

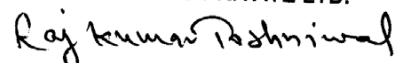
THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

Memorandum of Association

KAMAKHYA WIRE PRODUCTS PRIVATE LIMITED

- I. The name of the Company is **KAMAKHYA WIRE PRODUCTS PRIVATE LIMITED**
- II. The Registered office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are:
 - A. The Main Objects to be pursued by the Company on its incorporation are:
 1. To carry on the business as consultants, advisors, investigators, representative, advocate, signatories, attorneys, liaisoner, agent, serviceman, middleman, arbitrator, conciliator, auctioneer, liquidator, secretary & solicitor in all its branches such as legal, commercial, industrial, manufacturing, production, engineering, personnel, marketing, advertising, publicity, sales promotion, public welfare, corporate management, business management, company law, accounting, auditing, costing, taxation, human resources, investment, portfolio management, agriculture, animal husbandry, poultry, fisheries, power generation, energy savings, insurance, banking, loan syndication, imports and exports, research and developments, software developments, computer application, quality control, technical know how, geology and mining, medicine and surgery, merchant banking, underwriting, secretarial services, financial management, construction, transport, and on other similar subjects and to carry on the business or vocation of acting as advisors and consultants on all matters, and problems relation to the technical industries, civil administration, finance and organization, management, commencement or expansion of industry and to engage and hire professional, clerical, manual, and other staff and employees and to enter into agreements with such staff and employees with a view to allocating their services to commercial business or professional entity/ undertaking.”

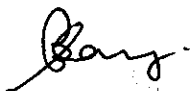
For KAMAKHYA WIRE PRODUCTS PRIVATE LTD.



Director

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

1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pulldown, remove or replace, and to work, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipment, apparatus, engines, roadways, trolleyways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing any of these things.
2. To import and purchase any machinery, implement, apparatus equipment, material, articles and stores and to do all things for developing the property and resources of the estates and land in such manner as the Company may think best.
3. To purchase, take on lease, or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate, and turn to account concessions, grants, decrees, licenses, privileges, claims, options, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.
4. To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical information, know-how, processes, engineering and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
5. To sell, exchange, mortgage, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.
6. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid-up in full or in part of otherwise.
7. To lend and advance money out of surplus funds of the Company not immediately required either with or without security and give credit out of such fund to such persons (including government) and upon such terms and conditions as the Company may think fit but not amounting to Banking Regulations Act, 1949.
8. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.
9. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of and interest on, any debenture, debenture stock or securities of any Company, corporation, firm or person in any case in which guarantee may be considered likely directly or indirectly to further the main objects of the Company and in the above context to Act as Sureties.
10. To invest any moneys of the Company out of the surplus funds of the Company not immediately required in such investments (excluding own shares or stock of the Company) & as may be thought proper out of the surplus funds of the Company not immediately required.
11. To secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company as the case may be but not amounting to banking business as defined under the Banking Regulations Act, 1949.
12. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instrument or securities.



13. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licenses, protections, 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, process or privilege which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired.
14. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.
15. To establish, provide, maintain and conduct research and other laboratories, training and other institutions for the training education and instruction to students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
16. To acquire and undertake all or any part of the business property and liabilities of any person / firm or Company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property, suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or outside.
17. To procure the registration or recognition of the Company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
18. To form incorporate or promote any Company or companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered.
19. Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, to amalgamate with Company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, 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 engaged in or which can be carried on or in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
20. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction or works of art or interest, by publication of books, pictures and periodicals and by granting prizes, awards and donations, or in such other manner as the Company may deem desirable.
21. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise and vest any real or personal property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.
22. To aid, pecuniarily or otherwise any association, body or movement having for an objects of the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.

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23. Subject to the provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject of the compliance of Central and State laws.
24. Subject to the provisions of any law for the time being in force to distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding-up.
25. To buy, sell, purchase, repair, alter, improve, exchange let out on hire import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or which may seem capable of being profitable deal within connection therewith and to, experiment with, render marketable and deal in all products or residual and by products incidental or to obtain in any of the business carried on by the Company and to do all such other things and may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

[C] THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :-

1. To carry on the business as consultant, advisor, representative, advocate, signatories, attorneys, liaisoner, agent, serviceman, middleman, arbitrator, conciliator, auctioneer, liquidator, secretary & solicitor in all its branches such as legal, commercial, industrial, manufacturing, production, engineering, personnel, marketing, advertising, publicity sales promotion, public welfare, corporate management, business management, company law, taxation, investment, portfolio management, agriculture, animal husbandry, poultry, fisheries, power generation, energy savings, insurance, banking, loan syndication, imports & exports, researchs & developments, software developments, computer applications, quality control, technical knowhow, geology & mining, medicine & surgery, merchant banking, underwriting, secretarial services, financial management, construction, transport and on other similar subjects and to carry on the business or vocation of acting as advisers and consultants on all matters and problems relation to the technical industries, civil, administration, finance and organization, management, commencement or expansion of industry and to engage and hire professional, clerical, manual and other staff and employees, and to enter into agreements with such staff and employees with a view to allocating their services to any person, firm or company requiring them and in particular the firm(s) of Company Secretaries and to provide or procure the provision by others of any service, need or requirement of any business or nature required by any person, firm or company in or in connection with any business carried on by them and in particularly required by the firm(s) of Company Secretaries.
2. To carry on the business Hotel, Motel, Holiday Home, Guest House, Resorts for the use and or owing of Indian and foreign tourists and to provide all sorts of facilities therein the said resorts like swimming, fishing boating, dancing, music, party, garden, indoor and outdoor games and to provide, residential accommodation to the tourists on time sharing basis or otherwise under such terms and conditions as the company shall think fit and proper and to carry on the business as refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, cafe and tavern proprietors, lodging house proprietors, ice-cream merchants, sweet merchants, milk merchants, bakers, confectionery merchants and to acquire, equip and maintain a club house or club houses with all appropriate accommodation and facilities and to carry on business as proprietors of a club, with reading-rooms, billiards and other recreation rooms and refreshment rooms, television rooms and such sports facilities.
3. To carry on the business promote, encourage, establish, develop, maintain, organise, undertake, manage, operate, conduct and to run computer training centres, data processing centres, computer coaching classes, computer consultancy business, software consultancy and other allied activities for all sorts of services relating to computer, its maintenance, repairs, programmes & operations, for industrial, commercial, domestic, public utility, defence, government, and other general customers or sections of society.

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4. To carry on the development and implementation of Software Packages like Hospital Management Software, Travel Agency Management Software, Library Management Software, School/College Management Software, Laboratory Management software, Retail Shop Management software, Marketing Management Software, Courier Service Management software etc.
 5. To carry on all or any of the business of buyers, sellers, suppliers, growers, processors, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, stockists and jewellery and silver utensils and ornaments and of all kinds of machinery items and man made fibres, textiles of all kinds all types of yarn, cloths, oil and oilseeds, tea, coffee, spices, dry fruits, drugs, leather, goods, garments, hosiery, textiles, iron and steel and all steel based product G.I. sheets, G.P. sheets and other related items, jute and jute product, automobiles spares, coal, hard coke, soft coke, vegetable oil, machine parts, aluminium electrical parts, electronic parts and devices and all kind of metals, pipe, hardware items and earthmoving equipments and to work as commission agents, brokers, contractors, film distributors, processors, order suppliers and dealing agents cement, chemicals, minerals, potato, onions consumer durables, dealing in computers and to carry on the business as buyer's, sellers, traders, marketing, merchants, agents, commission agents, stockists of all kinds of domestic, commercial and household goods.
 6. To carry on the business of real estate, developers, builders, promoters, architects, engineers, designers, erectors, fabricators and taking up the work of construction of buildings, offices, places of public amusement, public buildings, road, bridges, dams, power projects, townships, houses, turnkey projects, electrical contracts, furnishing contractors, interior decoration, wood work, painting contracts, plastering laying of tiles and marbles.
 7. To purchase, acquire, lease or take on lease, hire, erect, construct, improve, develop, charge, build, let-out exchange, sale, deal in land, buildings, flats, house, showrooms, auditoriums, halls, markets, sheds, mines, quarries, factories, mills, workshop, paints, farms and to do all such acts necessary in connection therewith. To carry on all or any of the business or proprietors work, safe deposit vaults, laboratories, plantations and others industrial undertaking and to manufacture, assemble, export, import and deal in products and by products thereof and machines, equipments, accessories and raw materials required in connection therewith.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakhs) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions and may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

Banerji

Banerjee

We the several persons, whose name and addresses are given hereunder, are desirous of being formed into a company in pursuance of this Memorandum/Articles of Association and we respectively agree to take the number of equity shares in the capital of the company set opposite to our respective names.

Banerjee

Signature, Full Names, Full Address (Details and/with Pincode No.) Father/Husband Name and Occupation of Subscribers	Number of equity shares to be taken by each subscriber	Signature, Full Name, Full Address, (Details and/with Pincode) Father/Husband Name and Occupation of Witness.
<p><u>Roshniwal</u> 1. Raj Kumar Toshniwal S/o Late Giridhari Lal Toshniwal Add:- c/o S. K. Saha Dala Lajpat Rai Road Ashram Para SILIGURI - 01 BUSINESS</p>	4000 (FOUR THOUSAND)	witness to all the above (3) signatories Banerjee Supreeti Banerjee (Advocate) P/O Late Abani Mohan Banerjee 25A South End Palek Kolkata - 700029 Reg. NO - 47195 104566
<p>2. Naurin Toshniwal Naurin Toshniwal S/o Raj Kumar Toshniwal Add:- c/o S. K. Saha Dala Lajpat Rai Road Ashram Para SILIGURI - 01 BUSINESS</p>	4000 (FOUR THOUSAND)	
<p>3. Neeraj Toshniwal Neeraj Toshniwal S/o Raj Kumar Toshniwal Add:- c/o S. K. Saha Dala Lajpat Rai Road Ashram Para SILIGURI - 01 BUSINESS</p>	4000 (FOUR THOUSAND)	
<p>Total</p>	12000 (TWELVE THOUSAND)	

Company No	Kanankhaya
Company's Name	Kanankhaya
Name of Document	Memorandum
Registered/Filed/Recorded	No
Dated	03-08-2005
PRESERVATION PERIOD	YEARS
DESTRUCTION DATE	

Registrar of Companies
West Bengal.

Kolkata Dated the 28th Day of JULY 2005