



FORM I. R.

CERTIFICATE OF INCORPORATION

No. 04-37463 of 1999-2000

I hereby certify that KOMAL INFOTECH
PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956,
(No. 1 of 1956) and that the Company is Limited.

Given under my hand at AHMEDABAD this
SECOND day of MARCH Two Thousand

SEAL

—Sd/—

(S. N. MISRA)

Deputy. Registrar of Companies, (Prosecution)

GUJARAT

Dadra & Nagar Havell

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KOMAL INFOTECH PRIVATE LIMITED

- I. The name of the company is **KOMAL INFOTECH PRIVATE LIMITED.**
- II. The Registered office of the company will be situated in the State of Gujarat
- III. The objects for which the company is established are:
 - [A] **THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:**
 - 1. To carry on business of information technology and information technology related, Enterprise resource planning, Medical transcription, E-Security, E-Business, placements of IT professionals, Remote data processing, IT Enabled services internet service provider, Internet related Technology, Internet facility management, Management systems, software developer, software training and Management training, set up of information, Technology institute, to manufacture, import, export, buy, sell, develop or otherwise deal in all branches of electronics, computer software and hardware, to run data processing computer centres, to officer consultancy in data processing systems, Telecommunication, Telecommunication related services, Communication, systems, Satellite and satellite related Softwares and software related network and networking related, E-commerce. and E-commerce related, develop new techniques for computer software and hardware technology and generally all business related to electronics, computers, computings, information technology and telecommunication technology, products of all kind both in India and elsewhere.
 - 2. To acquire, build, construct, improve, develop, give or take in exchange or on lease rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.(*)

(*) Inserted vide special resolution passed at Extra ordinary General Meeting held on August 18, 2025

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

1. To acquire and take over any business or undertaking carried on, upon or in connection with/without any land or building which the Company may desire to acquire as aforesaid or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto.
2. To acquire, purchase, start, run, erect and maintain lands, buildings, factories, foundries, workshops, mills, cold storage plants, equipments, machineries, plants and tools, industrial undertaking of any kind, warehouses, cellars, vaults, wagons, branch offices, depots and show-rooms for the business of the Company.
3. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates and partnerships of all kinds for the purpose of acquiring and undertaking any properties and liabilities of this Company or for advancing directly the objects thereof, which this Company may think expedient.
4. To acquire from and/or give to any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay outs and blue prints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licences and other rights and benefits in the foregoing matters and things.
5. To pay to promoters such remuneration and fees and otherwise recompensate them for their time and for the services rendered by them.
6. To invest any moneys of the Company not immediately required for the purpose of its business in such investments or securities as may be thought expedient, including securities issued and/or guaranteed by Central or State Government, Corporations, Trusts and Financial Institutions.
7. To carry out in any part of the world all or any part of the Company's objects as principal, agent, factor, trustee, contractor either alone or in conjunction with any other person, firm, association, corporate body, Municipality province, state or Government or colony or dependency thereof.
8. To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage, charges upon the undertaking and all or any of the assets and properties (present and future) and the uncalled capital of the Company or by the creation and issue on such terms as may be thought expedient of debentures, debenture-stock or other securities of any description or by the issue of shares credited as fully or partly paid up.
9. To purchase or otherwise acquire, sell, dispose off, concerns and undertakings, mortgages, charges, annuities for certain period or on deferred basis, patents, licences, securities, concessions, policies, book debts and claims, any interest in real or personal property and any claims against such property or against any person or company.
10. To amalgamate, enter into partnership or into any arrangements for sharing profits or losses, union of interest, co-operation, joint ventures or reciprocal concessions with any person or company carrying on or engaged in or about to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or properties 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 shares, debentures, debenturestock or securities so received.
11. To guarantee the title to or quiet enjoyment of properties either absolutely or subject to any qualifications or conditions and to guarantee person interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any

insufficiency or imperfection or deficiency of title in respect of any encumbrances, burden or outstanding rights.

12. To negotiate, enter into agreements and contracts or collaborate with foreign companies, firms and individuals for getting or supplying and procuring financial or technical assistance, know-how in the marketing, importing and exporting of any of the products.
13. To become member of and to communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and to advise on, concert, promote and support measures for the protection, advancement, growth of commerce and industry and for protection and welfare of persons engaged therein.
14. To guarantee the fidelity of persons filling or about to fill situations of trust or confidence and the due performance and discharge by such persons of all or any of the duties and obligations imposed on them by contract or otherwise.
15. To guarantee the due performance and discharge by receivers, liquidators, committees, guardians, executors, administrators, trustees, attorney, brokers and agents of their respective duties and obligations.
16. To guarantee persons filling or about to fill situations of trust or confidence against liabilities in connection therewith and in particular against liabilities resulting from the misconduct of any particular co-trustee, co-agent, sub-agent, or other person or from the insufficiency imperfection or deficiency of the title to property or from any insufficiency, imprecation or deficiency in any security or from any bankruptcy, insolvency, fraud or tortuous act on part of any other person or from any error of judgement or misfortune.
17. To take hold mortgages, liens and charges, to secure the payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from the Purchaser and others.
18. To contract with lease holders, borrowers, lenders, annuitants and others for the establishment, accumulation, provisions and payment of sinking funds, renewal funds, redemption funds and any other special funds and that either in consideration of lumpsum or of annual premium or otherwise and generally on such terms and conditions as may be arranged.
19. To undertake and execute any trust or discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled to thereof, any income, capital, annuity or other sums or monies or other properties whether periodically or otherwise and whether in money or in specie in furtherance of any trust, discretion or other obligation or permission.
20. To lend money to and guarantee the performance of the obligations of and the payment of interest on any stocks, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered likely directly or indirectly further the objects of the Company and generally to give any guarantee whatsoever which may be deemed likely, directly or indirectly, to bank to benefit the Company or its members.
21. To train and get trained to and/or pay for training for the employees both present and future for and in connection with the business of the Company.
22. To hold, administer, sell, realise, invest, dispose of the monies and properties, both real and personal and to carry on, sell, realise, dispose off and deal with any estate of which the Company is administrator or in any trust of which the Company is the Trustee or of which the Company is administrator or in any trust of which the Company is trustee or administrator, receiver, liquidator or agent.
23. To make deposit, enter into recognised bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators and trustees, receivers, liquidators and agents.

24. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership of a similar nature.
25. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
26. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of the same or on behalf of the public.
27. To promote, assist or take part and appear or lead evidences before any commission, investigation, inquiry, trial or hearing whether public or private relating to matters connected with any trade, business or industry.
28. To promote co-operation, hold conferences, organise and participate in meetings, maintain bureau, carry on correspondence, arrange discussions, symposiums and debates, prepare statements, reports and articles relating to any and all matters of interest to the Company.
29. To acquire by purchase, lease, assignment or otherwise lands, tenements, buildings, basements, rights and advantages of any kind whatsoever and to resell, mortgage and let on lease the same.
30. To sublet all or any of the works, contracts from time to time and upon such terms and conditions as may be thought expedient.
31. To form, manage, join or subscribe to any syndicate, pool or cartel for the business of the Company.
32. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property in the event of winding up.
33. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licences and concession which the Company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
34. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, licence or authorisation of any Government, State or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company or for affecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings, applications which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate any of the Company's shares, debentures, debenture-stock or other securities and assets to defray the necessary costs, charges and expenses thereof.
35. To apply for, purchase or otherwise acquire, use, protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade-marks, designs, licences, copy rights, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

36. To establish, provide, maintain, conduct or otherwise subsidise, assist research laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on the scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
37. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of Company's objects or otherwise and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibitions for any public, general or other objects.
38. To establish, support or/and in the establishment and support of associations, institutions, funds, trusts, private or public, for the benefit of its employees or ex-employees, Directors, Ex-Directors of the Company or its connections in business and for persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and grant pensions, allowances, gratuities and bonuses either by way of annual payment or lumpsum and to make payment towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of Directors, Ex-Directors and employees and ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grant of monies, pensions, allowances, bonuses or other payments and to provide or subscribe or contribute towards places of instructions and recreations, hospitals, dispensaries, holiday-homes, medical and other attendance and other assistance as the Company shall think fit.
39. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration in India or any places outside India and to observe and perform awards made thereon and to do all acts, deeds, matters and things to carry out or enforce the awards, in accordance with the provisions of Indian Arbitration Act.
40. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested and preliminary expenses may included all or any part of the costs and expenses of owners of any business or property acquired by the Company.
41. To enter into joint sector arrangements with any person, body or corporate whether in India or abroad for the business of the Company.
42. To pay, out of the funds of the Company, all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of capital including brokerage and commission for obtaining applications for taking, placing or underwriting of shares, debentures, debenture-stocks or other securities of the Company.
43. To pay for any rights or properties acquired by the Company and to pay or to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture-stocks or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of properties by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, debenture-stocks or other securities of the Company credited as paid-up in full or in part or otherwise as the case may be.

44. To open current or fix accounts with any bank, bankers, shroff or merchants and to pay into and draw money from such accounts and to draw, make, endorse, discount and execute all types of negotiable instruments.
45. To insure the whole or any part of the property and personnels of the Company either fully or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise basis.
46. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets, properties or rights.
47. To carry on any branch of a business whether in India or outside India which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to any business or branch so carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.
48. To take part in the management, supervision, conduct and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts, personnel or agents for any of such operations or purposes.
49. To purchase, take on lease or exchange, hire or otherwise acquire and dispose off any immovable properties, real or personal of all kinds and of any rights or privileges which the Company may think necessary or convenient for the purpose of its business and either to retain the properties so acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
50. To accept as consideration for or in lieu of the whole or any part of the Company's properties either land or cash or Government security or securities guaranteed by Government or shares in joint stock companies or partly the one and partly the other and such other Properties or securities as may be determined by the Company and to take back or acquire the properties so disposed off by repurchasing or taking lease the same at such price and on such terms conditions as may be agreed upon by the Company.
51. To let on lease or licence or on hire purchase or to lend any properties belonging to the Company and to finance for the purpose of any article or articles whether made by the Company or not by way of loans or by hire purchase system.
52. To sell, purchase, mortgage, grants, easements and other rights over and in any other manner deal with the undertakings, properties, assets, both movable and immovable, rights, effects of the Company or any part thereof whether real or personal for such consideration as the Company may think fit and in particular for shares, debentures, debenture-stock, securities of any other company whether or not having objects all together or in part similar to those of the Company and to make advances upon the security of land and/or buildings and/or other properties movable and or any interest therein.
53. To invest any movable or immovable properties, rights or interest acquired by 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 and to take back or acquire the properties so disposed off by repurchasing or taking lease the same at such price or prices and on such terms and conditions as may be agreed upon by the Company.
54. To undertake and execute any contracts for works for the business of the Company.
55. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.

56. To accept donations, gifts with such conditions, restrictions, obligations, stipulations and liabilities provided that such receipts are not derogative to any objects of the Company.
57. To alienate, transfer, gift, donate, settle any property of the Company with or without consideration to any person including any trust whether public or private, discretionary or specific either by revocable or irrevocable transfer or settlement and upon such terms and conditions as the Company may deem fit.
58. To explore, examine, investigate, test, make, experiment, obtain report, opinion of experts, certificates, analysis, surveys, plans, descriptions and information in relation to any property or right which the Company may acquire or become interested in or may propose to acquire or with the view of discovering properties or rights which company may acquire or become interested in and to engage, employ, pay fees to retain the services of and send to any part of the world agents, explorers, technical experts, engineers, lawyers and counsels.
59. To adopt such means of making known the business/activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations.
60. To undertake, carry out, promote sponsor, contribute or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in rural area irrespective whether the Company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity of rural development and to assist execution and promotion thereof either directly or in association with any other company or person or organisation or through an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, to transfer without consideration or at such fair or concessional value and divert the ownership of the properties of the Company to or in favour of any public or local body, authority, Central or State Government or any public institution or trust or fund.
61. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or open current accounts with any individual or firms including the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any Company or by the issue of the debentures or debenture-stocks, perpetual or otherwise, charged upon all or any of the Company's properties (both present and future) including its uncalled capital or by such other means as Directors may in their absolute discretion deem expedient.
62. Subject to Section 58-A of the Companies Act and Rules made thereunder and directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money to or receive money and deposit as time deposit or otherwise at interest for any purpose of the Company and at such time or times and in such manner as may be thought fit and in particular by the creation and issue of the debentures or debenture-stock, bonds, shares credited as fully or partly paid up, obligations, mortgages, charges and securities of all kinds, either perpetual or otherwise, either redeemable annuities in as and by way of securities for any such moneys so borrowed, raised or received or of any such debentures, debenture-stocks, bonds, obligations, mortgages, charges and securities of all kinds, either so issued to mortgage, pledge or charge the undertaking or whole or any part of the properties, rights, assets or revenue and profits of the Company, present or future, including its uncalled capital or otherwise howsoever by trust, special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulations Act, 1949.

[C] OTHER OBJECTS :

1. To carry on the business of manufacturers, importers, exporters, assemblers, hirers and repairers of and/or dealers in and marketing and distribution of computers and computer peripherals, softwares and hardwares, computer parts, data transmission circuit, audio visual equipments and consumer electronics, radio receivers, television receivers, television picture tubes, tape-recorders, record changers, professional and defence electronics, test and measuring instruments, inspection instruments, digital and analytical instruments, electronic environmental and pollution measuring instruments, photocopying machines and other office equipments, electronic desk calculators, scilioscopes and associated instruments, process control systems, industrial electronics, medical electronic equipments, electro devices, audio record/play back systems, closed circuit T.V., aerospace electronics, geo science electronics, broadcasting electronics and for purpose of foregoing but without limiting the generality, materials, accessories, components and spare parts thereof.
2. To undertake and/or direct all types of construction and the maintenance of or and to acquire by purchase, lease, exchange, hire or otherwise, lands, properties, buildings and estates of any tenure or any interest therein, to sell, lease, let, mortgage or otherwise dispose of the same and to purchase, construct and sell for self or for any person free hold or lease hold lands, house properties, buildings, offices, factories, work-shops, godowns, farm houses, farms and any kind of landed properties or any share/interest therein and to carry on the business of land and estate agents on commission or otherwise without commission.
3. To carry on the business of and act as promoters, organisers and developers of lands, estates, properties, co-operative housing societies, associations, housing schemes, shopping office complexes, townships, farms, farm houses, holiday resorts, hotels, motels and to finance with or without security and/ or interest for the same and deal with and improve such properties either as owner or as agents.
4. To carry on and undertake the business of trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants and machineries and equipments that the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants and machineries, equipments, ships, aircrafts, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased by new and/or used.
5. To carry on the business as refrigerating engineers and leasons of cold storage space, to erect, maintain and operate cold storage depots and to engage in cold storage trade in all its branches.
6. To carry on business of running nursing homes, clinics, pharmacies, indoor or out-door hospitals, medical, anatomical, orthopedic, surgical and 'X' Ray units, laboratories, research establishments, nature cure centres and hospitals for eye, throat and nose deceases and to acquire land, buildings, plants, equipments, accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various types of deceases, ailments, sickness, illness and other body or mental troubles and to act as consultant in any and all branches of medical science.
7. To carry on business as producers, importers, exporters, buyers, sellers, manufacturers, stockists, agents and brokers of coal, coke, charcoal, petroleum-coke, copper, iron, ore bauxite, kyanite, fire clay, chine-clay, salt, sodium chlorides, calcium phosphate, nickle beyrillum, uranium, zinc, lead, asbestos, tin alumina, mercury, silicon, sulphur, graphite, brass aluminium, silicas and bentonite, quartz, dextrin, magnesite, dolomite, ferro-alloys, corundum, manganese, mica, gypsum, garnet, emerald and other minerals and to act as metal founders, manufacturers,

agent and dealers of metal sheets, wires, squares, plates, metal foils, pipes, tubes, ingots, billets, circles bars, beams, circle angles, structures, coils, ferrous, non-ferrous metals, utensils, decorative and art materials.

8. To carry on business as agents, holders or investors in saving unit or units issued by the Unit Trust of India.
9. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, space rockets and crafts communication, objects and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide, defence or welfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machineries, plants, spare, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing any of such gases and products.
10. To carry on the business of taking/giving on hire and rent all classes and kinds of plants and machineries, lands and buildings and other properties.
11. To receive monies, securities and valuables of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit company.
12. To carry on the business of a finance company and to finance industrial enterprises and to promote companies engaged in industrial, manufacturing and trading business whether in India or out of India and subject to provisions of law, receive and give short term/ long term loans with and/or without security and interest.
13. To carry on business as assessors, appraisers, surveyors, actuaries, valuers in respect of all classes of properties both real and personal.
14. To carry on business as laboratory proprietors, breeders, importers and exporters of and dealers in live or dead plants and animals, to act as analytical and consulting chemists and research work of any kind.
15. To carry on the business of travel agency and to act as tourist agents and contractors and to facilitate travelling and to provide for tourists and travellers such as buying, hiring, leasing buses, taxis, ships, aircrafts, hotels, rooms, motels, out houses, cafeterias or promote the provision of conveniences of tourists.
16. Subject to law to carry on the business of goldsmiths, silversmiths, jewellers, gem merchants, dressing bag and material makers, hirers, dealers, stockists, agents, importers and exporters of bullion, diamond, pearls and other precious stones, jewels, gold, silver, platinum and other precious or semi-precious metals, ornaments, jewellery, articles of value made partly or fully of above mentioned material, stones or metals as the Company may consider capable of being conveniently dealt with in relation to the said business and to establish factories, show-rooms, strong rooms and agencies for the above business.
17. To act as brokers, dealers and to carry on the business of share broking, money broking, exchange broking and bill broking, bills purchasing, bills discounting and to advise on portfolio management, investment of money, sale of properties and to act as Registrars and Managers to the Issue.
18. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as an independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with stream, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircraft and motor and other vehicles with all necessary and convenient equipments, engines,

tackle, gears, furnitures and stores and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or hire-purchase or charter or otherwise deal with and dispose of any of the ships, vessels, aircrafts and vehicles or any of the engines, tackles, gears, furnitures, equipments and stores.

19. To carry on the business of warehousing in all its aspects in India and elsewhere.
20. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors of razors, blades and shaving sets.
21. To carry on the business as producers, makers, dealers, analysts, investigators and consultants in public health and environmental engineering, water sewage and effluent treatment, water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial know-how, formulae, processes and applied technology and to act as engineers, architects, planners, designers, technical advisers, analysts, investigators, consultants, contractors and to undertake and execute any contract in connection with the objects and to buy, sell, import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them.
22. To manufacture, welding products including welding torches, metal spray powers, fluxes and soldering, filling, brazing and joining metals and alloys, welding heads and accessories, job manipulators, tube to tube sheet weldings, orbital welders, girth welders, custom-designed equipment and engineering systems, welding and metal fabrication equipment systems, to suit cross country pipe line construction and laying, hard facing, surfacing equipment and products and systems used for reclamation and recycling of machinery parts in coal, mining and crushing industry, mining completes, power plants, cement mills, sugar industry, transportation industries, chemicals and fertilizers plants, defence workshops, earth moving equipment and other industries.
23. To act as trustees of any deeds constituting or securing any debentures, debenture-stock or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of or exercise the powers of executor, administrator, receiver, custodian and trust corporation.
24. To carry on the business as manufacturers, manufacturers' representatives, dealers, retailers, whole-salers, packers, repackers, factors, agents, consignors, consignees, shippers, distributors, stockists, buyers, sellers and indentors of all classes, kinds, types, sizes, nature and descriptions of safety equipments, made of whatever metal and/or substances by any devices such as mechanical, engineering, electrical and electronic to safeguard, protect, preserve and maintain all sorts of assets, valuables monies, money's worth, machines, men and livestock.
25. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machineries and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, fix, carry out and deal in accumulators, lamps, meters, cables, wires, lines, pots, engines, dynamos of any kind and accessories thereof and manufacturers of and dealers in scientific instruments of any kind.
26. To carry on the business as manufacturers, moulders, producers, extruders, weavers, refiners, fabricators, assemblers, suppliers, processors, stitchers, laminators, sealers, stockists and dealers in all classes, kinds, type and nature of :
 - (i) Plastic materials, plastic articles including but without limiting the generality of the foregoing, polymer sun films, polymer production line, LDPE-HDPE-HM, HD-PPE multilayer, monolair plastic films.
 - (ii) Packing materials and packages made of whatever materials/substances and compounds including paper, jute, cotton, rubber, plastic, glass board and wood.
 - (iii) Intermediates, derivatives, bye-products and substitutes of all or any of them.

27. To carry on any where in the world, the business of hotel in all its aspects, lodging and boarding and to run, manage, acquire, control, own, purchase, hire the same including restaurant, cafe, tavern, beerhouse, refreshment-room, lodging-house keepers, licenced victuallers, subject to law, wine, beer and spirit merchants, importers and dealers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, ice merchants, importers and workers of food, live and dead stock and colonial and foreign producers of all descriptions, hair dressers, perfumers, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries grounds and places of amusement, recreation, sports, dances and entertainments of all kinds and cigar merchants, agents for railway, shipping and airplane companies, carriers, theatrical and opera box office proprietors, entrepreneurs and general agents of things which can be conveniently carried on in connection therewith.
28. To carry on the business of advertising contractors and agents, to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
29. To carry on the business of printers, stationers, lithographers, type foundry, stereotypes, photographic printers, photo-lithographers, chrome-lithographers, engravers, die-sinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, engineers and dealers in or manufacturers of above articles or things or any of them or concerned therewith.
30. To carry on the business of management consultants and for that purpose to take part in the formation, management, supervision or control of the business or operations of any company or undertaking and to act as administrators, receivers and to appoint and remunerate any Directors, Administrators, Managers or Accountants or other experts or agents.
31. To carry on the business of water-proffers of all kinds.
32. To carry on the business of manufacturers and suppliers of all classes, kinds, types, nature and descriptions of engineering goods including but without limiting the generality of the foregoing, D.C. variable, speed drive controllers, A.C., D.C. current couplings, meters, counters made of whatever metals and substances.
33. To carry on all or any of the business of guaranteeing the performance of any contract or obligation of any company, firm or person and of guaranteeing the payment and repayment of the capital and principal interest or premium payable on any stock, shares and securities, debenture-stock mortgage, loan and other securities issued by any company, corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of pen cons filling situations of trust or confidence or due performance of duties.
34. To carry research and development work for industrial, agricultural and minerals, productivity and methods of productions, matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyse, examine, prepare, formulate, publish, distribute and circulate data, statistics, reports, journals, books, magazines, newspapers, literature and information relating to any type of business, trade, industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the Company and for extending, developing and/or improving any type of business, trade, estate, industry, commerce, organisation, methods, techniques, technical know-how, patents, trade marks and procedures to consider and evaluate problems relating to administration, management, manufacture, production, storage, distribution, finance marketing and sale and/or relating to the rendering of any service.
35. To manufacture, produce, install, commission, operate, prepare, pay, import, buy, sell, supply, distribute or otherwise deal in all energy production and conversion activities in all its forms inclusive of but not restricted to various renewable sources like solar energy, wind energy, all forms of biomass, geothermal energy, hydel energy, tidal and wave energy as also effective

- and efficient utilisation of conventional energy forms like coal, oil, gas, electricity and all equipments that may be associated with such energy related activities.
36. To refine, treat and render merchantable and fit for use, natural deposit of salt, brine, natron, soda, kieselguhr nitrates and derivatives.
 37. To provide a leasing advisory/counselling services to other entities and/or from the leasing arm of other entities.
 38. To investigate, search, survey, prospect, explore, extract, drill, dig, raise, pump, produce, refine, purify, separate, treat, process, blend, store, transport, distribute, market, sell, pack and otherwise deal in mineral oils, whether on shore or off-shore and their derivatives, bye-products, mixtures in-gaseous, liquid or solid forms and to fabricate, purchase, construct, take on lease/rent, erect, maintain machineries, plants, equipments, carriages, structures, platform towers, (jackets) piles, decks, module frames and ancillary parts of complete off-shore and on-shore installations and pipe lines related to the above activities, to take on lease, purchase or otherwise acquire lands and other places, including offshore areas which seem capable of affording a supply of natural gas and mineral oils for conducting above activities.
 39. To carry on the business of an investment company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company or Private Industrial Enterprises or Government and in diamonds, jewellery, pearls, silver, gold, ornaments, akiks, paintings and antiques subject to provisions of law applicable.
 40. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, lighting, appliances, instruments, equipments and machines and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, operettas, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade concerts, circus or other performances and entertainments and to act as dealers, importers, exporters of entertainment instruments and records, cinema and film projectors and cameras, wigs or materials related or connected with the aforesaid objects and businesses and to acquire exclusive or limited rights to any play, story, script, musical song and lyric, book article or any technique by producing, purchasing or otherwise acquiring and to use, exercise, develop or exploit or turn to account such right for the business of the Company and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or others for film, cinema or show business.
 41. To carry on the business in India and elsewhere as manufacturers, producers, buyers, sellers, dealers, traders, suppliers, exporters, importers, factors, agents, consignors, consignees, distributors, advertisers, marketing agents, stockists, suppliers of any brand and of all classes, kinds and types of galies, detergent, cakes, toilet soaps, laundry soaps, marine soaps, industrial soaps, detergent powder, detergent liquid, cleaning powder, washing powder, neel, whitener, slurry, benzyne washing materials, toilets' requisites and preparation.
 42. To carry on the business as manufacturers, suppliers, stockists, manufacturers' representatives, traders, dealers, importers, exporters, factors and agents of all classes and kinds of medicinal apparatuses, instruments, appliances, injections and tools required by physicians, surgeons, doctors, consultants, dentists and orthopedicians in their respective professions.
 43. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, white cement, alumina cement, limes and limestones and bye-products thereof, cement pipes/sheets, refractories, bricks and minerals.

44. To carry on the business as manufacturers, processors, importers, exporters dealers, sellers, buyers, consignors, consignees, agents, stockists, suppliers of all classes, kinds, types and nature of chemicals, dyes, pigments and auxiliaries, intermediates including but without limiting the generality of the foregoing, heavy chemicals, fine chemicals, organic and inorganic chemicals, pharmaceutical, drug and medicinal chemicals, gum, allied chemicals and boiling agents for textiles, paints, cosmetics, pharmaceuticals, paper, processing, leather, metals, food pigments and other industries made from whatever substances including minerals.
45. To work mines or quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with chalk, clay, ores and generally to carry on the business of mining of all branches.
46. To carry on the business of manufactures, dealers, traders, exporters, importers, consignors, consignees, agents, factors, brokers, whole-salers, retailers of all kinds, types, sizes of wood and plywood with and/or without lamination of any type and kind thereon including other types of wood such as teak wood, flush door, plywood, figure wood, fibrous boards, duplex boards, triplex boards, colour boards, black boards, laminated boards, press boards, masonite boards, pulp boards, paste boards, glazed boards, life boards, deportation boards, packing wood and articles/products, furnitures made therefrom whether for industrial, commercial and domestic purposes/uses.
47. To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.
48. To carry on the business as consultant in marketing and survey for whatsoever materials and projects for whomsoever.
49. To carry on the business of artificial eye and limb makers, corset makers, stay makers, bandage makers, curtch, chair and stretcher makers, carriage makers, ambulance makers and providers of all requisite for hospital.
- IV. The liabilities of the members is be limited.
- #V. The Authorised Share Capital of the Company is Rs. 20,000,000/- (Rupees Two Crore only) divided into 2,000,000 (Twenty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each.

Amended vide ordinary resolution passed at Extra Ordinary General Meeting held on February 23, 2012

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

	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Name/s and Signature/s of the Witness/es and their Address/es, Description/s, Occupation/s
1.	Rakeshbhai Shah S/o. Ramanlal Shah E/37, Ayojannagar, Nr. Shreyas Railway Crossing, Paldi, Ahmedabad. Occupation : Business Sd/-	100 (One Hundred)	Common Witness to All Subscribers Kiran Kothari S/o. Ramanlal B. Kothari 202, Rajkamal Plaza-A, Nr. Navjivan Press, Ahmedabad-380014. Occupation : Chartered Accountant M. No.: 35605 Sd/-
2.	Pritiben Shah W/o. Rakeshbhai Shah E/37, Ayojannagar, Nr. Shreyas Railway Crossing, Paldi, Ahmedabad. Occupation : Business Sd/-	100 (One Hundred)	
3.	Nileshbhai Shah S/o. Dhirubhai Shah A-12, Ashita Park, Opp. Ishwar Bhuvan, Navrangpura, Ahmedabad. Occupation : Business Sd/-	100 (One Hundred)	
	TOTAL	300 (Three Hundred)	

Place : AHMEDABAD

Dated this 22nd day of February, 2000

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KOMAL INFOTECH PRIVATE LIMITED

1. Table 'A' to apply as modified

The regulation contained in Table 'A' in the first schedule to the Companies Act, 1956 shall apply to this Company to the extent to which they are not modified, varied, amended or altered by these Articles.

2. The Company to be a Private Limited Company

The Company is a Private Limited Company and accordingly :

- (a) The right of transfer of 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 (i) persons who are in the employment of the Company and (ii) persons, who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased] shall be limited to Fifty, provided that, for the purpose of this provision, where, two or more persons, hold one or more shares in the Company jointly, they shall be treated as a single member.
- (c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.

3. General Authority

Wherever in the Companies Act, 1956 it has been provided that the Company shall have any right, privilege or authority or that any company can not carry out any transaction unless the Company is so authorised by its Articles than in that case, Articles hereby authorise and empower the Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Companies Act, 1956. Such rights include any kind of alteration in Share Capital. The Authorised Share Capital of the Company as per clause V of the Memorandum of Association of the Company.

4. **Issue of Preference Shares**
(a) Subject to the provisions of Section 80, any redeemable preference shares may, with the sanction of an ordinary resolution, be issued on the terms as may be specified in the resolution.
(b) Every member of the Company limited by shares and holding any preference shares therein shall in respect of such shares have a right to vote in the manner and to the extent the equity shares holders are entitled to vote, so long as equity share capital is not issued and subscribed.
5. **Increase of Capital**
The Company may, from time to time, by ordinary resolution, increase the share capital such sum to be divided into shares of such amount as may be specified in the resolution.
6. **Method of issuing Capital**
The shares shall be entirely at the disposal of the Directors and they may allot or otherwise transfer them to such persons at such times and generally on such terms and conditions as they may think proper, subject to the provisions of Article 2 hereof.
7. **Transfer of shares to relatives**
Save as provided by these provisions, no shares shall be transferred to a person who is not a member or related as a lineal ascendent or descendent, wife or husband or a grandchild of any member as long as such member or relative is willing to purchase the same at a value agreed between the member intending to sell and the Board, failing of such agreement, the value fixed by the auditor of the Company.
8. **Offer to existing members**
In order to ascertain whether any member is willing to purchase the shares the proposing transferor shall give notice in writing (hereinafter called the 'Transfer Notice') to the Company that he desires to transfer the shares. Such notice shall constitute the Company as his agent for the sale of the shares to any member of the Company at the fair value. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Board.
9. **Procedure when Company finds purchaser**
If the Company shall, within the space of 30 days after being served with the transfer notice, find a person willing to purchase the share (hereinafter called the "Purchasing Member"), and shall give thereof to the proposing transferor that he shall be bound, upon payment of the fair value, to transfer shares to the purchasing member.
10. **Default by transferor to transfer**
If in any case the proposing transferor after having become bound as aforesaid, makes default in transferring the share/shares, the Company may receive the purchase money and thereupon cause the name of the purchasing member to be entered in the register as the holder of the share/shares and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company shall be a good discharge for the purchasing member and after his name has been entered in the register in purported exercise of the proceedings, shall not be questioned by any person.
11. **Notice of Intention to transfer**
If the Company shall not within the space of 30 days after being served with the transfer notice, find a member willing to purchase the shares or any of them and shall not give notice to the proposing transferor in the manner aforesaid, the share specified in any transfer notice given to the Company as aforesaid, shall be offered by the Company in the first place to the members other than the proposing transferor as nearly as may be in proportion to the existing shares held by them respectively and the offer shall in each case limit the time within which if not accepted, will be deemed to be declined and may notify to the members that any member who desires an allotment of shares in excess of his proportion should, in his reply state how many excess shares he desires to have and if a member/s does/do not claim their proportions, the unclaimed shares shall be issued for satisfying the claim in excess. If any shares not be capable without fraction of being offered to the members in proportion

to their existing holdings, the same shall be offered to the members including the Directors or some of them in such proportion or in such manner as may be determined by the Directors. If Company does not find any member willing to purchase shares within the said limit, the Company shall intimate accordingly to the transferor who shall, thereafter, be at liberty to transfer the shares to any person, approved by the Board at a value not less than fair value.

12. No notice of any trust

No notice of any trust, express or implied or constructive, shall be entered on the register of members or of debenture holders and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any shares, and any interest in any fractional part of a share or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entry thereof in the Shareholder's Register.

13. Director's right to refuse the transfer

The Directors may at any time in their absolute and uncontrolled discretion and without assigning any reason whatsoever, decline to register or acknowledge any proposed transfer of shares and their power or discretion to refuse such transfer shall not be affected by the fact that the proposed transferor is already a registered member of the Company, without prejudice the generality of the aforesaid powers, the Directors may in particular decline in any case in which the Company has a lien upon the shares (or any of them) or whilst any shareholder executing the transfer is either alone or jointly with any person or persons indebted to the Company on any account whatsoever, whilst any money in respect of the shares desired to be transferred to any of them remains unpaid or unless the transfer shall be conclusive evidence of the approval of the transfer by the Board.

14. Transmission of shares

The executors or administrators of a deceased shareholder shall be the only person/s recognised by the Company as having any title to the shares, in the case of a share registered in the name of two or more holders, the survivors or the executors or administrators of the deceased survivors shall be the only person recognised by the Company as having any title to the share. The estate of the deceased joint holders shall continue to remain liable in respect of any share which has been jointly held by him with other persons. It shall be lawful for the Directors to dispense with the production of Probate or Letter of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Directors may deem fit.

15. Notice of General Meeting

Any General Meeting may be called by giving to the members seven clear days' notice or a shorter notice than seven days if consent is accorded thereto by members of the Company holding a majority of share capital of the Company and it shall not be necessary to annex any explanatory statement to the notice as required by Section 173 of the Act.

16. Quorum for General Meeting

Two members personally present shall be the quorum at any General Meeting of the Company and the Chairman of the Board of Directors shall be the Chairman of the meeting of the Company.

17. Number of Directors

Until otherwise determined by a Special Resolution of the Company and subject to the provisions of the Companies Act, 1956 the number of Directors shall not be less than two and more than twelve.

18. First Directors

The First Directors of the Company shall be :

1. RAKESHBHAI R. SHAH

2. PRITIBEN R. SHAH

3. NILESHBHAI B. SHAH

Neither the first nor the other Directors are liable to retire by rotation.

19. **Remuneration of Directors**
The remuneration of every Director for every meeting of the Board or committee thereof attended by him shall be such sum not exceeding Rs. 500/- per meeting. Moreover, the Board of Directors shall have power to increase the said remuneration from time to time, subject to the provisions of the Act. The Directors may allow and pay to any Director who shall come to meeting place for the purpose of attending a meeting, such sum as the Directors may consider fair compensation for his travelling expenses and daily allowances for the number of days he is required to stay for the business of the Company in addition to his remuneration for attending such meeting as above specified.
20. **Qualification shares**
A person to become a Director of the Company does not require to hold any Qualification Share in the capital of the Company.
21. **Quorum for Board Meeting**
The Quorum for the Board of Directors' Meetings shall be in accordance with Section 287 of the Act.
22. **Competent to exercise powers**
A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by Directors, including power to appoint Additional and Alternate Directors.
23. **Resolution by circulation**
A resolution passed by circulation in conformity with the provisions for the time being of the Companies Act, 1956 in this regard shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.
24. **Powers of Directors**
Subject to the provisions of law applicable to private companies, the Board shall be entitled to exercise all such powers and do all such acts and things, as the Company is authorised to exercise and do. The restriction on the powers of the Board of Directors imposed by Section 293 in the case of a public company shall not apply in the case of this Company and the Directors may exercise any of the powers specified therein without the consent of the Company in General Meeting accorded by a special resolution.
25. **Managing Director/Whole-time Director**
The Board of Directors may, by resolution, appoint Managing Director/s Whole-time Director/s either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office and on such other terms and conditions as they think fit.
26. **Powers of Managing Director/Whole-time Director**
Subject to the provisions of law applicable to private companies, the Directors may, from time to time, entrust to and confer upon the Managing/Whole-time Director/s for the time being such of the powers exercisable under these presents or other provisions of law by the Directors as they may think fit and confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf as may be permissible under the provisions of law and subject to the provisions of any contract with the Managing/Whole-time Director who may, from time to time, revoke, withdraw, alter or vary all or any of such powers.
- Subject to the provisions of law applicable to private companies, no Director shall be disqualified from contracting with the Company or holding any office or place of profit under the Company.
27. **Remuneration of Managing Director/Whole-time Director**
The Managing/Whole-time Director shall be entitled to receive remuneration as such for managing the affairs of the Company as may be fixed by agreement and subject to the provisions of any such agreements as may be fixed by the Board from time to time which may be by way of salary and other perquisites, bonus, commission, participation in profit

or by way of any or all such modes and such remuneration shall be in addition to the fees and travelling allowances payable to all Directors of the Company for attending Board or Committee Meetings.

28. Special remuneration to Directors

If any Director, being willing shall be called upon to perform extra services which expression shall include work done by a Director as member of any committee formed by the Directors or to make any special exertions in going or residing abroad or otherwise for any purpose of the Company the Board may resolve to remunerate such Director either by a percentage of profit or otherwise as may be determined to the remuneration provided above. The Directors are also entitled to be paid any travelling, hotel and other expenses incurred in connection with the business of the Company including their expenses of travelling to and from the Board Meetings.

29. Nominee Director

So long as any moneys be owing by the Company to any finance corporation or credit corporation or to any financing company or body and/or so long as any finance corporation or credit corporation or any financing company or body holds the shares in the company acquired as a result of undertaking. (which Corporation or Body is hereinafter in this Article referred to as "the Corporation"), the Directors may authorise such corporation to appoint from time to time any one or more person(s) as the Director/s (which Director(s) is hereinafter referred to as "Nominee Director") and the Nominee Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director.

The Corporation may at any time and from time to time remove any such Nominee Director or Directors appointed by it and may at the time of such removal and also in case of death or resignation of the person(s) so appointed at any time appoint another or others in his or their place and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatever. Such appointment or removal shall be made in writing signed by the Chairman of the Corporation or any person or Director thereof authorised in this behalf and shall be delivered to the Company at its registered office.

Every Corporation entitled to appoint a Director under this Article may appoint one or more such person(s) as Director(s).

30. Borrowing Powers

The Directors may from time to time at their discretion exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture-stocks and other securities whether out-right or as security for any debts, liability or obligation of the Company.

31. Chairman

The Chairman of the Board shall take the Chair at every meeting of the Board of Directors. If at any meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the other Directors present may choose one of their members to be the Chairman of the meeting.

32. Audit

Once atleast in every year, the accounts of the Company shall be examined, balanced and audited and the correctness of the Profit and Loss Account and Balance Sheet shall be ascertained by one or more auditor or auditors.

Auditors shall be appointed and their duties regulated in accordance with Sections 224, 225, 226 and 227 of the Act. All notices of and other communications relating to any General Meeting of the Company which any of the members of the Company is entitled to have sent to him, shall also be forwarded to the auditor of the Company and the auditor shall be entitled to attend any General Meeting which he attends on any part of the business which concerns him as an auditor.

33. **The seal**

The Board of Directors shall select a seal for the Company and provide by resolution for the safe custody and affixing thereof. Unless otherwise determined, the Director may use and affix the seal of the Company in presence of any one Director to any documents and the Director in whose presence the seal is affixed in accordance with this Article, shall sign every document to which the seal is so affixed.

34. **Secrecy Clause**

Subject to the provisions of the Act, no member shall be entitled to visit or inspect any work of the Company without the permission of the Director or Managing Director or of the officer authorised by the Director to grant such permission or to require inspection of any books of account or documents of the Company or any discovery of any information or any details of the Company's business or trading or any other matter which is or may be in the nature of trade secret mystery of trade or secret process or which may relate to the conduct of business of the Company and which in the opinion of the Managing Director or the Directors will be expedient in the collective interests of the members of the Company to communicate to the public or any member.

35. **Interest out of Capital**

Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any work buildings or for the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of the share capital as is for the time being paid up for the period and on the conditions and restrictions provided by Section 208 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or provision of plant.

36. **Preliminary Expenses**

The preliminary expenses of and incidental to establishing the Company and also the cost of the Company of any incidental to and acquisition of any business, goodwill or patents or any property of wasting nature, of/or establishing any new branch of business or developing any property belonging to the Company or of any extra-ordinary expenditure spread over a number of years or otherwise, be treated as the Director may determine and the amount of any such cost or expenditure or any part thereof for the time being outstanding and not written off may, for the purpose of calculating the profits of the company, be treated as an asset.

37. **Directors' and others' right to indemnity**

- (a) Subject to the provisions of Section 201 of the Act, every director and officer of the Company shall be indemnified by the Company and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, losses expenses (including travelling expenses) which any such Director, officer or employee may incur or become liable to by reason of any contract, deed entered into by him as such Director, officer or servant or in any way in the discharge of his duties.
- (b) Subject as aforesaid every Director, Managing Director, manager, secretary or other officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is given to him by the Court.

38. **Not responsible for acts of others**

Subject to the provisions of Section 201 of the Act no Director or other Officer of the Company shall be liable for the acts, receipts, or defaults of any other Director or Officer or for joining in any receipt or other act for confirmity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the Company investments or for any loss arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any money, securities or effects shall be entrusted or deposited or despite or for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office in relation thereto unless the same happens through his own dishonesty.

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of these Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Name/s and Signature/s of the Witness/es and their Address/es, Description/s, Occupation/s
1.	Rakeshbhai Shah S/o. Ramanlal Shah E/37, Ayojannagar, Nr. Shreyas Railway Crossing, Paldi, Ahmedabad. Occupation : Business Sd/-	100 (One Hundred)	Common Witness to All Subscribers
2.	Pritiben Shah W/o. Rakeshbhai Shah E/37, Ayojannagar, Nr. Shreyas Railway Crossing, Paldi, Ahmedabad. Occupation : Business Sd/-	100 (One Hundred)	Kiran Kothari S/o. Ramanlal B. Kothari 202, Rajkamal Plaza-A, Nr. Navjivan Press, Ahmedabad-380014. Occupation : Chartered Accountant M. No.: 35605 Sd/-
3.	Nileshbhai Shah S/o. Dhirubhai Shah A-12, Ashita Park, Opp. Ishwar Bhuvan, Navrangpura, Ahmedabad. Occupation : Business Sd/-	100 (One Hundred)	
	TOTAL	300 (Three Hundred)	

Place : **AHMEDABAD**

Dated this 22nd day of February, 2000