

The Companies Act, 2013  
(Company Limited by  
Shares) Memorandum of  
Association Of

**INTERNATIONAL MARKETING  
CORPORATION PRIVATE LIMITED**

I. The Name of the Company is: **INTERNATIONAL MARKETING CORPORATION PRIVATE LIMITED.**

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

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

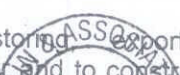
**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of manufacturing, exports, imports & marketing of Ayurvedic Medicinal Products, Ayurvedic Medicinal Food Products.
2. To carry on the business of manufacturing, exports, imports & marketing of Herbal household Consumable Products.
3. To carry on the business of manufacturing, exports, imports & marketing of Herbal Beauty Products, Herbal Health Care & FMCG Products.
4. To Carry on the business of direct selling of Ayurvedic Medicinal Products, Ayurvedic Medicinal Food Products, Herbal household Consumable Products, Herbal Beauty Products, Herbal Health Care & FMCG Products and other allied products

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

1. To enter into any arrangement or agreement or contract with any person, association firm or corporation whether in India or outside, for technicians, or for such other purpose that may seem beneficial and conducive to the objects of the Company.
2. To acquire and undertake all or any part of business, property liabilities and rights of any persons, firm or company carrying on any business which this company is authorized to carry on or be possessed of property suitable for the purpose of the company.
3. To enter into any agreement with government or authority. (Supreme, local municipal or otherwise) that may seem conducive of the company's objects or any of them and to obtain from any such Government or authority all rights, concession and privileges, which the company may think desirable to obtain in connection with its business and to carry out, exercise and comply with any such arrangement, rights, privileges and oncession.
4. To design, develop, alter, exchange, deal either as principal agents, let on hire, import or export, technical know-how, machinery, assembling, components and such other parts specified above and ancillaries thereof.
5. To institute, conduct, defend, compound, compromise any legal proceedings against or by the company.
6. To remunerate any person, firm or Company for services rendered or to be rendered in the acquisition of property by the Company or conduct of its business.
7. Generally to purchase or take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient with reference to any of these objects and capable of being profitable dealt with in connection with and to the company's property or right, for the time being.
8. To employ, expert to investigate and examine into the condition prospect value character and circumstances of any business concern and undertaking and generally of any assets property or rights proposed to be acquired by the Company.
9. To sell, Improve, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal in or any part of the property and rights of the Company.
10. To open account or accounts with any individual, firm or company or with any Bank or Bankers, Financial

- institutions or sheriffs and to pay into and to withdraw money from such account.
11. To distribute as dividend or bonus, among the members or to place to reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and money arising from the sale by the Company of forfeited shares.
  12. To undertake the study of consumer or medical tastes in Indian or foreign markets, and to co-operate with Trade Associations, Government Agencies.
  13. To establish, Purchase and take on lease or otherwise acquire and run shops showrooms, distributing centers, stores and depots at any place in India or abroad.
  14. To acquire, purchase and take on lease all or any of the fixed assets, machinery, furniture, stores, stocks of raw and finished materials, privileges, quota rights, goodwill pertaining to any business to achieve the aforesaid objects.
  15. To guarantee the performance of any contract or obligation of and the payment of money unsecured of and interest on any debenture, stock or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the company and in the above context to act as securities.
  16. To borrow from any state financial corporations, Banks, companies firms or other financial institutions any terms loan or other sums on such security and other charges as stipulated by the financial corporation or Banks with mortgage on all or any of property of the Company whether present or future or both.
  17. To adopt such means of making known the products of the Company as may deem expedient and in particular by advertising in the press, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and dominations.
  18. To take interest and promote and undertake the formation and establishment of such institutions and companies as may be considered to be conducive to the interest of the Company and also to promote subsidiaries.
  19. To sell, lease, mortgage, or otherwise dispose of property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or securities or any other such Company having objects altogether or in part similar to those of this Company.
  20. To employ/acquire technical experts, technocrats, engineers, mechanics, foremen, skilled and unskilled labor for the business of the Company.
  21. To amalgamate with or take any other company or companies having objects altogether or in part similar to those of this Company.
  22. To insure with any person or company against losses, damages, risk and liabilities of any kind which may effects the Company either wholly or in part directly or indirectly.
  23. To enter into partnership, agreements or arrangements for sharing profits or any union of interest, joint venture, reciprocal concession or co-operation with any person or person, company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable, of being conducted so as directly or indirectly to benefit the Company.
  24. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any design/trademarks/copy rights, patent rights, ingestion licences, concessions and the like conferring any exclusive or non- exclusive or limited rights their use or any information as to any invention which may seem calculated directly or indirectly to benefit the company in connection with its business and to use, exercise, develop or grant licences in respect of the information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
  25. To produce the registration or other recognition of company in any country, state or place and to regulate agency for the purpose of the company's business and to apply or join in applying to any parliament, Local Government, Municipal or other authority or body, Indian or foreign, for any Acts or parliament Laws, objects or any of them and to oppose any proceedings or applications which may seem calculated directly/indirectly or to prejudice company's interest.
  26. To do all or any of company's business as principals, agents or the business as representative of any person, firm, company or corporation, having business or objects, altogether or in part similar to those of this company and to carry on the business of the business of the company with foreign collaboration on terms and conditions subject to laws governing the same.
  27. To invest in any, real or personal property rights or interest acquired by or belonging to the Company on behalf of or for the benefit of the company but with the declared trust in favour of the company.
  28. To carry on any business or branch of a business which this company is authorized to carry on by means of or through the agency of any subsidiary or ancillary Company or companies and to enter into any arrangement with any such subsidiary company/companies for taking the profits or losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any other business or branch so

- carried on, and to appoint Directors or managers of any such company.
29. To take such steps as may be necessary to give the Company the same rights or privileges in any part of the world as are possessed by local companies or concerns of a similar nature.
  30. To create depreciation fund, sinking fund, insurance fund, provident fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company. Or for any other such purpose whatsoever conducive to the interest of the Company.
  31. To pay all costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company.
  32. To draw, accept, make, endorse, discount and negotiate promissory notes, cheques, hundies bill of exchange, bill of lading and other negotiable instruments of all types in connection with the business of the company.
  33. To train or pay for the training in India or abroad of any of the Company's officers, employees or any candidate in the interest of or for the furtherance of the company's objects.
  34. To make donations to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees of the Company and wives, windows and families of the dependents.
  35. To give to officers, servants or employees of the Company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary/ancillary Company or not and for that purpose to enter into any arrangements, the Company may think it.
  36. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donation, gratuities, pension, allowances or employment or any other pecuniary aid to any person who are or were at any time in the employment or service of the company, or of any company, which is a subsidiary of the company or is allied to or associated with the Company.
  37. To provide residential and/or sleeping accommodation for workmen and in connection with to afford to such person facilities and convenience for washing bathing, cooling reading and writing and for the purchase, sale and consumption of provision both liquid and solid and for the safe custody of goods.
  38. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth.
  39. To carry on the business of manufacturing, exports, imports & marketing of Readymade Garments, Electric & Electronic Goods, Gym Products, Artificial Jewellery, Food Products & Agricultural Products.
  40. To carry on the business of broker, agent and manufacturer's representative and indenting agents for Indian and foreign customers.
  41. To carry on the business as dealers in and purchase of diary, poultry, fishing, floriculture, horticulture farm, garden and produce of all kinds and in particular milk, cream, butter, ghee, cheese, poultry, eggs, fruits, vegetable oil, vegetable ghee, artificial ghee, porkpies, sausages, prawn, polted meat, table delicate, and to purchase, acquire, keep, maintain, breed, sell or otherwise dispose of all kinds of cattle, cows, buffaloes, pigs, poultry, and live or dead stock of all description.
  42. To carry on the business of manufacturing and selling carbonated or other waters, suppliers of heat, light, waters, gas or brine for refrigerating purposes. To keep, maintain and equip service stations for the said purposes.
  43. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, tea garden, orchards, groves, plantations and farms and to carry on business as cultivators groves, producers, planters, manufacturers, buyers, sellers, dealers, importers, exporters, agents, brokers, traders, or stockists of tea, coffee, coconut, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oil seeds, wheat and other grains and any kind of horticulture, foods or beverage product or products.
  44. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors of razors, safety razors, blades, shaving set, lotions, creams soaps, or other materials and utilities.
  45. To carry on business of advertisements and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways and other transport vehicles and public places, audio visual display and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.
  46. To engage and carry on the business of raising, packing, grading, preparing for market eggs, butter cream, milk, ghee, cheese, vegetables, fruits, farm, dairy and poultry products of all descriptions. To hatch, breed and raise either by natural means, or incubators or otherwise floriculture, horticulture, poultry of all kinds and to buy, sell, rear and deal in chickens, chicken foods, incubators, ducks, turkey geese and guinea fowls, partridges and other birds, to carry on the business of slaughtering cattle, pigs, hogs, sheep, lamb and other animals for food purposes as may be permitted by law and to manufacture bides, oils fat horn, glue feather, fertilizers and other by-products.
  47. To carry on the business of producing, milling, extracting, refining, storing,  transporting, importing, transporting and dealings in flour of all kinds and descriptions whatsoever and to construct and run flour

- mills, rice mills, oil extraction plant, solvent plant and to manufacture and by-products and food products of all kinds and descriptions. To purchase, sell, import, export, manufacture, repair, assemble or otherwise deal in all machinery used in the manufacture flour, basin, biscuits, flakes, dalai, allied products and confectionary products. To purchase, sell store or otherwise deal in wheat, paddy, and other grains, cereals, cotton, kappa's, rice, seeds of all kinds.
48. To promote, establish, improve, develop, administer, own and run industries, projects, enterprises or programmers for processing and preservation of agriculture produce, forest produce and products of pisciculture, sericulture, floriculture, agriculture and of animal origin for purposes of increasing quality or availability or otherwise of goods and subsidiary foods an all their forms and variations either for export or consumption in the country.
  49. To produce, manufacture, refine, prepare, import and export, purchase, sell and generally to deal in all kinds of Portland cement (Portland, puzzling cement, Portland slag cement, Portland rapid hardening cement, Portland high alumina, Portland oil well cement, special cement, masonry cement, line puzzling cement etc.) cement products of any description (pipes, holes, asbestos, sheets, blocks, tiles, garden wires, etc.) lime, lime stones, calcium carbonate, carbide, gypsum kantar, and or bye products, allied chemicals thereof and in connection therewith to take on lease or acquire, erect, construct, establish, operate and maintain cement factories, quarries, workshop and other works.
  50. To carry on the business of manufacturing of bricks, tiles, stones, pipes, potteries, earthen, kiln and similar goods.
  51. To manufacture, assemble, market, buy, sell, lease, import, export, produce, to act as agents, or otherwise deal in computers, computer system, software development, computer goods and component, computer hardware, computer peripherals and accessories, all kinds of business machines, all kinds of office equipments, systems and components, all kinds of data communication equipments and systems.
  52. To procure, manufacture, prepare and otherwise deal in poly vinyl chloride and plastic based products such as HDP bags, polythene bags, plastic ware, plastic polymerize, vinyl asbestos and solid vinyl ware, fiber glass ware and other synthetic and all other appliances sacks, to prepare, to manufacture and otherwise deal in poly vinyl chloride and plastic based products and chemicals of all types.
  53. To carry on the business of manufacture and otherwise deal in packing, packing requisites made of polythene and synthetic material, cartons made of card board, straw board, wood glass, or other material, rubber metal, glass or plastic containers as also containers of any other material or substances.
  54. To conduct, carry on and manage the business of manufacturers and traders of wine, whisky, gin, rum, brandy and general distillers, compounds, spirit, wines, liquors and all other products derived from malt, sugar, grapes, apples and other similar substances.
  55. To construct, purchase, acquire, develop and take over from time to time hotels, restaurants, resorts, bars, liquor vends, bonded warehouses, wholesale and retail vends of foreign liquor, cafeterias, milk bars, bakeries, shop, catering establishments, petrol pumps, repair workshops, tourist bungalows, hotels huts, motels, guest houses, entertainment projects, and other places of tourist, archaeological and historic interest in India or abroad.
  56. To carry on the business and publishers including of newspapers, books and journals as well as producers, importers, exporters, exhibitors and financiers of cinematographic films, proprietors, hires of and managers of cinema halls, theatres, picture palaces, dance halls, studios touring talkies and other buildings and places of entertainments of all kinds.
  57. To carry on the business of manufacture of or dealers in all types of glass products, including sheets and plate, glass/optical, glass wool and laboratory ware.
  58. To undertake to manufacture, process, import, export and sale of calcined petroleum, petrochemical and its byproducts coal and coal tar products, dyes, drugs, medicines and pharmaceuticals and derivatives paints pigment and varnishes, explosives and ammunition all types of heavy chemicals, textiles chemicals, photographic chemicals, clay and boards, soaps, glycerin, fertilizers, pesticides, manures, fungicides and allied products, fats and waxes.
  59. To carry on the business of manufactures of or dealers in type- writer, calculating machines, cleaners, sewing, printing machines, ice-cream manufacturing machinery and Dairy Equipment.
  60. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops and to carry on the business of manufacturing and dealing in all kinds of ayurvedic, allopathic, homeopathic and biochemical, medicines, basic drugs, crude, drugs, herbs, pharmaceutical formulations, cosmetics and indictable ophthalmic instruments, lenses, contact, spectacles and frames and to carry on the carry on the business of surgical equipments, hospital equipments, medical equipments etc.
  61. To manufacture and or deal in automobile parts spare parts and components or machineries. To carry on the business of machinists, manufactures of pressed bowls, marine engineers, iron founders, brass founders, iron and steel converters, metallurgists, smiths, iron masters, steel masters, blast furnace proprietors, consulting, engineers, asbestos manufactures, Japanese, anteaters, enamellers, electric and chromium plasters, painters, polisher, tinsmith, locksmiths, ironmongers, wire weavers and to buy, sell,

- manufacture, repair, alter, convert, let on hire and deal in plant, machinery, tools, implements, utensils and rolling stock.
62. To carry on the business as manufactures and dealers in all types of celluloid, bakelite, industrial rollers, sheets, belting, tires, tubes, scientific, industrial and surgical instrument and agricultural equipments.
  63. To carry on the business as manufactures and dealers in plywood, hardwood, blocks for flooring and other purposes, windows, doors, wood-pulp, wood wool, masts, spares, derricks, sleepers, tool handles, paneling wood-work, furniture and articles of all description wholly or partly made from wood, bricks, cement or stone and to establish saw mills and to act as timber and lumber merchants.
  64. To carry on the business of manufactures, buyers, sellers, exporters and importers of pulp, paper, boards and paper products of all types and kind and in all forms and to process and re-pack paper and paper products and to carry on the business of stationers, printers, lithographers, stereotypes, electrotypers, photographic printers, block makers, photo lithographers, engravers, die-sinkers, account book manufactures, book sellers and publishers.
  65. To carry on the business of spinners, weavers, manufactures, cotton, textile and other fibrous ( natural and chemical ) materials, balers and pressers of jute cutting jute rejections, hemp and cultivations thereof and the business of buyers, sellers and dealers of jute, jute cutting, jute rejections, jute manufacturing, hemp and other fibrous material and oil seed.
  66. To sink wells and shafts, lay down pipes, construct, improve, maintain develop, work, manage carryout or control any roadways, tramways, runways, branches or sidings, telegraph lines, canal reservoirs, water, courses shares, sheds, hydraulic works and factory, power houses, coolly lines and houses and villages.
  67. To carry on the business of manufacturers and dealers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, lamps, meters, engine, dynamos, batteries, telephonic apparatus of any kind and manufactures of and dealers in scientific instruments of any kind.
  68. To carry on the business of couriers and cargo carriers and to act as forwarding agents.
  69. To carry on the business of water works engineers and manufacturers and suppliers of atomic powers and gas generators.
  70. To manufacture railways wagons, passenger coach ( railways or roadways), bus body builders, tramway and their components, jigs and fixtures, precision instruments, gas welding plants, paper and cement plants, general purpose and tool room machinery, hardening annealing and tempering furnaces, motor boats, cable and conductors.
  71. To purchase, manufacture, produce, boil, refine, prepare, export, sell and to deal in sugar, candy, jiggery, sugar beet, sugarcane, molasses, syrup, mealda and all sugar products such as confectioneries, glucose, sugar candy, golden syrup, alcohol and their byproducts.
  72. To carry on the business of manufacturing, processing, re-processing, altering, re-altering, melting, forging, grading, machining, mining, converting, preparing, formulating, dealing, buying storing, importing, exporting of all kinds and varieties of ferrous and non-ferrous steel, special steel, stainless steel, carbon steel, mild steel, carbon iron steel, iron store ore, gal vanished products, tin products, ferrous and non-ferrous metals, high carbon and low carbon alloys, and raw metals, pig iron, sponge iron, and to manufacture, design, deal in all kind of steel wires, copper, wires, copper, wire, cables, tubes pipes and bolts, dewdrops, tower bolts, roofing nails, pad bolts, door shutter nuts, karats, gate channels, sanitary fittings, wire, wire knitting, wire ropes, hardware fittings of all kinds, cuttings and hand tools and wires of all ferrous and non-ferrous metal and their components, iron and steel makers, iron masters, steel founders, machine tools or parts and equipments engineering goods and machinery fixtures founders and manufacture of Ferro manganese, colliery proprietors and coke manufacturers.
  73. To manufacture, produce, compress, liquefy, supply, purchase, sell, trade, import, export, distribute, as agents of all types of industrial, domestic, medical and commercial gases, including oxygen, hydrogen, acetylene, nitrogen, argon, carbon dioxide, Freon, dissolved acetylene, Freon, carbonic acids in gas and liquid form and to manufacture, gas cylinders, bottles, containers, receivers, corks, valves, scales, liberations, gasmasks regulators, compressors and to manufacture, produce, refine, import, export or otherwise deal in all types of heavy and light chemicals, chemical, elements and compounds.
  74. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry iron, color, dye, disinfect, renovate and prepare for use all articles of wearing apparels, household, domestic and other linen and cotton and woolen goods and clothing and fabrics of all kinds.
  75. To carry on the business as seed merchants, oil merchants, cotton groundnuts, more and castor merchants, cake and corn merchants, millers, flour merchants, bakers, biscuit makers and confectioners.
  76. To carry on the business as wood and steel furniture, iron, safer, rolling shutters, office equipments and other steel structural products.
  77. To carry on business of petrol pumps and service stations.



78. To carry on the business of helicopter-spraying on farms, Groveland, cultivation, products and other allied business of eradication of diseases, virus and insecticides.
79. To manufacture, process, fabricate, design, buy, sell, import, export or otherwise deal in all kind of electrical wires and cables, insulated cables, welding cables, D.C.C. wires, Super Enameled Wires (bare or covered by plastic, Rubber, Cotton, paper and PVC) conductors, low, medium and high tension insulators, switch gears made of ferrous or non-ferrous metal including silver or any other substance.
80. To carry on all or any of the business of manufacturers of and dealers in all kinds of hosiery goods, readymade garments, carpets, durries, mats, rugs, blankets and other similar articles of woolen and worsted materials.
81. To carry on all or any of the business of importers and exporters, ship owners, ship builders, chatters of ships and other vessels, ware, housemen, ships and insurance brokers, carriers forwarding agents, Wharfingers.
82. To carry on the business as manufacturers of and dealers a leather and leather goods of all descriptions and of leather dresses, tanners, hides skins and all things and material connected therewith.
83. To construct, purchase, establish or otherwise run or operate cold storages, warehouses and to carry on the business of ice makers, ice dealers, refrigerating storekeeper, makers, manufactures, dealers of and freezing and refrigerating agents, mixture and medicines of all descriptions both, natural and artificial.
84. To carry on the business of manufactures of and dealer in sports goods.
85. To grow, cultivate, rise, plants, shrubs, herbs and carry on the scientific plantation of high quality Excepts and such other high yield plantation on Agricultural, wasteland and urban land owned by the company or public investors on contract, lease purchase, and to acquire take on lease, or contract, sale & purchase land and carry on the research and business in agro forests seeds.
86. To carry on the business of contractors, builders, sub-contractors, civil and mechanical engineers, structural designers, consultant, construction supervisors, interior decorators, furnishers sanitary and wood workers in all types works connected with lands, buildings and roads for railways, P.W.D., or municipal committees and corporations, or any other mode from any other contractor or builder for any type of construction activity, electrification and wiring and to compose building plants, prepare construction estimates, projects and projects reports and to carry on the business of real estate's deal in all kinds of movable and immovable properties.
87. To carry on the business as tourist agents and contractors and to facilitate traveling by air, road and sea to provide all type of facilities for tourists and travelers and to promote the provision of convenience of all kinds in the way of through tickets, sleeping car or berths, reserve places, loading accommodation, guides, safe deposits, inquiry bureaus, libraries, resting rooms, baggage transport and otherwise and to charter steamships and aeroplanes for fixed periods or for particular voyages and flights.
88. To carry on the business of manufacturers, importers of explosives, ammunition, fireworks and other explosive products.
89. To carry on the business of transport of goods, animal or passengers from place to place either by air or by land or sea party through sea and partly by land or air whether in aeroplanes, motor vehicles, cycles, cars, ships, biplanes or any other manner whatsoever and to carry on all or any of the following businesses.
90. To act as advisors, financial consultants and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, data processing and to prepare project reports and plan lay outs.
91. To carry on the business of manufacturers and dealers, importers and exporters of natural and synthetic resins moulding powders, adhesives, and cements, oils paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leaf enamels and spirits.
92. To organize, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centers, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise, and articles wherein precious metals or precious stones may be used.
93. To act as an import and export house.
94. To acquire or set up computer centers and run nursery, primary, middle and higher secondary schools college, training, guidance and professional institutions, music, dance, art centers and other hobby classes and promote research in economic, financial technical and scientific problems.
95. To manufacture, assemble, buy, sell, import, export and dealers in computers, computer system, software development, computer goods and components, computer hardware, data communication equipments, computer peripherals and accessories, all kinds of business machines.
96. To carry on the business of exhibition of films, cinema, owners, film distributors, single owners and all other allied materials, traders and techniques.
97. To carry on the business as Stud farms, horse keepers, buyers, sellers, importers, exporters and dealers in horses of all kinds and maintain the farms.



98. To manufacture, import, export, assemble and deal in all kinds of electrical equipment's, air conditioners, air coolers, freezers, gramophones, televisions, wireless, tape recorders and all kinds of home appliances.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Cr.) divided into 1,50,00,000 (One Cr and Fifty Lakhs) Equity shares of Rs. 10/- each.



We the several persons whose names, addresses and description 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 share in the capital of the company as set opposite our respective names:

Names, Addresses, Description & Occupation of each Subscribers	Number of equity shares taken by each subscriber	Signature of the subscribers	Names, Addresses, Description & Occupation Of the witness
1. ASHOK BHATIA S/O SH. PREM PRAKASH BHATIA R/O H.NO.21 G.F., HIG FLATS, RANI JHANSI ROAD,GHUMAR MANDI LUDHIANA  BUSINESS	45000 (Forty Five Thousand)	SD/-	I WITNESS TO THE SUBCRIBERS WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE ; FURTHER I HAVE VERIFIED HIS OR THEIR IDENTITY DETAILS(ID) FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR IDENTIFICATION PARTICULARS AS FILLED IN   SD/- DHEERAJ CHATLEY CHARTERED ACCOUNTANT S/O SH J. M. CHATLEY 1299/1,OLD COURT ROAD CIVIL LINES LUDHIANA
2. SATYAN BHATIA S/O SH ASHOK BHATIA R/O H.NO.21 G.F., HIG FLATS, RANI JHANSI ROAD,GHUMAR MANDI LUDHIANA  BUSINESS	45000 (Forty Five Thousand)	SD/-	
3. VEENA BHATIA W/O SH ASHOK BHATIA R/O H.NO.21 G.F., HIG FLATS, RANI JHANSI ROAD,GHUMAR MANDI LUDHIANA  BUSINESS	5000 (Five Thousand)	SD/-	
4. ANSHUL BHATIA W/O SH SATYAN BHATIA R/O H.NO.21 G.F., HIG FLATS, RANI JHANSI ROAD,GHUMAR MANDI LUDHIANA  BUSINESS	5000 (Five Thousand)	SD/-	
TOTAL	100000 (One Lakh)		



Date: 28/12/2013  
Place: Ludhiana



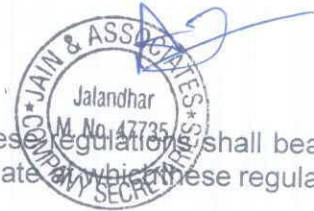
THE COMPANIES ACT, 2013  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
INTERNATIONAL MARKETING CORPORATION PRIVATE  
LIMITED TABLE-F

PRELIMINARY: The Regulations contained in Table 'F' in the First Schedule to (The Companies Act, 2013) shall apply to the Company except in so far as otherwise expressly incorporated hereinafter.

**Interpretation**

1.(1) In these regulations— (a) "Company" means International Marketing Corporation Private Limited (b) "the Act" means the Companies Act, 2013, (c) "the seal" means the common seal of the company, (d) "Director" means director appointed by Board of company

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



**Share capital and variation of rights**

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

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

(a) one certificate for all his shares without payment of any charges; or  
(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

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

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

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

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

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

40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

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

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

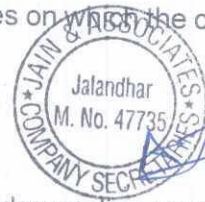
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the registered holder of the shares.



### Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

### The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### Transfer of shares

18. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

19. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

20. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

21. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:



forty-five days in the aggregate in any year.

### Transmission of shares

22. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

23. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

24. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

25. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

26. In case of a One Person Company—

(i) on the death of the sole member, the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

### Forfeiture of shares

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.



29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### Alteration of capital

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution, — (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock, —

(a) the holders of stock may transfer the same or any part thereof in the same manner as shares and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by ordinary resolution,



- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

### Capitalisation of profits

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally, do all acts and things required to give effect thereto.

- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

### Buy-back of shares

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

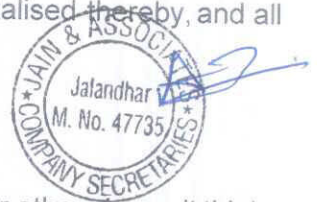
### General meetings

41. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, 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.

### Proceedings at general meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.



company.

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

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

48. In case of a One Person Company—

(i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(ii) such minute's book shall be signed and dated by the member;

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

#### Adjournment of meeting

49. (i) The Chairperson 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, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

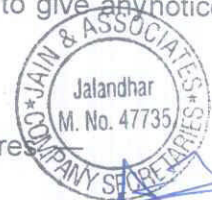
53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

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

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.



## Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

## Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.





director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76. In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minute's book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

**Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

77. Subject to the provisions of the Act, —

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

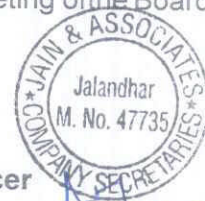
(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

**The Seal**

79. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board.



directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

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

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

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

88. No dividend shall bear interest against the company.

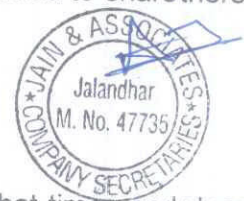
### Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### Winding up

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



part of the assets of the company, whether they shall consist of property of the same kind or not.

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

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

#### **Indemnity**

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

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:



S. No.	Name, Address, description and occupation of Subscribers	Signature	Signature, Name, Address, description and occupation of Witness
1.	Ashok Bhatia S/o Sh. Prem Prakash Bhatia (Business) H. No. 21, GF, HIG Flats, Rani Jhansi Road, Ghumar Mandi, Ludhiana	Sd/-	<p>CA Dheeraj Chatley, S/o Sh. J.M. Chatley, Chartered Accountants 1299/1, Old Court Roads, Civil Lines, Ludhiana</p>
2.	Satyan Bhatia S/o Sh. Ashok Bhatia (Business) H. No. 21, HIG Flats, Rani Jhansi Road, Ghumar Mandi, Ludhiana	Sd/-	
3.	Veena Bhatia W/o Sh. Ashok Bhatia (Business) H. No. 21, GF, HIG Flats, Rani Jhansi Road, Ghumar Mandi, Ludhiana	Sd/-	
4.	Anshul Bhatia W/o Sh. Satyan Bhatia (Business) H.No. 21, HIG Flats, Rani Jhansi Road, Ghumar Mandi, Ludhiana	Sd/-	

Date: 28.12.2013

Place: Ludhiana

