, or to purchase or otherwise set up and to run dispensaries, clinics, sanitarium, yoga centre, hospitals, dental clinics, nursing home, maternity homes, family planning centres, child welfare centres, blood banks or any other allied banks or pathological laboratories.

64. To purchase, sale, Lease, erect, maintain, equip, construct, Develop, Project Consultancy, of immovable properties including Land, building, residential bungalows, quarters, offices, warehouses, godowns, structures, erections, workshops, mills, factories, farm house, resorts and agricultural plantation and to work as an Organiser, Agent, Contractor and Project Co-ordinator.

65. To carry on and undertake the business as an investment

Company, to buy, sell, trade, apply for Shares and Securities, portfolio investments in equity shares, preference shares, stocks, debentures Company Deposits, Commercial Paper and Government Securities, bonds and units and to provide finance against security, share, debenture, gold, real estate, housing, to underwrite the shares and securities, to provide guarantee or letter of credit and bill discounting, Leasing and hire purchase of tangible and in tangible asset , to deal as a merchant banker or Share Broker,Market Maker Registrar to the issue, share broker, adviser to the issue, project consultancy and analysis, credit rating and data analysis.

IV. The Liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs.50,00,000/- (Rupees Fifty Lac only) divided into 5,00,000 (Five Lac) Equity Shares of Rs.10/- (Rupees Ten only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deffered, qualified, or special rights, privileges or conditions, as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

We, the several persons, whose names, addresses and occupation are hereunder subscribed below, are desirous of being formed into a Company in pursuance of this Memorandam 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 subscriber	Number of Equity Shares Taken by each Subscriber	Signature of subscriber	Signature of Witness and his name, address description
VIDYUT DILIP SHAH B-70, NALANDA, 62, PEDER ROAD , MUMBAI 400 026. BUSINESS S/O.DILIP S. SHAH	100 (ONE HUNDRED)	SD/-	SUKUMAR BHASKAR SHETTY 404-E, CRYSTAL PALACE, LINK ROAD, MALAD (W), MUMBAI 400 064. S/O. BHASKAR SHETTY BUSINESS
ANIL SUNDER SHETTY 3/7, DHANASHREE 'A', LT. DILIP GUPTE MARG, MAHIM, MUMBAI 400 016. BUSINESS S/O. SUNDER SHETTY	100 (ONE HUNDRED)	SD/-	
TOTAL:	200 (TWO HUNDRED)		

MUMBAI 8TH MARCH, 1997.