सत्यमेव जयते

प्रारुप 1
पंजीकरण प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U29253HR2012PTC045266 2011 - 2012

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

RIICH AIR COOLING PRIVATE LIMITED

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

यह निगमन–पत्र आज दिनांक उनतीस फरवरी दो हजार बारह को दिल्ली में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U29253HR2012PTC045266 2011 - 2012

I hereby certify that RIICH AIR COOLING PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Delhi this Twenty Nineth day of February Two Thousand Twelve.

Validity omissioned

Registrar of Companies, National Capital Territory of Delhi and Haryana
कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by ATMA SAH, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
RIICH AIR COOLING PRIVATE LIMITED
MCF-2102,GALI NO.37, SANJAY COLONY,SECTOR-23,N.I.T,
FARIDABAD - 121005,
Haryana, INDIA

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(THE COMPANIES ACT, 1956)

-o-

(COMPANY LIMITED BY SHARES)

-o-

MEMORANDUM OF ASSOCIATION

OF

RIICH AIR COOLING PRIVATE LIMITED

I. The Name of the Company is **RIICH AIR COOLING PRIVATE LIMITED**

II. The Registered office of the Company will be situated in the **State of Haryana.**

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 the business of manufacturing, trading and assembling of all types of machinery of air handling, blower, fans, pollution control system and parts threreoff and to carry on the business of structural fabrication, isulation, ducting.

2. To carry on business as manufacturers, producers, processors, repairs, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, mover, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise deal in all kinds of air conditioning systems, heating ventilation, air conditioning plants, refregerators, cooling appliances, apparatuses and machinery, and all component parts, accessories, articles and fittings required for that purpose in connection with environment friendly.

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(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :-

1. To acquire by purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.

2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.

3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.

4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.

6. To undertake or promote scientific research relating to the main business or class of business of the Company.

7. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

9. Subject to Sections 391 to 394 & 394A of the Act, amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.

10. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.

11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, designs, patterns, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-copyrights,

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exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof of otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.

13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.

14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.

15. To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.

16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required in or upon such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.

17. Subject to section 58-A and 292, 293, 295 & 372A of the Act and the Regulations made there under and the Directions issued by the Reserve Bank of India, to receive money on loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits 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 undertaken by the Company or such other person or company to give the lenders the power to sell and such other powers as may seem expedient and purchase, redeem or pay off any such securities.

18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.

19. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.

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20. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

21. Subject to the Provisions of Section 100 to 105 of Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.

22. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, subject to provisions of Sec. 78 of the Companies Act, 1956.

23. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.

24. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.

25. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.

26. Subject to the provisions of Section 292, 293, 293-A & 293-B of the Companies Act, 1956 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any Individual, body of individuals or bodies corporate.

27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or 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 any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.

29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company

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5. To carry on the business as brewers, distillers, bottlers, canners, preservers, coopers dehydrators, malsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors by products therefrom, where intoxicating or not, tonics, vitaminbeverages, flavored drinks, nector, punch aerated waters and drinks whether soft or otherwise.

6. To act as cargo agents, travel agents, ship brokers, charter party contractors, ship agents, packing forwarding and clearing agent, salvors, wreck removers, wreck raisers, auctioneers, inspectors and observers of quality control custom-house agents, commission agents and general sales agents for any of the air lines, steam-ship companies, railway and transport companies or any such person.

7. To carry on the business of cold storage of fruits, vegetable seeds, fish, meat, agricultural products, milk, dairy products and such other perishable items of all types.

8. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.

9. To manufacture, assemble, buy, sell, import, export, trade service and deal in all kinds of Audio, Video Cassettes, Compact Discs, Compact Discs recorders.

10. To trade, deal in and undertake manufacturing, of bricks, tiles, pipes, cement lime and building construction requisites and to carry on all or any of the business of builders, contractors, decorators, furnishers and to acquire, hold, mortgage lease, take on lease exchange or otherwise deal in lands, buildings, house, flats, bungalows, shops, here-dita-ments of any tenure or freehold for residential or business purposes.

11. To cultivate, grow, produce or deal in tea, coffee and any agricultural, vegetable or fruit products and to carry on all or any of the businesses of farmers, dairyman, milk contractors, dairy farmers, millers, purveyors and vendors of milk and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds.

12. To carry on the business of manufacturers of or dealers in pulp and paper of all kinds and articles made from paper and pulp such as card boards and wall and ceiling papers and packaging cartons and newspapers and newsprints.

13. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.

14. To carry on the business of iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers, and manufacturers of agricultural implements and other machinery, steel castings and forgings and malleable iron and steel castings, tools makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel converters, smiths, builders, painters, metallurgists, electrical engineers, water, supply engineers, gas makers, farmers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.

15. To carry on the business of hoteliers, moteliers, restaurant owners, refreshments, room proprietors, refreshment contractors and own run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, depost or protection of the valuable goods and commodities.

16. To carry on the business of manufacturing and dealing, in assembling, buying, selling, reselling, exchanging, altering repairing, importing, exporting, lettings, distributing, or

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dealing in motor-cars, motor cycles, scooters, motor buses, motor lorries, motor vans, trucks, locomotive engines, trains and all other road and rail conveyances, ships, boats, barges, launches, steamers and other vessels, aeroplanes, aeroplanes flying boats, hydroplanes, and aircrafts and aerial conveyances of every description and kind for transport or conveyance of passengers, merchandise or goods of description, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam, oil vapour, gas, petroleum, mechanical, animal or any other such motive power of all types.

17. To carry business of manufacturing, dying, coloring, spinning, weaving, buying selling, importing, exporting or otherwise dealing in all fabrics and other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, woolen linen, hemp jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic blended textiles manufactured from such yarn.

18. To carry on the business of manufacturers of and dealers in industrial machinery bearings, speed reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery including road rollers, bull-dozers, dumpers, scrapers, loaders shovels and drag lines and light engineering, goods such as cycle and sewing machines.

19. To carry on the business of manufacturers of or dealers in ferrous or non-ferrous metals iron & steel aluminum, brass, tin, nickel, special, steel and their products.

20. To carry on the business as manufacturers, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks, and such other hardware items of all types.

21. To carry on business as manufacturers, stockists, importers and exporters of and dealers in forging, castings, stampings, of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression moulding, steel products and automobile parts.

22. To carry on business as manufacturers stockists, importers, exporters and repairers of and dealers in all kinds of electrical and electronic goods.

23. To carry on business as manufacturers, stockists, importers and exporters of and dealers in wearable and un-wearable fabrics, high density polyethene and polypropylene, woven snacks and tarpaulins.

24. To carry on business as manufacturers of and dealers in and as stockists, importers, and exporters of packing material, jointing and belting materials, asbestos materials and fibres, insulation material and welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood glass, plastic, pulp, cellulose, films, polythene, rubber, metals, metal foils, gelatine, tin, flexible, treated and laminated, or other materials.

25. To carry on business as manufacturers of and dealers in as stockists, importers and exporters of bottles, jars, fibrite boxes corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, batteries and accumulators.

26. To carry on the business of manufacturers, traders, suppliers of all kinds of confectionery items and food such as jams, syrups, namkeens, toffee, chocolates, biscuits, sweets, wafers, corn flakes, saunf & spices.

27. To carry on the traders and business of meal manufacturers, dealers in consumable stores and provisions of all kinds food stuffs, grains flour, seeds folder, cane oils, corn, wheat, wheat products, stores, vegetable oils, ghee and vanaspati products.

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28. To set up a tannery and to carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skin.

29. To carry on the business as manufacturers of and dealers in or as stockists, importers, and exporters of plastics, synthetic resins, natural resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar other such products, tubes, pipes, sheets films whether moulded, extruded, casted, formed or foamed.

30. To purchase and acquire mines, mining rights, mining claims and metalliferrous lands and explore, work, exercise, develop and turn to account all sorts of major and major minor minerals working of all kinds of minerals and subsoil materials and to crush, win set, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market ores, metals and mineral substances of all kinds and to carry on metallurgical operations in all its branches and to prepare, process, manufacture, assemble, fabricate, cast fit, press machine, treat, weld, harden, plate, temper, anneal any kind of metals and consequential products.

31. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, chemicals, acids, gases, compounds, fertilizers, chemical, products of every nature and description, intermediates, derivatives, all types of floatation regents, wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct colors, basic colors pigments, drugs, biological, pharmaceuticals, sermus, vitamin products, harmones and products, derived from phosphate mines, limestone quarries, bauxide mines, petroleum, natural gas and other natural useful or suitable in the manufacture of chemicals and chemical products and to undertake the business of spraying of pesticides.

32. To carry on business as importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, filling, re-filling, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers and manufacturer or otherwise deal in all kinds of gases for industrial, commercial and domestic use.

33. To carry on business or businesses as importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise to deal in all kinds of herbal items whether in synthetic, medicated, natural, ayurvedic, allopathic, homeopathic form or in any other form, cosmetic items, health caring goods, body caring goods, skin caring goods, hair caring goods including shampoos, creams, shower gels, hair oil, hair removers, formulations of all types, powders, kajals, lipsticks, soaps whether in liquid form

34. To run, own, manage, consultants, administer, Diagnostic, Nursing homes, scan centres, Urology and Maternity centres, hospital, clinical dispensaries, child welfare and family planning centers, clinical pathological testing laboratories.

35. To manufacture, buy, sell, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service and deal in all kinds of surgical X-ray unit, X-ray equipments, telecommunication machines, business machines, intercoms, teleprinters, dictating, and recording machines, broadcasting apparatuses, loud-speakers, radios, auto-radio reverberates, tape-players, cassette tapes, head phones, stereo-complex speakers,

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radios control equipments, cameras, binoculars, microscopes, projectors, telescopes, television sets, refrigerators, coolers, radars, computers and spare parts.

36. To procure or develop and supply technical know how for the manufacture or processing the installation or correction of machinery or plant in the working of mines oil wells or other sources of mineral or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry-farming, forestry or fishery or rendering services in connection with the provision of such technical know-how.

37. To deal in forex business such as money changing, foreign exchange, export and import foreign currency subject to approval of Reserve Bank of India and other appropriate Authorities.

38. To carry on the business as manufactures, traders, importers and exporters of and dealers, in all kinds of carpets and floor coverings, whether made of woolen, cotton, synthetic or such other fibres or fibrous materials of all types.

39. To carry on the business as traders, importers and exporters of and dealers, in cotton and jute, whether raw, semi-processed and all kind of cotton and jute goods.

40. To carry on the business as shares and stock brokers and to buy, sell and deal in all kind of shares, stocks, securities, bonds, debentures, units and such other instruments of all types.

41. To carry on the business of printers, publishers and distributors of all types of books.

42. To manufacture, buy, sell, export, import, process and assemble and deal in lamps, lamp shades, electric lights, electric fittings, glass items, handicrafts, brass products all electric and electronic goods and other decorative items and their component parts and accessories and lamp shades made of fabrics, PVC laminated shades and fabrics.

43. To carry on the business of public transporters and to ply all types of commercial vehicles such as Trucks, Tempos, and pick up vans for carrying goods or passengers anywhere in India.

44. To carry on the business as importers, export agents, distributors, stockists contractors, suppliers, dealers of any kind and to act as manufactures, representatives agents, brokers, commission agents and merchants of commodities, articles, products and merchants of any kind or nature.

45. To undertake and transact all kind of agency business and to carry on and promote any business commercial or otherwise under sound principles and /or to act as distributors, agents, underwriters, brokers, estate agents, middleman, contract man, representation and indenting agent on commission, allowance, as may be deemed fit in all commodities, merchandise and such other allied articles/lines of business.

46. To carry on the business of sale and purchase of industrial plots, Sheds, Factory buildings, constructions of commercial property letting out of property, contractors for constructions of building, roads.

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47. To act as security and fire safety consultants, advisers, security contractors and to supply watch and ward staff, security guards, body guards and to render services thereof to the Central Government, State Governments, Corporations, Municipalities, Companies, Commercial houses, Trusts, Individuals and others.

48. To carry on business of present, promote, produce, organise, manage, conduct, represent event Management Programme, D.J., Disco, Classical Programme and the live entertainment programmes by hiring the professional artist and carry on all the related activities on behalf of sponsored companies/firms/individuals for advertisement and entertainment purposes.

49. To carry on the business of immigration recruitment & placement as professionals, executives, skilled, semi-skilled, un-skilled workers, labours & other technical personnel in India & abroad for those seeking immigration.

IV. The Liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

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We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the company set opposite our respective names :

Sl. No.	Names, addresses, description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation
1.	Randip Salwan S/o Rakesh Salwan Address - H. No. 328, Gali No. 2, Sanjay Colony, Sector-23, NIT Faridabad-121005 Occupation - Business	5000 Equity Shares	Sd/-	I hereby witness the signatures of both the subscribers who have signed in my presence. Sd/- CS JAGVEER SINGH TANWAR S/o Sh. Ishwar Singh B-566, IInd Floor, Nehru Ground, NIT, Faridabad-121001 CP No. 9877
2.	Manoj Paul S/o Paulose Joseph Address - H. No 164, Sector-10, Gurgaon-122001 Occupation - Business	5000 Equity Shares	Sd/-	
	Total	10,000		

Dated : 15/02/2012
Place : Faridabad

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(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

RIICH AIR COOLING PRIVATE LIMITED

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PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'A' in the First Schedule to the Companies Act. 1956 shall apply to the Company.

INTERPRETATION

2. (1) In these Regulations :-

(a) "Company" means **RIICH AIR COOLING PRIVATE LIMITED**

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

(c) "Act" means the Companies Act, 1956 and any statutory modifications thereof.

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

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

(2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2 (35) and 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 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 that employment and have continued to be members after the employment ceased) is limited to fifty 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) The right to transfer the shares in the Company is restricted in the manner and to the extent hereinafter appearing.

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

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CAPITAL

4. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or special rights, privilege or condition as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in my manner as between the shares resulting from sub-division.

4.(i) The Company shall have minimum paid up capital of Rs. 1,00,000/- (Rs. One Lakh only).

5. The shares shall be under the control and disposal of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors may think fit and to give any persons any shares whether at par or at a premium and for such consideration as the Directors may think fit.

6. The Directors may allot and issue shares in the capital of the Company on full payment or part payment for any property, goods or machinery supplied, sold or transferred or for services rendered to the Company.

TRANSFER AND TRANSMISSION OF SHARES

7. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board of Directors must offer to the other shareholders the share offered at the value at if the offer is accepted, the shares, shall be transferred to the accept or and if the shares or any of them are not so accepted within one month from the date of notice to the Board of Directors the members proposing transfers shall, at any time within three months afterwards, be at liberty, subject to Article 8 and 9 hereof, to sell and transfer the shares to any person at the same or at higher price.

In case of any dispute, regarding the fair value of the shares it shall be decided and fixed by the Company's Auditor whose decision shall be final.

8. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs and the Directors may decline to give such sanction without the assigning any reason, subject to Section 111 of the Act.

9. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the share or (2) where the share is not a fully paid up share, subject to Section 111 of the Companies Act, 1956.

9.A Not withstanding anything contained in these Article and pursuant to the provisions of section 77A, 77AA and 77B, consent of the Company be and is hereby accorded to the Board of Directors to buy-back, from the existing shareholders and/or from the open market and/or from the lots smaller than market lots of share (odd lots) and/or through negotiations or other arrangements, as the Board may think fit, from out of its free reserves or out of proceeds of any issue made by the Company specifically for this purpose, or from such other sources as may be permitted by law, such terms conditions and in such manner as may be prescribed by law from time to time.

GENERAL MEETING

10. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

11. (i) The Board of Directors may, whenever it thinks fit, call an Extraordinary General Meeting.

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(ii) If at any time there are not within India, Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(iii) Subject to Section 190 and 219 of the Companies Act, 1956 and General Meeting may be called by giving to the members clear seven days notice or a shorter notice than of seven days if consent thereto is given by members with the provisions of Section 171 of the Companies Act, 1956.

PROCEEDINGS AT GENERAL MEETING

12. (i) No business shall be transacted at any general meeting unless a specified quorum of members is present at the time when the meeting proceeds to transact business.

(ii) Minimum two members present in person shall be quorum.

13. The Chairman if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company.

14. If there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be Chairman of the Meeting.

15. If at any meeting no Director is willing to act as Chairman or if no Director is present within Fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of them to be Chairman of the meeting.

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

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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

(iv) 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.

17. In case of equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall bentitled to a second or casting vote.

18. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

DIRECTORS

19. The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of

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the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting, Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

20. The number of Directors shall not be less than two and not more than twelve.

21. The following shall be the first Directors of the Company.

1. Randip Salwan
2. Manoj Paul

22. No person shall be elected as a Director (except as a first Director or a Director appointed by the Directors) unless seven days notice shall have been left at the Registered Office of the Company of the intention to propose him together with a notice in writing signed by himself signifying his willingness to be elected.

23. The Directors need not hold any qualification shares in the Company.

24. (a) Subject to the provisions of the Companies Act, 1956 and rules framed thereunder, each Director shall receive out of the funds of the Company by way of sitting fees for his services a sum not exceeding the sum prescribed under the Act for every meeting of the Board of Director or Committee thereof attended by him.

(b) The Directors shall also be paid travelling and other expenses for attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company.

(c) The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of section 314 of the Act.

25. Subject to the provisions of the Companies Act, 1956, if any Director being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.

26. Subject to the provisions of the Section 314 of Companies Act, 1956, the remuneration of Directors may be a fixed or a particular sum or a percentage of the net profits or otherwise. The said sum shall be fixed by the Board of Directors, from time to time.

27. Subject to the provisions of section 297 and 299 of the Companies Act, 1956, no Directors shall be disqualified by his office from contracting with the Company, nor shall any such

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contract entered into by or behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested by liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his/her interest must be disclosed by his/her at the meeting of the Directors at which the contract is determined if his/her interest then exists or in any other case, at the first meeting of the Directors after he/she acquires such interest.

28. The Directors may appoint any person to be an alternate Director to act for a Director (hereinafter in this Article called the original Director) during his absence for a period not less than three months from the State in which meetings of the Directors are ordinarily held, but such alternate Director shall, ipso facto vacate office if and when the original Director returns to the State in which the meetings of the Directors are ordinarily held, subject to section 313 of the Act.

29. The Directors shall not be liable to retire from the office by rotation.

30. The Board of Directors may, from time to time, by ordinary resolution increase or reduce the number of Directors within the limits specified in Article 20.

31. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Directors in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles. Any Directors so appointed, shall hold office only until the next following Annual general meeting, but shall be eligible thereat for election as Director.

32. The company, may by ordinary resolution, of which special notice has been given in accordance with the provisions of Section 190 of the Companies Act, 1956 remove any Director including the Managing Director, if any, before the expiration of the period of his office, notwithstanding anything contained or in any agreement between the company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.

33. If the Director appointed by the company in general meeting, vacates office as a Director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the Board of Directors at a meeting of the Board of Directors but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if vacancy had not occurred, provided that the Board of Directors may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 32.

34. In the event of Company borrowing any money from any financial corporation or institution of Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them, the lender concerned may have and may exercise the right and power to appoint from time to time, any person or persons to be a Director or Directors of the Company and the Directors so appointed shall not be liable to retire by rotation, subject however, to the limits prescribed

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by the Companies Act, 1956. Any person so appointed, may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointing authority and served on the Company. Such Director need not hold any qualification shares.

35. Section 283 of the Companies Act, 1956 shall apply regarding vacation of office by Director. A Director shall also be entitled to resign from the office of Directors from such date as he may specify while so resigning.

MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

36. The Board of Directors may, from time to time, subject to the provisions of section 197A of the Companies Act, 1956, appoint one or more of their body to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a Director.

37. A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determinate.

38. The Board of Directors, subject to Section 292 of the Companies Act, 1956, may entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

PROCEEDINGS OF THE BOARD

39. The quorum necessary for the transaction of the business of Directors shall be minimum two or one third of the total number of Directors whichever is higher, subject to section 287 of the Companies Act, 1956.

40. Subject to the provisions of Section 285 of the Act, a meeting of the Board of Directors shall be held atleast once in every three calender months and atleast four such meetings shall be held in each calender year. The Directors may meet together for the discharge of the business, adjourn and otherwise regulate their meetings and proceedings, as they think fit.

41. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

42. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to excercise all or any of the authorities, powers and discretions by law or under the Articles and regulations for the time being vested in or exerciseable by the Directors.

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43. The Managing Director or a Director or a Secretary upon the requisition of Director (s), may at any time convene a meeting of the Directors.

44. The questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of equality of vote, the chairman shall have a second or casting vote.

45. The Directors may elect a Chairman of their meeting and determine a period for which he is to hold office. If at any meeting the Chairman is not present within fifteen minutes of the time appointed for holding the same or is unwilling to preside, the Directors present may choose one of their members to be the Chairman of such a meeting.

46. Subject to the provisions of section 292 of the Act, the Directors may delegate any of their powers, other than the power to borrow and to make calls, to issue debentures and any other powers which by reason of the provision of the Act can not be delegated to Committees consisting of such member or members of their body as they may think fit and they may, from time to time, revoke and discharge any such Committee either wholly or in part and either as to persons or person. Every Committee so formed, in exercise of powers so delegated, shall conform to any regulations that may, from time to time, imposed on it by the Directors and all acts done by any such Committee in conformity with such regulations and in fulfilment of the purpose of their appointment, but not otherwise shall have the like force and effect as if by the Board of Directors.

47. A resolution not being a resolution required by the Act or by these Articles to be passed only at a meeting of the Directors, may be passed without the meeting of the Directors or a Committee of Directors provided that the resolution has been circulated in draft together with necessary papers, if any, to all the Directors or to all the members to the Committee then in India (not less than the quorum fixed for a meeting of a Board or Committee, as the case may be) and to all other Directors or members at their usual addresses in India, and has been approved by such of the Directors as then in India or by a majority of such of them as are entitled to vote on the resolution.

48. All acts done by a person shall be valid, notwithstanding that it may be afterwards discovered that his appointment was invalid by person of any defect or disqualification or had terminated by virtue of any provisions contained in the Act or in these Articles. Provided that this Article shall not give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have terminated.

POWERS OF THE DIRECTORS

49. Subject to the Section 292 of the Act, the Board of Director shall have the right to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.

50. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general direction, management and superintendence of the business of the Company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company, and to make and sign all such contracts and to draw and accept on

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behalf of the Company all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these presents are expressly directed to be exercised by share-holders in the general meetings.

INSPECTION OF ACCOUNTS

51. (i) The Board of Directors shall cause proper books of account to be maintained under Section 209 of the Companies Act 1956.

(ii) Subject to the provisions of section 209A of the Companies Act, 1956, the Board of Directors shall also, from time to time, determine whether and to what extent and at what times and place and under what conditions or regulations account books of the Company or any of them, shall be open to the inspection of members not being Directors.

(iii) Subject to the provisions of Section 209A of the Companies Act, 1956, no member (not being a Director) or other person shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meetings.

SECRECY

52. Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto 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 by any general meeting or by the law of the country and except so far as may be necessary in order to comply with any of the provisions in these presents and the provisions of the Companies Act, 1956.

BORROWING POWERS

53. Subject to the provisions of section 58A and 292 of the Companies Act, 1956, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures of bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.

OPERATION OF BANK ACCOUNTS

54. The Directors shall have power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise and other person or persons to exercise such powers.

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INDEMNITY

55. Subject to the provisions of Section 201 of the Companies Act, 1956, the Chairman, Directors, Auditors, Managing Directors and other officer for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs and executors, shall be indemnified out of the assets and funds of the Company from or against all bonafide suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution or their duties in thier respective offices except those done through their wilful, neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee.

WINDING UP

56. (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 in kind, the whole or any part of the assets of the Company, whether they shall consist 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 of 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 as the liqidator shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

COMMON SEAL

57. (i) The Board shall provide for the safe custody of the Seal of the Company.

(ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board of Directors or a committee of the Board authorised by it in that behalf and except in the presence of at least one director and that one director shall sign every instrument to which the seal of the Company is so affixed in his presence. The share certificate will, however, be signed and sealed in accordance with Rule 6 of the Companies (Issues of Share Certificates) Rules, 1960.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

58. Balance Sheet and profit and Loss Account of the Company will be audited once in a year by a qualified Auditor for certification of correctness as per provisions of the Companies Act, 1956.

AUDIT

59. The first auditors of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of first annual general meeting.

60. The directors may fill up any casual vacancy in the office of the auditors.

61. The remuneration of the auditors shall be fixed by the Company in the annual general meeting except that remuneration of the first or any auditors appointed by the directors may be fixed by the Board of Directors.

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Sl. No.	Names, addresses, description and occupation of each subscriber	Signature of Subscriber	Signature of witness with address, description and occupation
1.	Randip Salwan S/o Rakesh Salwan Address - H. No. 328, Gali No. 2, Sanjay Colony, Sector-23, NIT Faridabad-121005 Occupation - Business	Sd/-	I hereby witness the signatures of both the subscribers who have signed in my presence. Sd/- CS JAGVEER SINGH TANWAR S/o Sh. Ishwar Singh B-566, IInd Floor, Nehru Ground, NIT, Faridabad-121001 CP No. 9877
2.	Manoj Paul S/o Paulose Joseph Address - H. No 164, Sector-10, Gurgaon-122001 Occupation - Business	Sd/-	

Dated : 15/02/2012
Place : Faridabad

MT-10-397

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