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THE COMPANIES ACT, 1956

REG. NO. 456029

COMPANY LIMITED BY SHARES

REG. NO. M 033344R

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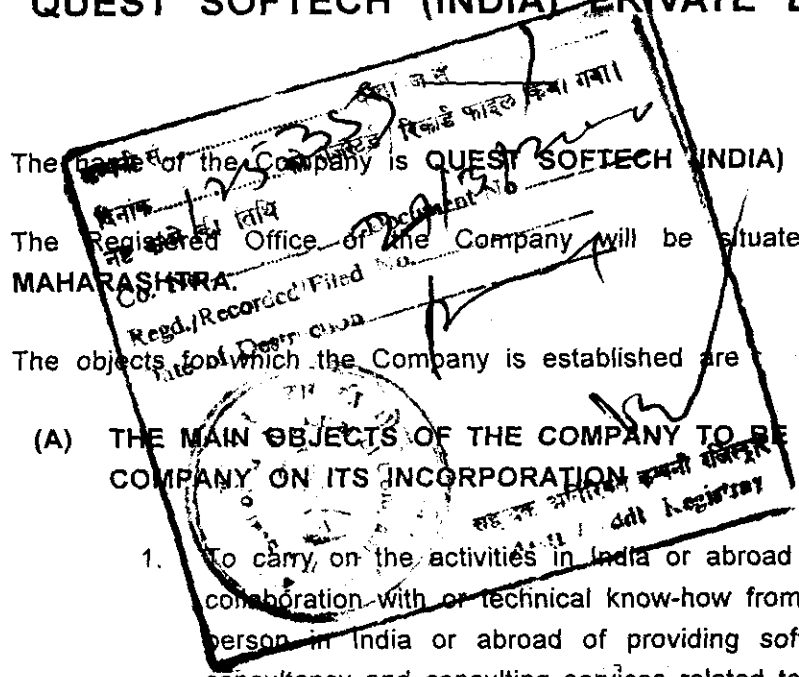
MEMORANDUM OF ASSOCIATION

DRAFT
195323

OF

24/03/2000
M.L.RAO
CDL 31/03/2000

QUEST SOFTECH (INDIA) PRIVATE LIMIT



The name of the Company is QUEST SOFTECH (INDIA) PRIVATE LIMITED.

I. The Registered Office of the Company will be situated in the State of MAHARASHTRA.

III. The objects for which the Company is established are

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

- To carry on the activities in India or abroad either on own or in collaboration with or technical know-how from any organisation or person in India or abroad of providing software and hardware consultancy and consulting services related to the preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis, and machine services for solving or aiding commercial, industrial scientific and research problems and for all other related business., to develop, manufacture, run, establish, execute or undertake to do all and anything required in connection with manufacture, sell, assembly, integration and operating by computers, software and hardware programming, data processing, computer hardware and software projects, systems integration services, project management, development and execution, provide manpower in information technology and applications, develop software computer programmes and applications, database management, to develop, design, manufacture, produce, fabricate, assemble, install, alter, modify, repair, buy, sell, re-sale, import, export or otherwise deal in any other manner computer software and hardware operating system and products which posses

1900/1/0001/0001/0001

GENERAL STAMP OFFICE

TOWN HALL, FORT, MUMBAI - 400 023.

REGD./RECORDED/FILED NO. MUMBAI/03/0003



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24 MAR 2000

STAMP DUTY

SPECIAL ADHESIVE

24.3.00

11241097011

Handwritten signature and initials

an internal intelligence for recognition and correlating any type of data or information to be processed recognition and memory systems, systems, transmission equipment processing equipments networking internet system, display devices, word processing devices printing devices, software and hardware integrated circuits, micro circuits, peripherals, floppy, discs and other devices and accessories.

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

2. To render technical assistance and services including maintenance in connection with the use, purchase, sale, import, export, lease or distribution, license, design, manufacture of any machines, apparatus, appliance, system, component, electronic and electromechanical products and systems, program products, Web Site, Internet, Intranet, E-Commerce and connected or related services.
3. To establish, provide, maintain conduct or otherwise subsidise, or assist research division and experimental workshops for scientific and technical researches and experiments and to undertake and carry out scientific and technical researches, experiments and tests of all kinds that may be considered likely to assist any of the business es which the company is authorised to carry on.
4. To collaborate with foreign enterprises for acquiring or offering technical know-how and/or financial accommodation for the purpose of the business of the company and employ foreign technicians or experts or advisers on a contract basis and to send out to foreign countries the company's technicians, employees or directors for further training, study, in the interest of the Company.
5. To enter into negotiation, collaboration, technical or otherwise with any person, firm company, body corporate, institution or Government for obtaining by grant, licence or on other terms and formulate and to obtain expert advice for the sale and export of all tyres of items and other products and goods which the Company is authorised to deal in.
6. To take over as going concern or otherwise acquire, to purchase, take on lease or in exchange, hire or otherwise or acquire, any real or personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and to pay for the same by allotment of shares in the Company cash or otherwise.

7. To acquire by purchase or otherwise to erect, build, construct, improve, maintain, develop, alter, enlarge, pull down, replace work or manage, any buildings, houses, shops, workshops, offices, warehouses, showrooms, refreshment rooms and other conveniences cottages, and any other buildings for the comfort and accommodation of working people and other works and conveniences which may seem necessary and convenient for the purpose of the business of the Company.
8. To open bank accounts of all nature including overdraft account and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to deal with all documents mercantile or otherwise, in the ordinary course of business.
9. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or other securities of the Company in or about the formation or promotion of the Company or the conduct of its business.
10. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be preliminary, including therein the costs of advertising, commission for underwriting, brokerage, printing and stationery and expenses attendant upon the formation of agencies.
11. To insure with any person or company, against losses, damages, risks and liabilities of any kind which may effect the Company either wholly or partially, and if thought fit, to effect any such insurance by joining or becoming members of any mutual insurance, protection or indemnity association, federation or society and to accept any such, insurances, or any part thereof, for the account of the Company.

12. To receive money on deposit or loan at interest or otherwise and to lend and advance money with or without security to such persons, firms, associations or companies and on such terms as may seem expedient without doing banking business as defined in the Banking Regulation Act, 1949 and subject to the provisions of Section 58A of the Companies Act, 1956 and directives of the Reserve Bank of India as may be issued from time to time.
13. To borrow or raise money, by itself or jointly with others at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of shares debentures perpetual or otherwise including debentures convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase redeem, or pay for any such securities, subject to the provisions of Sec. 58-A of the Companies Act, 1956 and Directives of Reserve Bank of India.
14. To guarantee the payment of money and performance of contract or engagements entered into by any company or person and to secure the payment of money and performance of any contracts or engagements entered into by this Company and to discharge any debt or other obligation or binding of any kind upon this Company by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or by the creation of issue of debentures, debenture-stock or other securities or by any other means.
15. To purchase or otherwise acquire and undertake the whole or any part of the business, rights and liabilities of any person, firm or company, carrying on business which the Company is authorised to carry on and to purchase, acquire, sell and deal in property, of any such person, firm or company and to conduct, make or carry into effect any

arrangements, in regard to the winding up of business of any person, firm or Company, association or society.

16. To train or to pay for the training in India or abroad of any member or any of the Company's Directors, employees or any other candidates in the interest of or for the furtherance of the Company's business.
17. To promote and form and to be interested in and take, hold and dispose of shares in other companies, having similar object and to transfer to any such company, any property of this Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company and subsidise or otherwise assist any such company.
18. To make pecuniary grants by way of donation, bonus, allowance, provident fund, gratuity, incentives, pensions, guarantee or otherwise to or for the benefit of persons who are or have been employed by the Company.
19. To appoint attorneys for and on behalf of the Company and to execute the necessary power to the said attorneys to act for and in the same and on behalf of the Company, and to revoke all or any of such powers and appointments as may be deemed expedient.
20. To employ or otherwise appoint technical experts, foremen and skilled and unskilled labour and any staff or workers for any or the purpose of the business of the Company.
21. To apply for, promote, and obtain the recognition of the Company 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, for any Acts of Parliament, Laws, decrees concessions, orders, rights or privileges that may seem conducive to the Company's objects.
22. To accept gifts, bequests, devices, or donations of any movable or immovable property or any rights or interest

therein from members or others and to make gifts/donations to members or any national, charitable, benevolent, public, or other institution, either in cash or kind as may be decided by the Board of Directors from time to time.

23. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any other Special Fund, whether for repairing, improving, extending or maintaining any of the property of the Company or for any purpose conducive to the interests of the Company.
24. To distribute any of the properties of the Company amongst the members in specie or kind, subject to the provisions of the Companies Act, 1956, in the event of the winding up of the Company.
25. To provide for the welfare of the employees of the Company and the wives, widows and families or the dependents of such persons, by building or contributing to the building of houses, dwellings or by grants or money pensions, providing insurance, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident or other associations, funds or trust and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, associations and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
26. Subject to provisions of the Companies Act, 1956, to place to reserve or to distribute as bonus shares among the members, or otherwise to apply, as the Company may from time to time think fit any monies received by way of premium on shares or debentures issued at a premium by the Company and monies received in respect of forfeited shares and monies arising from the sale by the Company of forfeited shares.

27. To adopt such means for making known the business carried on by the Company as may be deemed expedient, and in particular by advertising in the press by circulars and slides or purchase or exhibition of work of art and interest and publication of books and periodicals and by granting prizes, awards and donations, or through any sponsored programme on the T.V. or through any suitable media as may be decided by the Board of Directors from time to time.
28. To remunerate Directors, Managing Directors or other officers of the Company out of or in proportion to the turnover or net profits of the Company.
29. To sub-contract all or any of the contracts from time to time and upon such terms and conditions as may be thought expedient.
30. To refer or agree to refer to arbitration, any claim, demand, dispute, legal proceedings or any other questions, by or against the Company or in which the Company is interested or concerned.
31. To enter into any contracts and make arrangements with any person for furtherance of the business of the Company.
32. To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business, undertakings and generally having similar business of the Company.
33. To aid pecuniarily or otherwise any association, body or movement having for an object, the solution, settlement or surmounting of industrial or labour problems, disputes or troubles or the promotion of industry, science, education, knowledge, art or trade.
34. To sell, lease, ~~exchange~~, mortgage or otherwise dispose of the 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 whether fully or partly paid up, stocks, debentures and other securities of any other company having objects altogether or in part similar to those of the Company and to hold and retain any shares, debentures or securities so acquired.

35. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise or in fully or partly paid up shares of any company or corporation with or without preferred or deferred right in respect of dividend or repayment of capital or otherwise, or in debentures, or other security of any company or corporation partly in one mode and partly in another and generally in such terms as the Company may adopt.
36. To amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, license, or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in, or about to carry on or engage in, or being authorised to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith.
37. To appoint agents and establish agencies in connection with the Company's object.
38. To procure information for as to the standing and responsibility of parties with whom they propose to transact business.
39. To communicate with Chambers of Commerce and other mercantile and public bodies throughout India and, in other parts of the world and convert and promote measures for the protection and advancement of trade and traders.
40. To invest any of the surplus money and funds of the Company from time to time with Governments or in

debentures or other securities for money issued by or on behalf of any municipal body or of any corporate body established in India under the authority of any act or legislature established in India or in shares or securities of public and of private company in India or in the shares of co-operative society as may from time to time be determined by Directors in commercial papers or in Bills discounting/rediscouting or Treasury Bills or Promissory notes or on the mortgage of immovable properties whether freehold or leasehold or of any other tenure or in deposits or by way of loans on interest in any of the local banks or with any firms, companies or banks or in such other securities as may from time to time be determined by the Directors and from time to time sell or vary all such investments and to execute all assignments, receipts and documents that may be necessary in that behalf.

41. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or who are or were at any time Directors or officers of the Company or and their wives, widows, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company and make payments to or towards the insurance of any such person as aforesaid.
42. To provide, clean, comfortable and inexpensive sleeping accommodation for workmen, and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment and for the purchase, sale and consumption of provisions both liquid and solid.
43. To pay for or remunerate for any property or rights acquired or agreed to be acquired by the Company and to remunerate any person, company or corporation and generally to satisfy any obligations of the Company by the cash payment or by the

issue, allotment or transfer of shares of this or any other Company credited as fully or partly paid up, debentures or other securities of this or any other company or for any property leased to the Company or lease any property of the Company.

44. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national and any other institutions for public purposes and objects which shall have any moral or by other claim to support or aid by the Company either by reason of locality of operation or of public utility or otherwise which in the opinion of the Board of Directors are likely to promote the interest or the business of the Company or to further its objects or to any charitable and other funds whatsoever whether or not directly relating to the business of the Company or the welfare of its employees or for any exhibition.
45. To apply for, purchase or otherwise acquire and protect and renew any patents, patent rights, inventions, trade-marks, designs, licences, 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 and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights/information so acquired and to expend money in experimenting up on, testing or improving any such patents, inventions or rights.
46. To incur debts and obligations for the conduct of the business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for the purpose of the business of the Company.
47. To establish or promote or concur in establishing or promoting any company having similar objects or firm for the purposes of acquiring all or any of the property, rights, and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or part of the shares, debentures or other securities of any such other Company.

48. To act as trustees, executors, administrators, attorneys, nominees and agents and to undertake and execute trusts of all kinds and (subject to compliance of statutory condition) to exercise all the powers of ~~custodians~~ and trusts corporation.



(C) OTHER OBJECTS :

49. To carry on the business as builders and general construction contractors and own, sell, acquire, process, develop, construct demolish, enlarge, rebuild, renovate, decorate, repair, maintain, let out, hire, lease, rent, pledge, mortgage, invest intermediaries, or otherwise deal in construction of all description like land, buildings, flats, shops, commercial, educational and non-commercial complexes, houses and other immovable properties of any tenure and any interest therein, hotels, cinema houses, auditoriums, galary, club houses, roads, body buildings, airports, towers, platforms, highways, tunnels, pipelines, hospitals, nursing homes, clinic, godowns, warehouses, factories, colleges, schools, townships, freehold and leasehold ground and land, developing, property in general.
50. To carry on the business of manufacturers, importers, exporters and dealers in soaps and soap powders, detergents, liquids and other substances, derivatives and by-products thereof.
51. To carry on the business of shipping, ship owners, ship brokers, shipping agents, ship managers, dock owners, tug owners, barge owners, stevedores, manners of shipping property, lightermen, wharfingers, selvers, ship builders, ship repairers, cargo superintendents, customs agents, forwarding and commission agents, freight, transport and haulage contractors, carriers by land and sea, and transport of passengers, mails, troops and merchandise of all kinds, ice merchants, refrigerating, storekeepers, warehousemen, marine insurance and marine accident insurance brokers, and to control sea pollution.
52. To carry on in India or elsewhere the business of manufacturers, importers, exporters, processors, fabricators,

drawers, rollers and re-rollers of ferrous and non-ferrous metals, steels, alloy steels, special and stainless steels, all kinds of casting, shaftings, bars, M.S. Bars, rods, flats, squares from scrap, sponge, iron, pre-reduced, pillars, billets, ingots, including manufacturing, processing and fabricating of pipes, utensils, wire nails, wire ropes, wire products, screws, expanded metal hinges, plates, sheets, strips, hoops, rounds, circles, and angles.

53. To carry on the business of designing, fabricating, manufacturing or dealing in material handling equipments of any description, such as ground or overhead travelling cranes, construction Tower Cranes or mobile cranes, all purpose cranes, dockside cranes, stationery or mobile cranes, used by Railways, Shipping and Transport Agencies, Engineering, Mining and construction companies, Industrial and Trading concerns and godowns for the purposes of load lifting or transference of material, or goods, operated by manual, steam, or electricity power, Electrical Hoists, Escalators, Elevators and Lifts.
54. To carry on the business of hotel, restaurant, café, tavern, beer-house, refreshment-room, and lodging house keepers, licensed victualisers, purveyors caterers for public amusements, hairdressers, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, ground and places of amusements, recreation, sport, entertainment and instruction of all kinds.
55. To carry on the business of motion picture, exhibitors, producers and for those purposes to construct or acquire cinemas, studios, offices, locations, properties, apparatus, scenery, sound and recording apparatus, lighting apparatus, and all other apparatus and machinery for the production of motion picture producers.
56. To carry on the business of transport, cartage, and haulage contractors, carriers, hauliers, packers, removers, clearing, forwarding and shipping agents wharfingers, and to handle cargo, goods, luggage, freight and parcels, whether

commercial or otherwise to and from any part of the world, whether by sea, rail or air and to carry on the business of public carriers.

57. To carry on the business of timber, growers, saw mill proprietors, timber merchants and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds, wood products, plywood, Block boards, Chip boards, Fibre boards, Decorative boards, Compregueted wood, Laminates, Flush doors, Furniture and all kinds of Board and Veneers, resins and to manufacture and dealing articles in the manufacture of which timber, wood or plywood is used, including its products and by-products, such as furniture, fittings, fixtures, decorative articles and picture frames.
58. To carry on the business of Investment Company and to invest in and acquire and hold and otherwise deal in shares, stock, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debentures, debenture stock, obligations and securities issued or guaranteed by any government, state, dominion, sovereign, ruler, commissioner, public body or authority supreme, municipal, local or otherwise whether in India or elsewhere.
59. To carry on the business as manufacturers, processors, packers, converters, traders, importers, exporters, dealers, wholesaler and retailers in all kinds of packaging materials made out of wood, press wood, ply-wood, paper, pulp, board, plastic, plastic films, P.V.C. Resins, rubber, leather, polymer, thermosetting and thermoplastic materials, (synthetic and natural origin), metal foils and other flexible, treated, laminated and waxed materials including card, board, mill board, paper and card board boxes.
60. To carry on the business of fisheries in any manner exploiting and deriving benefits from under waters sources on or off any coast or out at sea (including deep sea) or the rivers (including estauries) or inland waters in India and elsewhere.

- and to undertake the exploration of marine and fresh water fisheries by the use of trawlers, vessels, ships and boats, as well as by indigeneous and foreign methods.
61. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service and deal in, buses, bus bodies, motor vehicles, passengers cars, jeeps, chassies, motor vans, modular vans, integral coaches, tippers, dumpers, fire fighting vans, ambulances, school buses, executive vans, oil tankers, chemical carriers, earth movers, refrigerated vans, luxury coaches, air-conditioned vans, milk vans, cash vans, postal vans, security vans, mobile dispensaries, mobile restaurant vans, caravans, and all the present and future types of auto vehicles.
 62. To carry on business as manufacturers, producers, importers, exporters, processors, makers, buyers, sellers, suppliers, stockists, agents, merchants, manipulators, distributors and wholesale and retail dealers in all types of inks and its ingredients including Ball-Pen Inks, Roller Pen Inks, Hiliter Inks, Wipe-out Inks, Magnetic Inks, Stamp Pad Inks, Writing Inks, Printing Inks, Inked Ribbons, Ink Tapes, Ink Chemicals, Computer Inks, Adhesive Inks, Laminates, Favicols, and Solid Inks.
 63. To carry on the business of Tanners and manufacturers of and dealers in leather, hides, skins, and rubber for mill requirement including leather, fancy leather, crome leathers, fat liquors, grease, tallow tanning extracts, and such materials as are required for leather industries.
 64. To carry on the business of buying, selling, exporting, importing, processing and manufacturing of all types of industrial gases such as oxygen, hydrogen, and in any other form and to supply, refill and distribute gases, electricity for heating or power purposes and for any other industrial purposes as required by various types of industries.
 65. To carry on the business as manufacturers, importers, exporters, indenters, dealers and suppliers of Polymer, Polymer chemicals, polymer materials, articles, goods,

substances, compounds, intermediates and derivatives thereof, including articles made from the same, Synthetic Rubbers, Plastics, Rubber and Plastic products and compounds, solvents, plasticizers, Carbon, Black, Synthetic Materials, Nylon Polystyrene, Poly Carbonate, Poly Propylene, and Polymer Rubber and Plastics materials.

66. To carry on the business of manufacturers, refiners, finishers, importers, exporters, buyers, sellers and dealers in Ceramics products, Refractories, Potteries, Enamel Wares, Stone Wares, Clay Wares, Marble Products, Stone Products, Bricks, Tiles of all kinds of Ceramic.
67. To carry on the business of brewers, distillers, rectifiers, methylators, malsters, and to manufacture, import, export and deal in beers, country and foreign wines, spirits and liquors, commercial, industrial and absolute alcohol, rectified, methylated and sweet spirits, mineral and aerated waters.
68. To carry on the business of manufacturers of and dealers in insecticides of the chlorinated Hydrocarbon group, the Organo Phosphatic group, the Chlorinated Camphenes and the Botanical Insecticides, Fungicides, Organic and Inorganic Hormone types of Herbicides, Rodenticides, Seed Dressings Copper and Mercurial, Soil and Seed Fumigants and Grain Fumigants.
69. To carry on the business as travel and tourist contractors and agents in general and to organise tours and excursion, whether religious, educational, sight seeing business or otherwise whether in India or abroad, and to carry on the business of handling inward foreign tourist activity in India including independent and conducted tours, safaris, expeditions, conferences, meetings and other group movements and also to handle similar foreign tourist activity in other parts of the world through its own offices and agents and correspondents, and to provide services of booking tickets, circular tickets, sleeping cars or berths for all modes of travel, hotel places boarding, and/or lodging accommodation.

70. To manufacture, extract, process, buy, sell, distribute, import, export, or otherwise deal in all kinds of edible and non-edible oils, oil seeds, oilcakes, manures and fertilizers, bran, textured proteins, proteins concentrates protein isolates, lecithin, glycerin, all kinds of nuts, seeds and substances, oil bearing proteins and all types of food stuff used for the consumption by human being and animals.
71. To carry on the business as manufacturers, processors, refiners, formulators, exporters, importers, distributors and dealers in Aromatic Chemicals, perfumery and flavoring chemicals and compositions, flavour and perfume materials, perfuming agents, deodorizing scents and essences used in pharmaceutical, chemical, toilette and to manufacture and deal in cosmetics and toilet requisites.
72. To carry on the business as manufacturers, processors, refiners, formulators, exporters, importers, distributors and dealers in all types of dyes, dyestuffs and pigments, colours and coloring matters, Naphtols, Fast colours, salts, bases, stabilized azoic printing colours, paints and varnishes, lakes, flush colours, flavour and perfume materials, surface active agents, textile auxiliaries and other articles, compounds, ingredients and all intermediates for the foregoing and products for use in connection therewith.
73. To purchase or otherwise acquire, manufacture, refine, treat, reduce, distill, blend, smelt, experiment, distribute, sell, import, export, trade and deal in all kinds of petroleum and petroleum products, oil, gas, and other volatile substances, lubricating base oils and carbon black feed stocks, asphalt, ozokerite, sulphur, clays, bitumen, bituminous substances, carbon, carbon black, hydrocarbon and mineral substances.
74. To carry on the business as manufacturers, processors, repairers, wholesalers, retailers, stockists, importers, exporters and dealers in all types of footwear and shoes, such as boots, chappals, slippers and footwear accessories, such as heel, soles, buckles, belts, protectors, bands, straps, boot-laces.

75. To act as financial consultants, investment consultants, management consultants and to carry on the business of share broking, money broking, exchange broking, bill broking, bill discounting, re-discounting of bills, factoring of bills and debts, and general brokers for shares, debentures, debenture-stock, bonds, units, obligations, securities, certificates, bullion currencies and to advise any person or company to invest in various avenues and to pass on the benefits of portfolio investments to the inventors as dividend, bonus, interest or other incentives and to act as agents of and/or dealers in the shares and securities in the course of merchant banking and portfolio management, to act as managers to the issue, discount house, counsellors in investment and capital markets, to underwrite, sub-underwrite or to provide stand by or procurement arrangement, to issue guarantees or to give any other commitment for subscribing or agencing to subscribe or procure or agree to procure subscription for the securities, to act as issue house, registrars to issue, transfer agents for the securities, to manage and administer computer centres and clearing houses for the securities and for this purpose to become member of any or all stock exchanges, over the counter trading exchanges, national stock exchanges whether in domestic market or in international market.
76. To carry on business of Money changing, money transfer, money broking, dealing in foreign exchange, money market, all money instruments.
77. To carry on the business of manufacturers, exporters, importers and dealers in Computers, hardware, software, and other related equipments or machineries for the purpose of establishing of providing, importing, exporting or otherwise dealing in any kind of data processing, data entry, data preparation and to act as consultants and provide technical knowhow and any or kinds of services for advice or training in technology, system analysis and experiment.
78. To carry on the business of leasing, giving on hire-purchase, lending, selling, re-selling or otherwise disposing of all forms of immovable and movable properties and assets including buildings, godowns, warehouses and real estate of any kind, all types of industrial, office and other plant, equipment and machinery, including heavy or medium industrial machinery, computers, electronic and electrical

apparatuses, air-conditioners, medical equipments, domestic equipments and appliances, all types of vehicles.

79. To carry on the business of financing or assist in financing, or advancing money by way of short term or long term loans and credits of every description to any person or persons, company or corporations, society or association, with or without security, enabling the person/s to acquire any movable or immovable properties, to enlarge or repair any house or portions thereof or to purchase any machinery or equipments for the purpose of the business or otherwise.
80. To act as investment and financial advisers and to advise the persons to invest in the shares and securities market and to provide custodian service in respect of shares and securities of all types and to act as agents of and/or dealers in the securities and to act as authorised dealers and brokers in foreign exchange and to deal in all kinds of foreign currencies, foreign currency options forward covers future rate agreements and transactions in foreign currencies.

IV. The liability of the Members is limited.

- V. (a) The Authorised Share Capital of the Company is Rs.25,00,000/- (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce the the capital of the Company, capable of being to increased in accordance with the Company's regulations and the provisions of the Companies Act, 1956.
- (b) The Shares in the capital of the company for the time being whether original or increased may be divided into several classes, with any preferential, qualified, or other special rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise. The Company shall have power to issue redeemable preference shares.
- (c) If and whenever the capital of the Company is divided into shares of different classes, the rights of any class may be varied, modified, affected, extended, abrogated or surrendered as provided herewith as from time to time altered or by the terms of issue, but not further or otherwise.



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

Names, addresses, descriptions and occupation of the Subscribers	Number of Equity Shares taken by each subscriber	Signature of subscribers	Names, addresses, descriptions and occupation of witnesses
<p>1) NAVIN S. JAGESHA S/o SUNDARAS D. JAGESHA 149, Behram Mahal, 534, Dhobi Talao, 2nd floor, Mumbai - 400002 Professional</p>	<p>100 (One Hundred)</p>	<p><i>[Signature]</i></p>	<p>witness to all PRIYA H TRIVEDI W/O HIMANSHU A TRIVEDI AKOJI VIRAL APB LM ROAD BORIVALI (WEST) MUMBAI - 400103 SERVILE Privedi</p>
<p>TOTAL</p>	<p>200 (Two Hundred)</p>		
<p>DATED at Mumbai this 24th day of March, 2000.</p>			