MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

United Interactive Limited

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : L72900MH1983PLC030920

मैसर्स NEEMTEK ORGANIC PRODUCTS LIMITED

के मामले मे, मैं एतद्द्वारा सत्यापित करता हूँ कि मैसर्सः
NEEMTEK ORGANIC PRODUCTS LIMITED

जो मूल रुप में दिनांक बाईस सितम्बर उन्नीस सौ तिरासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स
Neemtek Organic Products Limited

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं.सा.का.नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन A70160346 दिनांक 20/10/2009 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स
United Interactive Limited

हो गया है और यह प्रमाण–पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण–पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक बीस अक्तूबर दो हजार नौ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L72900MH1983PLC030920

In the matter of M/s NEEMTEK ORGANIC PRODUCTS LIMITED

I hereby certify that NEEMTEK ORGANIC PRODUCTS LIMITED which was originally incorporated on Twenty Second day of September Nineteen Hundred Eighty Three under the Companies Act, 1956 (No. 1 of 1956) as Neemtek Organic Products Limited having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A70160346 dated 20/10/2009 the name of the said company is this day changed to United Interactive Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this Twentieth day of October Two Thousand Nine.

(SHRIRAM MOTIRAM SAINDANE)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies
महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता
Mailing Address as per record available in Registrar of Companies office:

United Interactive Limited
304 Maker Chambers V, Nariman Point,
Mumbai - 400021,
Maharashtra, INDIA

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L72900MH1983PLC030920

मैसर्स NEEMTEK ORGANIC PRODUCTS LIMITED

के अंशधारकों ने दिनांक 26/06/2009 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम,1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतदद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा मुंबई में यह प्रमाण-पत्र, आज दिनांक चौदह अक्तूबर दो हजार नौ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : L72900MH1983PLC030920

The share holders of M/s NEEMTEK ORGANIC PRODUCTS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 26/06/2009 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai this Fourteenth day of October Two Thousand Nine.

(SHRIRAM MOTIRAM SAINDANE)
उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies
महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

NEEMTEK ORGANIC PRODUCTS LIMITED
304 Maker Chambers V, Nariman Point,
Mumbai - 400021,
Maharashtra, INDIA

No. 11- 30920

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME
IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI.

In the matter of ISHWAR TEXTILES LIMITED

I hereby approve and signify in Writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No.G.S.R. 507E dated the 24th June 1985 the change of name of the company :

from ISHWAR TEXTILES LIMITED

to Neemtek Organic Products Limited

and I hereby certify that

ISHWAR TEXTILES LIMITED

Which was originally incorporated on TWENTYSECOND day of SEPTEMBER, 1983 under the Companies Act, I of 1956 under the name ISHWAR TEXTILES LIMITED

having duly passed necessary resolution in terms of section 21 / / / / of the Companies Act, 1956 the name of the said company is this day changed to Neemtek Organic Products Limited and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at MUMBAI this TWENTYFIRST day of OCTOBER Two Thousand THREE.

The Registrar of Companies Maharashtra

(S.C.GUPTA)
DEPUTY REGISTRAR OF COMPANIES
MAHARASHTRA MUMBAI.

No.11- 30920

(Section 18(1) of the Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF SPECIAL RESOLUTION PASSED FOR ALTERATION OF OBJECTS

ISHWAR TEXTILES LIMITED

having by Special Resolution passed on 29/09/2003

altered the provisions of its Memorandum of Association

with respect to its objects, and a copy of the said resolution having been filed with this office on 03/10/2003

I hereby certify that the Special Resolution passed on 29/09/2003 together with the printed copy

of the Memorandum of Association, as altered, has this day been registered.

Given under my hand at MUMBAI this TWENTYFIRST day of OCTOBER Two thousand & THREE.

(S.C.GUPTA)
DEPUTY REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI

No.11- 30920

(Section 18(1) of the Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF
SPECIAL RESOLUTION PASSED FOR
ALTERATION OF OBJECTS

ISHWAR TEXTILES LIMITED

having by Special Resolution passed on 26/03/2002

altered the provisions of its Memorandum of Association

with respect to its objects, and a copy of the said
resolution having been filed with this office on 23/04/2002

I hereby certify that the Special Resolution passed on
26/03/2002 together with the printed copy

of the Memorandum of Association, as altered, has this day
been registered.

Given under my hand at MUMBAI
this FIRST day of MAY
Two thousand TWO.

(A.W.ANSARI)
DEPUTY REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI

सत्यमेव जयते

Form I. R.

Certificate of Incorporation

No. 30920 of 1983

I hereby certify that ISHWAR TEXTILES LIMITED is this day incorporated under the companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at BOMBAY this TWENTYSECOND day of SEPTEMBER, ONE THOUSAND NINE HUNDRED AND EIGHTYTHREE.

The Seal of the Registrar of Companies, Maharashtra, Bombay

Sd/-
(V. GOVINDAN)
Registrar of Companies,
Maharashtra

No. 30920

सत्यमेव जयते

CERTIFICATE FOR COMMENCEMENT OF BUSINESS

Pursuant of Section 149 (3) of the Companies Act, 1956

I hereby certify that the **ISHWAR TEXTILES LIMITED**, which was incorporated under the Companies Act, 1956 on the TWENTY SECOND day of SEPTEMBER, 1983, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149 (2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at BOMBAY this THIRTIETH day of SEPTEMBER ONE THOUSAND NINE HUNDRED AND EIGHTY THREE.

The Seal of the Registrar of Companies, Maharashtra, Bombay.

Sd/-

O. P. JAIN

ADDL. Registrar of Companies, Maharashtra

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

United Interactive Limited

(Formerly known as Neemtek Organic Products Limited)

*I. The name of the Company is United Interactive Limited.

II. 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:

**1. To carry on or undertake in India or abroad, the business of developing, supporting and maintaining computer software, providing technical consultancy services, acquiring and marketing technical information, know how, process, engineering, manufacturing and operating data, plans, lay outs and prints in all areas related to information systems, multimedia, computers, DSP systems & integrated chip tools and design for any person or company in India or abroad and to carry on the business of computers, system analysis, programmers, software experts, software designers, system developers, service engineers, contractors, sales representatives, selling agents, merchants, consultants, advisors, hire purchase agents of all kinds in any form, services, erection, commissioning, servicing and maintenance of computer hardware, software and its peripherals, consultants and advisors for system development and in particular to act as agents, managers, trustees, system experts and advisors for other companies, corporations, body corporate, individuals, firms, association or any other person either in India or abroad.

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

***2. To carry on the business of manufacturing, marketing, import and export of all organic products including neem

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* Name of the Company changed pursuant to Special Resolution passed by the shareholders at the Annual General Meeting held on 30/09/2009.

** Inserted before the existing clause 1 and other objects renumbered accodingly vide Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on 26/06/2009.

*** Amended in terms of Resolution passed by the shareholders at the Annual General Meeting held on 29/09/2003.

derived products such as fertilizers, pesticides, other organic products, granulated products and other natural and herbal products derived from organic inputs.

3. To act as agents, brokers, adatiyas, commission agents, delcredere agents, factors, distributors, dealers, suppliers, contractors, importers, exporters and stockists of wollen and worsted goods, cotton goods, silk goods and goods made of artificial or synthetic fibre and all other fabrics and textiles of all kinds, character and description and all machinery, equipment, appliance and supplies used in the manufacture thereof or incidental thereto and commodities, goods, wares and merchandise of any kind, character and description whatsoever.

4. To establish textile mill or mills for weaving, dyeing, bleaching, calendaring, printing, embossing, spinning and/or processing of textiles, cotton, corduroy, artificial and synthetic textiles and to manufacture all kinds of fabrics including warp knitted fabrics from cotton, natural or man made fibres and yarns.

5. To carry on business of manufacturers, traders, dealers, wholesalers, retailers, combers, scourers, spinners, weavers, finishers and dyers of cotton, corduroy, yarn fabrics, wool and worsted goods, silk, artificial silk, rayon, nylon, terylene, natural, synthetic and fabrics substances and/or manufacturers of materials from waste realized from the above mentioned products either on its own account or on commission and to carry on the business as dealers of furnishing fabrics as costumiers, readymade dress and mantle makers, silk merchants, makers and suppliers of clothing.

6. To manufacture, deal in or process synthetics, chemicals, substances, compound and other substances either basic, intermediate or otherwise which will be useful, akin or otherwise connected with the objects of the Company and other trade, business or agency whatsoever which in the opinion of the Company by advantageously or conveniently carried on by the Company by way of extension or in connection with such business it is directly or indirectly to develop any branch of the Company's business.

7. To own, work, erect, install, maintain, equip, repair, alter, add to or otherwise handle warp knitting factories, spinning mills, weaving mills or any other factories for pressing, ginning, carding, combing, scouring, mixing, pressing, twisting, throwing, bleaching, printing, dyeing or finishing natural or man made fibres and yam whether cotton, silk, flax, jute, hemp, hessian, linen, spun, rayon viscose, polyester, polymide, acetate, rayon or any other textiles or manipulate, treat and otherwise deal in fabrics made of articles and/or garments of all descriptions.

8. To establish, conduct, carry on and develop business as exporters, importers, buyers, sellers and dealers in all kinds

of fabrics including made up articles and garments, machineries, accessories, components, equipments, raw materials and ingredients required for the manufacture of or for preparing for marketing of any of the above mentioned commodities or goods or merchandise of any kind or description and to carry on the said business in India and /or elsewhere in the world itself or through agents or others as may be deemed proper.

9. To buy, sell, import, prepare, manufacture or deal with machinery, equipments, apparatus, appliances and accessories of all kinds for manufacturing, improving, treating and manipulating all kinds of textiles, fibres, yams and fabrics.

10. To deal in or engage in the manufacture of means and materials required for the packing, preservation and dispatch of finished and unfinished goods, raw materials, chemicals and other articles for the Company.

11. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs, blue prints and such other information that may be in the interest of the Company.

12. To train or pay for the training of, in India or abroad, any of the Company's employees, directors or any candidate in the interest of or for the furtherance of the Company's objects.

13. To devise means and methods for reducing cost of production and improved product performance and to pas on this information to users through appropriate media, on such terms and conditions, from time to time, as the Company may think fit.

14. To promote, form and to be interested in and take, hold and dispose of shares in other companies and to transfer to any such company any property of the Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company and to subsidise or otherwise assists any such Company.

15. To undertake market studies, in local and foreign markets, from time to time on a regular as well as on ad-hoc basis, for the sale of the products dealt in by the Company and to provide and/or make arrangements in India or any other country for the establishment of museums, show-rooms, emporia or other agencies or methods of advertising for the foreign products and conduct publicity for such products or for the purpose of achieving any of the objects specified in the Memorandum.

16. To open branches, show-rooms, sub-offices, depots and multiple shops in any state of India or outside India and to appoint agents, stockists, distributors, sub-distributors and brokers

to procure orders, market or sell the products of the Company or the goods of any other firm or company in which this company may be interested.

17. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint ventures, reciprocal concession or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money to, guarantee the contracts of or otherwise assist any such person, firm or company and to place, take or otherwise acquire and hold shares or securities of any such person, firm or company and re-issue without guarantee or otherwise deal with the same.

18. To acquire or amalgamate with any other company whose objects, and/or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to liabilities of this Company or any such other company as aforesaid with or without winding up or by sale or purchase (of fully or partly paid up shares or otherwise) of all the shares or stock of this or any other such company as aforesaid or by partnership or in any other manner.

19. To enter into all sorts of internal, and/or external, local or foreign collaboration, technical assistance, financial or commercial arrangements including for fulfillment of any objects herein contained.

20. To open account/accounts with any individual, firm, company or banks and to pay into, withdraw and otherwise operate such account or accounts; to draw, accept, make, endorse, execute, issue, discount and negotiate and transfer promissory notes, hundies, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments in connection with the business of the Company. The Company shall not carry on any banking business as defined under the Banking Regulations Act, 1949.

21. To make arrangements for financing the Company's business activities and for the said purpose to secure loans or credits from any financial institution and/or banks and/or persons, firms or companies and for the said purpose to execute all such documents as may be required and to encumber, deal with or charge any properties or assets of the Company.

22. To- lend, invest or otherwise employ moneys, belonging to or entrusted to the Company, upon securities and shares or other movable or immovable property required, upon such transactions and investments in such manner as the Company may think fit.

23. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully incur for the promotion, formation, incorporation and registration of the Company and/or the issue of its capital and such other purpose for which the Company shall consider as preliminary including advertising, printing and stationery and commission for obtaining application for, taking, placing and procuring or under-writing of shares, debentures or other securities and expenses attendant upon the formation of agencies, branches and local board.

24. To create any reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property or for expansion of the business activities of the Company or for any other purpose conducive to promote the interest of the Company.

25. To promote, form and to be interested in and take hold and dispose of shares in other companies and to transfer, ;to any such company, and 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 to subsidise or otherwise assist any such company.

26. To place on reserve or to distribute as dividend or bonus amongst the members or otherwise to apply, as the Company may from time to time think fit, any monies received by way of debentures issued at premium by the Company and monies received in respect of dividends accrued and forfeited shares and monies arising from sale by the Company of forfeited shares or from unclaimed dividends or from any other reserves.

27. To refer or agree to refer any claim, demand, disputes or any other question, by or against the Company or in which the Company is interested or concerned and whether between the Company and the employee/employees or members or his/her/ their respectives or between the Company and third parties, to arbitration in India and at any place outside India and to observe, perform and implement awards arising therefrom.

28. To indemnify members, officers, directors, agents and employees of the Company against proceedings, causes, damages, claims and demands in respect of any acts performed or ordered to be executed by them for and in interest of the Company and for any loss, damage or mishaps whatsoever which might arise in the process of performing the duties of their office or in relation thereto.

29. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorized to carry on or possessed of, property or rights suitable for any of the purposes of the Company and to purchase, acquire, sell and deal in property,

shares, stocks, debentures, or debenture stock of any such person, firm or company.

30. To apply for, tender, purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution, carry out, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

31. To enter into contracts with any other company or persons as to interchange or traffic, running power, siding, carriage of goods, wares and merchandise which the Company may deem expedient for the attainment of its objects.

32. To construct, carry out, maintain, improve, manage, work, control, develop and superintend any factories, works, warehouses, stores, shops and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company.

33. To prepare, manufacture and produce machineries, plants, tools, implements and other articles whatsoever used or required by the Company in relation or incidental to any of the Company's business or which the Company may think profitable to prepare, manufacture or produce.

34. To conduct or process printing, photographic and other establishment for printing tables, advertisement and propaganda literature, including pamphlets, circulars, periodicals and others for printing books, accounts, forms and statements of the Company's business.

35. To secure incorporation, registration or such other recognition of Company in any country, state or place and to establish and regulate Branches, Agencies and/or joint ventures for purposes of Company's business and allied activities.

36. Upon any issue of shares, debentures or other securities the Company may appoint brokers, commission agents and underwriters and provide for payment of their remuneration for their services by payment in cash or by the issue of shares, debentures or other securities of the Company or by the granting of the options to take the same or by any other manner allowed by law.

37. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any Company or Association and to pay or provide for brokerage, commission and underwriting commission in respect of any such issue.

38. To issue the shares and debentures or debenture-stocks of the Company at par or at premium or at a discount and to sell or to dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit.

39. To confer, upon any encumbrances or trustee for encumbrances on uncalled capital, such powers of making and enforcing calls and of voting the transfer of share not fully paid-up, as may be thought fit.

40. In the course of business, to acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of, or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chose in action and evidence of indebtedness or interest, issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts, public or private persons or by Government of any Country, State, Territory, Province or local administrations or Governmental agencies and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the rights to execute consents and vote thereon and to perform any and all acts expedient or advisable for the preservation, protection, improvement and enhancement in value thereof.

41. To provide for the welfare of employees or ex-employees of the Company and wives, widows and families or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, allowances, bonus or other payment or by creating and from time to time subscribing or contributing to Provident Fund and other associations, institutions, funds, or trusts and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think, and to subscribe, contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall be moral or otherwise to support or aid either by means of locality of operation or of public and general utility or otherwise.

42. To apply or join in applying to any Parliament, government, Local Improvement Trust or other authority or Body, Municipal, Local or otherwise, in India or abroad, for and to obtain or in any way assist in obtaining any Act of Government, laws, decrees, concessions, orders, rights, privileges or advantages that may seem conducive to the objects of this or any other company or for enabling this or any other company's constitution to oppose any proceedings or applications, which may seem calculated directly or indirectly, to prejudice, the interest of this or any other company; to prove this or any other company to be legalized, registered or incorporated, if necessary in accordance with the laws of the country, state or places in which it proposes to carry on operation, establish and maintain agencies of the

Company arid to open and keep a foreign register or registers of this or any other company, in any country and to allot number of those or any other shares in this or any other company to such member or members.

43. To establish, equip and maintain factories, work shops and foundries for the manufacture of machinery, its parts and to conduct all experimental or research work, in connection with any of the products manufactured or intended to be manufactured by the Company.

44. To register trade names, brand names, marks and also to permit their uses to such persons, firms, companies or corporations which adhere to such terms and conditions as laid down by the Company by making such bye-laws as are necessary from time to time in that regard.

45. (a) to sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares (whether fully or partly paid up)

(b) To manage, improve, develop and turn to account or otherwise deal with all or any part of the property and rights of the Company whether movable or immovable.

46. Subject to the provisions of the Act, to accept as a gift and to give in gifts property, moveable or immoveable, inside or outside India; stock, debentures, securities assigning of insurance policies or in cash or shares from or to the individuals or firms or companies whose objects may be the same or different in appreciation of the service rendered or otherwise.

47. To distribute any of the assets, properties, etc., belonging to the Company amongst the members in specie or kind subject to the Companies Act, 1956 in the event of winding up.

48. To undertake and execute any trust the undertaking of which may seem to the company desirable either gratuitously or otherwise.

49. To do all or any of the above things and all such other things as a re incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and as principals, agents, contractors, trustees or other wise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

*50. To advertise and adopt means of making known or promoting

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* **Amended in terms of Resolution passed by the shareholders at the Annual General Meeting held on 29/09/2003**

the manufacturers products of goods of the company or any articles goods traded or dealt in by the company or services rendered by the company or generally the activities of the company in any way as may be expedient including the posting of bills in relation thereto, and the issue of circulars, books, pumphlels and price-lists and the conducting of competitions, exhibitions and giving of prizes, rewards and donations.

*51. To apply for, purchase or otherwise acquire and protect prolong and renew trademarks, trade names, designs, secret process, patent-rights, copy-rights, "BREVETS 'D' INVENTION" licences, protections and concessions which may appear likely to be advantageous or useful to the company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire or develop.

*52. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on any business, which this company is authorised to carry on or possess property of rights suitable for any of the purposes of the company and to purchase, acquire, apply for, hold, sell and deal in shares, sock debentures or debenture stock of any such person, firm or company to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.

*53. To construct, acquire, establish, provide, maintain and administer factories, estate, railway, building, water reservoirs, sheds, channels, pumping installations, generating installations, pipe lines, garages, storages and accommodation of all description in connection with the business of the company.

*54. To buy, take on lease or otherwise acquire lands, buildings and others and to sell, exchange, lease or dispose off all or any of the property and assets of the company on such terms and conditions as the company may think fit.

*55. To amalgamate with any company or companies having objects altogether or in part similar to those of this company.

*56. To open and keep a register or registers in any country or State in India, or abroad wherever it may be deemed necessary and expedient to do so.

*57. To draw, make, issue, accept and endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse-keepers, certificates and other negotiable or commercials or mercantile instruments connected with the business of the company.

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* **Amended in terms of Resolution passed by the shareholders at the Annual General Meeting held on 29/09/2003**

C. OTHER OBJECTS

58. To carry on all or any of the business of mechanical and electrical engineers and manufacturers and suppliers of implements and machinery, tool makers, smiths, steel and brass founders, metal workers, machinists, iron and steel workers, metallurgists, chemical manufacturers, electrical goods and accessories, engineers, gas suppliers, timber merchants, and suppliers of agricultural implements, motor and automobile spare parts and sugar mills machinery, oil mill machinery, manufacturers of surgical instruments, metal, machinery, implements, rolling stocks, hardware and chemicals of all kinds.

59. To carry on all or any of the business as supplying purchasing, selling, importing, exporting, manufacturing, processing, converting, establishing, workshop and factories, offices and building and the business of brick makers, pattern chemists and druggists, cycle manufacturing, dairying, drapers and furnishers, machinery, electrical goods appliances, tools and implements, hoteliers, general importers and exporters, jewelers and laundry business, mechanical engineers, miners, motor car manufacturing, motor omnibus service, petroleum and mineral oil, refreshment rooms, saw mills, shoe and leather makers, soap manufacturing, spinning and weaving of all fabrics, stationers, stores and provision, surgical instrument makers, tea planters, theatre company, tobacconist company

60. To carry on the business of manufacturers, importers, exporters, dealers, hirers, repairers, cleaners, carriers and stores of motor cars, automobile spare parts, omnibuses, trucks, lorries, tractors, bulldozers, motor cycles, scooters, motor boats, motor buses, motor lorries, motor vans, aeroplanes, sea planes, ships, gliders and other conveyances of all descriptions whether propelled or assisted by petrol, spirit, steam, gas, electricity, animal, atomic or other power or engines, chassis, bodies and other things.

61. To carry on the business of cold storage, refrigeration, cooking, dehydrating, preserving, canning of any products on Company's own account or as contractors for any governmental, municipal body or individuals.

62. To carry on the business as meat manufacturers, grain and seed merchants, oil merchants, cotton, ground nuts, gingili, mowra and castor merchants, cake and corn merchants, millers, flour merchants, bakers, biscuit makers, confectioners, millers of flour, wholemeal, atta, suji, rawa (semolina) basin(gram flour) manufacturing of breakfast food, spaghetti and macaroni.

63. To carry on the business of exhibition of films, cinema owners, film distributors, studio owners, and all other allied materials, trades and techniques.

64. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish or let out for the purposes of carrying on the business of co-operative housing premises, societies, hotel, restaurant, coffee, tavern, lodging house keepers and to carry on the business of wine, spirit and liquor merchants, importers, exporters and manufacturers of aerated minerals and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietors of motor and other vehicles, garage proprietors, job masters, refreshment room, keepers, farmers, dairymen and ice merchants, victuallers, live and dead stock and colonial and foreign produce of all description, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing room, museum, reading, writing and newspaper room, library, play ground, indoor and outdoor games, sports, recreation, exhibition, entertainment of all kinds, tobacco and cigarettes, agents, for railway and shipping company and tourists, theatrical, cinemas and opera box.

65. To carry on the business of brewers, distillers and other allied businesses.

66. To purchase, take on lease or otherwise acquire land, building, vineyard, gardens and other places for growing, keeping, brewing, preparing, and storing of land products, plants or other things as may be requisite for carrying on the said business.

67. To carry on, execute and conduct a general contracting business, to submit tenders and undertake to do all sorts of building, manufacturing, producing, fanning, surveying, supplying, designing, enlarging, repairing, re-modeling, managing, administering, controlling and supervising business.

68. To carry on the business of an investment company and to buy, undertake, invest in and acquire and hold shares, stocks 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, bonds, obligations and securities issued or guaranteed by any government, Sated dominions sovereign ruler, commissioners, public body or authority supreme, municipal, local or otherwise firm or person whether in India or elsewhere to deal with and turn to account the same, provided always that no investment imposing unlimited liability on the Company shall be made.

69. To carry on the business of financiers of industrial commercial and other enterprises and general financiers, money lenders, sahukars, landlords, real estate agents, builders, underwriters, guarantors, hire purchase dealers, promoters, securities, bonds, obligations, claims, licenses and charges, land buildings, houses, easements, negotiable instruments, decrees, book

debts, patent industrial undertaking business concerns, warehouses, property and rights, shops and godowns, trust company, safe deposit company and such other business and acts required in connection therewith to receive or deposit or borrow and raise money and to lend or deal with the money either with or without interest or security provided the company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.

70. To carry on the business as dealers in and purchase of dairy farms, garden and produce of all kinds and in particular milk, cream, butter, ghee, cheese, poultry eggs, fruits, vegetable ghee, vegetable oils, artificial ghee, spices, sausages, prawn, potted meat, table delicacies, loaves, bread, manures, etc.

71. To carry on the business of the house, shop, saloon, halls and other apartment and exhibition, decorators and execute decorative work of all sorts, to prepare, manufacture, paint, use, import, device, design all kinds of artistic objects for use and ornamentation or any property used in the decoration or furnishing of buildings, exhibitions or other structures of all kinds and nature whatsoever.

72. To carry on all kinds of business of manufacturers, importers, exporters, dealers, assemblers and distributors of radios, radiograms, gramophones, wireless apparatus, domestic and commercial refrigerators, coolers, freezers of all kinds, humidifying, rehumidifying, ventilating and cooling plants, room coolers and air conditioning of all kinds, records, bare and rubber insulated wires, cables, flexible cords, fuse wires, copper weld and aluminum wires, electric switches, and switch gears, contents lamps, motors, fans and electric goods, plastic and light material products, equipments and accessories of all kinds, cold storage equipments and all articles and things used in manufacture, constructions, erection, maintenance and working thereof in connection therewith in any way whatsoever. To repair the same and their machinery and apparatus, etc. To manufacture and deal in loud speakers, transformers, microphones, transmitters, amplifiers, amplifier receivers, public address equipment and wireless equipments of all kinds and accessories of all kinds used in the manufacture, installation, erection, repairs, maintenance and working thereof or in connection therewith in any way whatsoever.

73. To manufacture sewing machines, repairing machines, thrashing machines, tractors and all kinds of farm implements and machinery, dairy machines, elevating machines, conveying machines, transmission machinery, incubators and part and tools thereof and accessories requisite thereof.

74. To buy, sell, import and deal in all kinds of machinery, food products, seeds, patents and licenses of all kinds of fertilizers, lime, stock-feeds.

75. (a) To carry on the business of founders of ferrous and non-ferrous metals, sheet metal workers, mechanical, structural, electrical and metallurgical engineers, to carry on the work of cast iron foundry for the manufacture of all types of pipes and fittings, water reservoirs, drainage requisites including manhole frames and covers, grating and ladders, cast iron sanitary appliances and fittings including flushing cisterns, bath tubs, wash basins, cast iron building requisites including railing, spiral stairs, ladders, ventilators, ornamental window frames, pillars, agricultural implements including choppers, plough, cast iron railway castings including sleepers, fish plates, wheels and other fittings, house hold requisites and utensils including cooking pans, containers, coal mining and engineering requisites including pinions, tube wheels, pump parts and other general and special castings and to execute any other particular orders received from local and mofussil industrialists, dealers, general public or Government departments.

(b) To carry on the work of mechanical and electrical engineer and to run a workshop to undertake and execute all types of mechanical and structural jobs of manufacturing fabrication and erection of buildings and articles and to do various types of sheet metal work including manufacturing construction of storage tanks, buckets, drums, various types of containers, and other similar items that may be easily marketable.

76. To carry on the business of jewellery, bullion merchants, goldsmiths, silver smiths, gem and stone merchants.

77. To deal in precious stones, diamonds, pearls, jewellery watchers, clocks, chronometers, gold and silver plates, electroplate, cutlery presents and gifts, coins, cups, medals, shields, curios, articles of virtue, art and antiques, dressing bags, hand bags, bronzes.

78. To engage and carry on the business of raising, packing, grading, preparing for market, eggs, butter, cream, milk, farm and poultry products of all description. To hatch, breed and raise cither by natural means or incubators or otherwise poultry of all kinds.

79. To buy, sell and deal in chicken, chicken food, incubators, clucks, turkey geese and guinea fowls, partridges and other birds.

80. To manufacture sugar and allied products from beet root, sugarcane, gur, molasses and any other substances or produce or chemicals whatsoever.

81. To purchase, produce, grow, raise, preserve, purify, refine, import, export, prepare, sell and deal in sugar, sugar candy,

sugar-cane, gur, molasses, syrups, alcohol and all other by-products and food products, fertilizers and things generally and to maintain refineries, foundries, workshops, distilleries.

82. To manufacture and deal in anatomical, orthopedic and surgical instruments and appliances of all kinds and other works for the purposes of the Company.

83. To grow, raise, tend and cultivate tea, coffee, cinchona, rubber and other produce, and to carry on the business of tea planters on all its branches to carry on and work the business of cultivators, vine owners and buyers of every kind of vegetable, mineral or other produce of the soil, to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce either in its prepared, manufactured or raw state, and either by wholesale or retail.

84. To carry on the business of helicopter spraying on farms, grove-lands, cultivation, products and other allied business of eradication of disease, virus and insecticides.

85. To carry on the business as travel agents, tourist and cargo carriers by road, air, sea or by any other mode of transport and to carry on all allied business and activities pertaining to the traveling and tourist business.

86. To carry on the business of general imports and exports of all kinds and to act as export house and export, import agents.

87. To carry on the business of buying, selling, exporting, importing, manufacturing, constructing, devising and preparing all kinds of advertising novelties, materials, aids, complimentary gifts, devices, designs and any other media used for the purpose of audio visual publicity and advertisement.

88. To carry on the business of advertising agents, both out door and through newspapers, magazines, books, periodicals, directories, souvenirs, screens, walls, buses, railway carriages or through any other media of advertisement.

89. To deal in and manufacture drugs, chemicals and pharmaceutical goods of every description.

90. To carry on the business of suppliers, manufacturers, dealers, importers, exporters and agents of pulp, paper, hard board, packing materials, straw products, to establish paper mills and carry on all other incidental and allied businesses.

91. To deal in and manufacture plastic goods, polyster goods and other artificial and synthetic material and products.

92. To carry on the business of steel furniture, iron safes, rolling shutters, office equipments and other steel structural products.

93. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy

and for discharging social and moral responsibilities of the company to the public or any section of the public as also any activity to promote national welfare or social, economic or moral uplift of the public or any other section of the public and without prejudice to the generality, sponsor any activity for publication of any books, literature, newspapers etc, for organizing lectures or seminars likely to advance these objects or for giving merits awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner in order to implement any of the abovementioned objects or purposes transfer without consideration or at such fair or concessional value and subject to provisions of the Companies Act divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or state Government or any public institutions or Trusts or Funds.

94. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme or rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "Programme of Rural Development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under Section 53Cc of the Income-tax Act, 1961, or nay other Law, relating to rural development for the time being in force in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value and subject to provisions of Companies Act divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any Public Institutions.

*95. To carry on business of dyeing, bleaching, printing, processing, calendering, colouring, engraving, finishing, embossing or preparing for use or sale by any other process textiles, fabrics, yarns, thread, fibres, hosiery and any or all other articles or materials; to manufacture, purchase or acquire any textiles, fabrics, silk, yarns, threads, cotton, wool and any or all other articles or materials whether raw, wrought or in process to be bleached, printed, calendered, coloured, engraved, finished, embossed, processed, dyed or subjected to any other process

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* **Amended in terms of Resolution passed by the shareholders at the Annual General Meeting held on 29/09/2003**

incident to the preparation of same, for use or sale, and to sell, deal in, and dispose of the same to manufacture, purchase, sell and deal in dyes, chemicals and any other supplies or materials necessary thereto; to dye, print, bleach, mercerize, treat, finish and prepare for market, cotton, silk, wool, linen, jute, yarn, piece goods and any other textile or fabrics.

*96. To manufacture, produce, buy, sell, export, import, deal in and dispose of cotton, silk, wool, linen, jute, yarn, piece goods and any other textiles or fabrics of any kind, character or description, raw, wrought or in process; and goods made of any kind of artificial or synthetic fibre and any other fabrics; to acquire, purchase, lease, own, hold, use and operate real estate, factories, mills, works, machinery, equipment and facilities in connection with the aforesaid objects.

*97. To start, establish, maintain and carry on all or any of the business, in any part of India, of printing with the facility of hologram, die, stamping and hot stamping, stationers, lithographers, chromo-lithographers, photo-lithographers, typefounders, stereotypers, electrotypers, photographic printers, engravers, die-sinkers, book binders, designers, draughtsmen.

*98. To start, establish, maintain and carry on the business of paper and ink manufacturers, envelope manufacturers, account book manufacturers, machine rulers, numerical printers, paper bag and account book makers, box makers, cardboard manufacturers, ticket manufacturers, computer stationery manufacturers, dealers in parchment, dealers in stamp and also if required designers and manufacturers of stamps and dies of all kinds.

*99. To act as advertising agents, book-sellers, publishers, dealers in the materials used in the manufacture of ink and papers, engineers, cabinet makers and dealers in and manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith; to act as buyers, sellers or agents for sale of machinery, books, accessories and other materials, connected with printing and other arts and industries.

*100. To carry on business of printers and publishers of newspapers, magazines, journals, periodicals, reviews, pictorials, annuals, supplements, biographies, books, pamphlets, brochures, circulars and other literary works and publications and in particular to conduct, print, publish, sell, distribute and export for sale in all parts of the world, newspapers and periodicals in any language to be published either daily, weekly or periodically.

*101. To carry on business as representatives, dealers, importers,

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* **Amended in terms of Resolution passed by the shareholders at the Annual General Meeting held on 29/09/2003**

distributors and manufacturers of plant, machinery, equipment, materials, accessories and tools required for copying, typing, duplicating, printing, processing, binding, stitching, publishing, packaging, stationery, paper and board manufacturer and conversion, plastic and metal printing and conversion, electronic data processing, communication and entertainment equipment and accessories, scanner reprographic equipment and accessories, graphic equipment, micro-filming and studio equipment and accessories.

*102. To carry on the business of data processing, computer composing, software development etc. and to establish, maintain, conduct, provided, procure or make available Info Tech services in the field of commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication services including paging, cellular phones, mobile phones, car phones, E-mail, Internet etc.

*103. To carry on the business of providing educational facilities through the use of internet to any person, bodies corporate whether on its own or in collaboration, joint venture or understanding with any university, college, professional body, institution either as principal or agent, partner, co-owner, franchise or representative in India or abroad.

*104. To carry on the business of rendering all kinds of services in the field of IT education and development including curriculum development, products testing and evaluation.

*105. To carry on the business of dealing in Computer peripheral, printers, computer accessories, stabilizers and telephone instruments and acting as an agent for the same.

*106. Search for, work, get, calcine, reduce, amalgamate, dress, refine and prepare for market any quartz and ore and mineral substances, and generally to buy, sell, manufacture, and deal in minerals and mineral products, plant and machinery and other things capable of being used in connection with mining or metallurgical operation or required by the workmen and others employed by the Company.

*107. To carry on the business of manufacturers of, and dealers in medicines, toilet preparations, colours, dyes, glue paper of all kinds, cellophane paper, adhesive tape and other articles.

IV. The liability of the members is limited.

*V. The Authorised Share Capital of the Company is Rs. 300,00,000/- (Rupees three hundred lakhs only) consisting of 25,00,000 Equity Shares of Rs. 10 each and 50,000 4%

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* **Amended in terms of Resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on August 24, 2005.**

Cumulative Redeemable Non Convertible Preference Shares of Rs. 100 each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company with the power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

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

Name of Subscriber	Address, Occupation and Description of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature, Name, Address, Description and Occupation of Witness
Haricharan Banka S/o Jamunadas Banka	10, Krishna Niwas Resham Bazar, Bombay - 400 002. BUSINESS	200 (Two Hundred)	Sd/-	Sd/- (Ashok Sonthalia) S/o Gourishankar Sonthalia Chartered Accountant 384-M, Kalbadevi Road, Bombay - 400 002.
Garibnath Banka S/o Haricharan Banka	58-A, Mahavir Darshan, Bhandari Street, Bombay - 400 009. Business	200 (Two Hundred)	Sd/-	
Pawankumar Saraf S/o Gordhandas Saraf	Jaihind Bldg. No. 2-A Bhuleshwar Road, Bombay - 400 002. Business	200 (Two Hundred)	Sd/-	
Mahenderpal Drolia S/o Kamlaprasad Drolia	P/5 Sundar Nagar Malad (West) Bombay - 400 064. Business	200 (Two Hundred)	Sd/-	
Sushikumar Khemka S/o Mohanlal Khemka	384-M, Kalbadevi Road, Bombay - 400 002. Business	200 (Two Hundred)	Sd/-	
Satyanarayan Mundhara S/o Narsinghdas Mundhara	14, Bhaskar Lane, Bhuleshwar Road, Bombay - 400 002 Business	200 (Two Hundred)	Sd/-	
Madanlal Daga S/o Ramchander Daga	306, Kalbadevi Road, Bombay - 400 002. Business	200 (Two Hundred)	Sd/-	
	Total.......	1,400		

Bombay, Dated 16th September, 1983.

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

United Interactive Limited

(Formerly known as Neemtek Organic Products Limited)

TABLE 'A' TO APPLY

1. The Regulations contained in Table 'A' in the first Schedule to the Companies Act, 1956, applicable to a Public Company shall apply to the Company except in so far as they are modified or abrogated in these Articles.

SHARE CAPITAL

*2 The Authorised Share Capital of the Company shall be Rs. 300,00,000/- (Rupees three hundred lakhs only) consisting of 25,00,000 Equity Shares of Rs. 10/- each and 50,000 4% Cumulative Redeemable Non Convertible Preference Shares of Rs. 100/- each.

3. (a) Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Board who may issue, allot or otherwise dispose off the same or any of them to such persons, in such proportion, on such terms and conditions, at such times, either at par or at a premium and for such consideration as the Board thinks fit, provided that, where at any time (after expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier) it is proposed to increase the subscribed capital of the company by allotment of further shares, then, subject to the provisions of Section 81(1-A) of the Companies Act, 1956, the Board shall issue such shares I the manner set out in Section 81(1) of the said Act. Provided that option or right to call off shares shall not be given to any person or persons except with the sanction of the Company in General Meeting.

(b) The Company shall be entitled to register any shares in the name of minor person if fully paid-up and allow the dividend thereof to be collected by such person as it deems to be guardian of such minor children.

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* **Amended in terms of Resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on August 24, 2005.**

4. Subject to the provisions of the Companies Act, 1956 the Company shall have power to issue preference shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to provisions of Section 80 of the Act, exercise such power in such manner as may be provided in these Articles.

5. The Company may exercise the powers of paying commission conferred by Section 76 of the Companies Act, 1956 and shall comply with the requirements of that Section. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in other way. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful and usual or reasonable.

6. Save as provided in Section 108 of the Companies Act, 1956 no transfer of a share shall be registered unless a proper instrument of transfer in the common form as may be prescribed by Law duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company along with the certificate or, if no such share certificate is in existence, along with the letter of allotment of the share. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation.

Provided that registration of transfer of shares shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on shares.

7. (a) Application for the registration of the transfer of a share may be made either by the transferor or the transferee. Provided that, where such application is made by the transferor, no registration shall, in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act, and subject to the provisions of the Companies Act, 1956. The Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

(b) The Company shall not have any lien on fully paid shares and in the case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

8. Any amount paid up in advance of calls on any shares may carry interest, as may be decided by the Board of Directors, but shall not confer a right to dividend or to participate in profits.

INCREASE OF CAPITAL

9. (a) The company in general meeting may, from time to time by an Ordinary Resolution increase its capital by creation of new shares of such amount as may be deemed expedient.

(b) Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company then issued, the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto as the General Meeting revolving upon the same shall be directed and if no direction be given as the Board shall determine; and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

PURCHASE OF SHARES

*10. The Company may purchase its own shares or other specified securities in accordance with provisions of Sections 77A, 77AA and 77B of the Act and regulations or guidelines framed by The Securities and Exchange Board of India (SEBI) or any other appropriate authority.

SHARES IN ELECTRONIC FORM

*11. (A) Definition:

'Depository' shall mean a Depository as defined under clause (e) of sub section (I) of section 2 of the Depositories Act, 1996.

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub section (I) of section 2 of the Depositories Act, 1996.

'Shareholder' or 'Member' means the duly registered holder of the shares from time to tome and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub section (I) of section 2 of the Depositories Act, 1996.

'SEBI Board' means the Securities and Exchange Board of India.

'Bye-laws' means bye-laws made by a Depository under section 26 of the Depositories Act, 1996.

'Depositories Act' means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force.

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* **Amended in terms of Resolution passed by the shareholders at the Annual General Meeting held on 29/09/2003**

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations.

'Regulations' means the regulations made by the SEBI Board.

'Security' means shares, debentures and such other security as may be specified by the SEBI Board from time to time.

(B) Dematerialisation of Securities

Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialisc its securities in a dematerialised form, pursuant to the Depositories Act and the rules framed thereunder.

(1) The shares in the capital shall be numbered progressively accordingly to their several denominations, provided however, that the provisions relating to progressive numbered shall not apply to the shares of the Company which are dematerialised in future in dematerialised form.

(2) The Company shall be entitled to dematerialise its existing shares, rematerialise its shares held in the Depositories and/or to offer its fresh shares, debentures and other securities, in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(C) Option to receive security certificates to hold securities with Depository

(3) Every person subscribing to the securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository.

(4) Where a person opts to hold a security with a Depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of such information the Depository shall enter in its record the name of the allottee as the beneficial owner of security.

(D) Securities in depositories to be in fungiable form

(5) All securities held by a Depository shall be dematerialised and shall be in fungiable form.

(6) Nothing contained in Section 153, 153A, 153B, 187, 187B and 372 of the Companies Act, 1956 shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

(7) In case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungiable form the provisions of the Depositories Act, 1996 shall apply.

(E) Rights of Depositories and Beneficial Owners

(8) Notwithstanding anything to the contrary contained in the Articles or in any other law for the time being in force, a Depository shall be deemed to be registered owner for the purpose of effecting transfer or ownership of security on behalf of a beneficial owner.

(9) Save as otherwise provided in clause (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.

(10) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by a Depository.

(11) Nothing contained in the foregoing articles shall to transfer of security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of Depository.

(F) Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in this behalf.

(G) Option to opt out in respect of any such security.

(12) If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly.

(13) The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company.

(14) The Company shall within 30 days of the receipt of intimation from a Depository and a fulfilment of such conditions and on payment as such fees as may be specified by the Regulation, issue the certificate of securities to the beneficial owner or the transferee, as the case may be.

(H) Section 83 and 108 of the Companies Act, 1956 shall not apply Notwithstanding anything to the contrary contained in Articles

(15) Section 83 of the Companies Act, 1956 shall not apply to securities held with a Depository

(16) Noting contained in Section 108 of the Companies Act, 1956 shall apply to a transferor and the transferee both of whom are entered as beneficial owner in the records of a Depository.

(I) Registers and index of beneficial owners

(17) The Register and index of beneficial owners maintained by a Depository under 11 of the Depositories Act shall be deemed to be the Register and index of members for the purposes of the Act and these Articles

(18) Except as ordered by a court of competent jurisdiction or by Law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly, shall not be bound to recognise any benami, trust, or equity and equitable contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

(19) The Company shall keep a register and index of members in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by Law including in any form of electronic media. The Company shall be entitled in any state of Country outside India, a branch Register of members resident in that State or Country.

(20) The Company shall keep a Register of transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The transfers shall be deemed to remain the holder of the shares until the name of the transferee is entered on the Register of Members in respect thereof.

BORROWING POWERS

12. The Board may, from time to time, at its discretion, subject to the provisions of section 292 and 293 of the Companies Act, 1956, raise or borrow either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; Provided that the Board shall not without the consent of the Company in General Meeting, borrow

any sum of money which together with money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserve not set apart for any specific purposes.

GENERAL MEETINGS

13. In addition to any other meetings, General Meeting of the company shall be held at such intervals as are specified in Section 166 of the Companies Act, 1956 at such times and places as may be determined by the Board. Each such General Meeting shall be called an 'Annual General Meeting' and shall be specified as such in the notice convening the meeting. All General Meetings other than Annual General Meeting shall be called Extra-ordinary General Meeting.

PROCEEDINGS AT GENERAL MEETING

14. The ordinary business of Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Report of the Board of Directors and of the Auditors; to elect Directors in the place of those retiring; to appoint Auditors and fix their remuneration and to declare dividends. All other business transacted at an annual General Meeting shall be deemed special business.

15. (a) The Chairman of the Board shall be entitled to take. the chair at every General Meeting. If there be no such Chairman, or if ant any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the members present shall choose another Director, as Chairman, and if no Director be present, or if all the Directors be present, or if all the Directors present decline to take the chair, then the members present shall, on a show of hands or on a poll if properly demanded, elect one of their members, being a member entitled to vote, to be Chairman.

(b) Every question submitted to a meeting shall be decided, in the first instance by a show of hands, and in the case of an equality of votes, whether on show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

VOTES OF MEMBERS

16. (a) Save as hereinafter provided, upon a show of hands every member present in person and being a holder of Equity Shares, shall have one vote and every person present either as a General Proxy on behalf of a holder of Equity Shares, if he is not entitled to vote in his own right or as a duly authorised representative of a body corporate, being a holder of Equity Shares shall have one vole.

(b) On a poll the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Companies Act, 1956.

(c) The holders of Preference Shares shall not be entitled to vote at General Meetings of the Company except as provided for in Section 87 of the Companies Act, 1956.

Provided that no body corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of section 187 of the Companies Act, 1956 is in force and the representative named in such resolution is present at (he General Meeting at which the vote by proxy is tendered.

DIRECTORS

17. Until otherwise determined by a General Meeting, the number of Directors of the Company shall not be less than three or more than eleven. Directors are not required to hold any shares in the Company as qualification shares.

18. (a) The persons hereinafter named shall be the First Directors of the Company.

1. SHRI. MAHENDRAPAL DROLIA
2. SHRI. SUSHIL KUMAR KHEMKA
3. SHRI. PARAS KUMAR RAJGARIA

(b) Present Directors of the Company shall be :

1. SMT. SARAYU SOMAIYA
2. SHRI. RASIK SOMAIYA
3. SHRI. AJAY SHANGHAVI

19. (a) If at any time the Company obtains any loans or any assistance in connection therewith by way of guarantee or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called "the institution") or if at any time the Company issues any shares, debentures and enters into any contract or arrangement with the institution whereby the institution subscribes for or underwrites the issue of the Company's shares or debentures or provides any assistance, to the Company in any manner and it is a term of the relative loan assistance, or contract or arrangement that the institution shall have the right to appoint one or more Directors or Director to the Board of the Company, then subject to the provisions of Section 255 of the Act and subject to the terms and conditions of such loan, assistance, contract or arrangement the institution shall be entitled to appoint one or more Director or Directors, as the case may be to the Board of the Company, and to remove from office any Director so appointed and to appoint another in his place or in the place of Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the Office of the Company. The Director or Directors so appointed shall neither be required to hold any qualification share nor. be liable to retire by rotation and shall continue in office for so long as the relative loan, assistance, contract or arrangement, as the case my be subsists.

(b) The Board of Directors may appoint alternate Directors as envisaged under Section 313 of the Companies Act, 1956.

20. Unless otherwise determined by the Company in General Meeting each Director shall be entitled to receive out of the funds of the Company for his services in attending meetings of the Board or a Committee of the Board, a fee not exceeding Rs. 250/- per meeting of the Board or a committee of the Board attended by him.

21. If any Director, being willing shall be called upon to perform extra service or to make any special exertions in going or residing away from Bombay for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of committee to the Board then subject to Sections 198, 309 and 310 of the Companies Act, 1956, the Board my remunerate the Director so doing either by a fixed sum and or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration which he may be entitled.

22. Every Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, entered into, or to be entered into, by or on behalf of the Company not being a contract or arrangement entered into or to be entered into between the Company and any other company where any of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid-up share capital in the other company shall disclose the nature of his concern or interest at a meeting of the Board as required by Section 299 of the Act. A general notice, renewable in the last month of each financial year of the Company, that a Director is a Director or member of any specified body corporate or is member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with the body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement so made and after such general notice, it shall not be necessary to give special notice relating to any particular contract or arrangement with .such body corporate or firm provided such general notice is given at a meeting of the Board of Directors concerned takes reasonable steps to secure that it is brought up and read at the first-meeting of the Board after it is given. Every director shall be bound to give from time to time renew a general notice as aforesaid in respect of all bodies corporate of which he is a director or member and of all firms of which he is a partner.

POWERS OF THE BOARD

23. Subject to the provisions of the Companies Act, 1956 the control of the company shall be vested in the Board who, shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do; Provided that the Board shall not exercise any power or do any act or thing

which is directed or required whether by the statute or by the Memorandum or by these Articles or otherwise to be exercised or done by the company in General Meeting. Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Companies Act, 1956 or in any other statute or in the Memorandum of the Company or in these Articles or in any regulation not inconsistent therewith and duly made thereunder, including regulation made by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

MANAGING DIRECTORS/WIIOLETIME DIRECTORS

24. Subject to the provisions of Section 316 and 317 of the Act, the Board may from time to time, appoint one or more Directors to be Managing Director or whole-time Director of the Company, for fixed time or otherwise and may, from time to lime (subject) to the provisions of any contract between him and the Company), remove or dismiss him from office and appoint another in his place.

DIVIDENDS

25. Unclaimed dividends shall be dealt in- accordance with provisions of Section 205A of the Companies Act, 1956.

THE SEAL

26. The Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority previously given by resolution of the Board of a Committee of the Board authorised by the Board in that behalf and save as provided by the Companies (Issue of Share Certificates) Rules 1960 any tow Directors or one Director and the Secretary or one Director any such other person as the Board may appoint shall sign every instrument to which the Seal is affixed. Provided nevertheless, that any instrument bearing the Seal of the Company and issue for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

We, the several persons whose names and addressses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association are and we respectively agree to rate the number of Equity shares in the Capital of the Company set opposite to our respective names :

Name of Subscriber	Address, Occupation and Description of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature, Name, Address, Description and Occupation of Witness
Haricharan Banka S/o Jamunadas Banka	10, Krishna Niwas Resham Bazar, Bombay - 400 002. BUSINESS	200 (Two Hundred)	Sd/-	Sd/- (Ashok Sonthalia) S/o Gourishankar Sonthalia Chartered Accountant 384-M, Kalbadevi Road, Bombay - 400 002.
Garibnath Banka S/o Haricharan Banka	58-A, Mahavir Darshan, Bhandari Street, Bombay - 400 009. Business	200 (Two Hundred)	Sd/-	
Pawankumar Saraf S/o Gordhandas Saraf	Jaihind Bldg. No. 2-A Bhuleshwar Road, Bombay - 400 002. Business	200 (Two Hundred)	Sd/-	
Mahenderpal Drolia S/o Kamlaprasad Drolia	P/5 Sundar Nagar Malad (West) Bombay - 400 064. Business	200 (Two Hundred)	Sd/-	
Sushikumar Khemka S/o Mohanlal Khemka	384-M, Kalbadevi Road, Bombay - 400 002. Business	200 (Two Hundred)	Sd/-	
Satyanarayan Mundhara S/o Narsinghdas Mundhara	14, Bhaskar Lane, Bhuleshwar Road, Bombay - 400 002 Business	200 (Two Hundred)	Sd/-	
Madanlal Daga S/o Ramchander Daga	306, Kalbadevi Road, Bombay - 400 002. Business	200 (Two Hundred)	Sd/-	
	Total.......	1,400		

Bombay, Dated 16th September, 1983.

Shalom Prints: Tel.: 2262 4691, 2265 8495