

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**TEXMO PIPES AND PRODUCTS LIMITED**

**THIS DEED OF MEMORANDUM OF ASSOCIATION** made and entered this 25<sup>th</sup> day of June' 2008 among -

1. Shri Sanjay Agrawal, S/o Shri Chhaganlalji Agrawal Aged 43 years Resident of Near City Kotwali, Chowk Bazar, Burhanpur (MP) Here-in-after called the party of the FIRST PART
2. Smt Rashmi Devi Agrawal W/o Shri Sanjay Agrawal Aged 40 years Resident of Near City Kotwali, Chowk Bazar, Burhanpur (MP) Here-in-after called the party of the SECOND PART
3. Shri Vijay Prasad Pappu S/o, Shri P.M.B.Rao Aged 48 years Resident of 43, Adarsh Colony, Burhanpur (MP) Here-in-after called the party of the THIRD PART
4. Shri Mohanlal Shah S/o, Shri Sohanlal Shah Aged 45 years Resident of Budhwara, Burhanpur (MP) Here-in-after called the party of the FOURTH PART
5. Shri Rajesh Agrawal S/o, Shri Babanlal Agrawal Aged 36 years Resident of Near Shani Mandir, Shah Bazar, Burhanpur (MP) Here-in-after called the party of the FIFTH PART
6. Shri Mehmood Khan S/o, Shri Magshood Khan Aged 42 years Resident of 40, Shah Bazar, Burhanpur (MP) Here-in-after called the party of the SIXTH PART
7. Shri Ananda Nago Umale S/o, Shri Nago Umale Aged 56 years Resident of Panchaseel Nagar, WD No.19, At Post Bahadarpur, Tehl & Dist: Burhanpur (MP) Here-in-after called the party of the SEVENTH PART.

**AND WHEREAS** the parties hereto have been carrying on business in partnership under the name and style of **M/S SHREE MOHIT INDUSTRIES** herein after referred to the said firm or company on the terms and condition contained in the partnership deed dated 01-08-1999 read with the Deed of Modification dated 01-04-2001 and 25-06-2008 with its principal place of business at Burhanpur.

**AND WHEREAS** all the parties hereto who are the members of the said Co-partnership business and for the sake of smooth working, better and effective management, improvement, advancement and expansion of business, have agreed that all the members of the Co-partnership or joint stock company (having its meaning as defined by Section 566 of the Companies Act, 1956) will abide by and be subject to the declarations and regulations contained in the Memorandum and Articles of Association :

**AND WHEREAS** the Parties hereto in the said Co-partnership or Joint Stock Company have mutually settled the shareholdings of the subscribed capital amongst themselves as members of the said Joint Stock Company in the following manner :-

<b>Name of Party</b>	<b>No. of equity Share of Rs. 10 each</b>	<b>Amount in Rs.</b>
1. Shri Sanjay Agrawal	30,00,000	3,00,00,000/-
2. Smt Rashmi Devi Agrawal	29,94,000	2,99,40,000/-
3. Shri Vijay Prasad Pappu	1,200	12,000/-
4. Shri Mohanlal Shah	1,200	12,000/-
5. Shri Rajesh Agrawal	1,200	12,000/-
6. Shri Mehmood Khan	1,200	12,000/-
7. Shri Ananda Nago Umale	1,200	12,000/-
	<b>60,00,000 SHARES</b>	<b>6,00,00,000/-</b>

NOW THIS MEMORANDUM WITNESSES, IT IS HEREBY AGREED BY AND BETWEEN THE PARTIES HERETO THAT THEIR RIGHTS AND OBLIGATIONS BE GOVERNED BY THE FOLLOWING REGULATIONS, THAT IS TO SAY :

In these presents, unless thereby something in the subject or context inconsistent therewith the expression "Company" means the Joint Stock company and the Partnership herein referred to and after registration of the company, the company so incorporated.

**I. The name of the Company is TEXMO PIPES AND PRODUCTS LIMITED.**

**II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.**

**III. The Objects for which the Company is established are :**

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

1. To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers and/or in any other capacity in which the business may be carried on all kinds of goods used for the purpose of irrigation, water transportation, sanitary systems, drainage system, cable ducting or for any other purpose wherein it can be used conveniently such as pipes, tubes, hoses, sprinklers, Polyethylene pipes for sprinkler irrigation system, drippers, accessories, fittings HDPE material for moulding and extrusion and all other ancillary and auxiliary materials or derivatives or articles or things which can be made of by using rigid PVC, polythene, LDPE, HDPE, PP, LLDPE, plastic resins, plastic granules, polymers, monomers, polypropylene, thermoplastics, foam, adhesives, synthetic resins, emulsions, fiberglass, PVC Compound, PVC Dryblend, PVC Premix and the like by whatever name called or their derivatives/mixtures and to do all incidental acts and things necessary for the attainment of the above objects.
2. To construct, build, develop, maintain, operate, own and transfer infrastructure facilities including water supply projects, irrigation projects, inland water ways and inland ports, water treatment systems, solid waste management systems, sanitation and sewerage systems, or any other public facilities of a similar nature; any project for generation and/or distribution of electricity or any other form of power and any project for providing telecommunication services.

3. To manufacturing, processing, spinning, weaving, selling, buying, importing, exporting or otherwise to deal in low and high density polythene polypropylene high molecular, high density polythene film, Sacks, Woven Sacks, bags, HDPE Bags, sheeting, laying of flat tubings and or to convert any of the polythene polypropylene HM/HDPE products into any size or shape for use in packing and wrapping of all varieties of goods and to print all plastic, high density/low density polythene, polypropylene HM/HDPE products whether rigid or flexible for packing wrapping and for use as stationery articles, publicity and display and for daily domestic or commercial/industrial use
4. To carry on the business as manufacturers, importers, exporters, dealers (both wholesalers and retailers) processors, stockists, agents, distributors, traders in all kinds of PVC, HDPE, LLDPE, PLB Cable, Duct Pipe, Hose Pipe, PVC Pipe fittings, sanitary items, tiles made from granite, marbles, ceramic, partition, panel rods, plywood doors, windows made from aluminum, PVC wood, rails, grills, door closures, mirrors, fitting glasses, sanitary fittings, basin, shower, commode, pipe fittings, tap fittings, geysers, water filters, electric fittings and accessories fans, lamps, security items and sanitary items.

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

1. To carry on the business as manufacturers of iron, steel or other metal pipes, seamless pipes, sheets, rods and other products of iron, steel or other metals now known or that may hereafter be invented as also to carry on the business of ironmasters, iron founders, metal workers, steel makers and steel converters and to purchase or otherwise acquire, set up, erect, maintain, reconstruct and adapt any offices, workshops, plant, machinery and other things found necessary or convenient for the purpose of the Company.
2. To carry on the business of buying, selling, importing, exporting, assembling, distributing, dealing and acting as agents in steel, iron, hardware, iron mongery, turnery, tools, metals and metalware of all kinds, utensils, ornaments, stationery, fancy goods, articles and commodities of personal and household use and consumption and generally all manufactured goods, materials and products, glassware, crockery, electrical goods, apparatus of all kinds, timber, bricks, stone, cement, marble, tiles, plumber's materials (pipes, bath tubs, basins, sanitary fittings) building material of all kinds, stoves, cookers, lanterns, lamps, watches, clocks, binoculars, microscopes, surgical instruments and appliances, ophthalmic goods, lenses, cameras, photographic materials of all kinds, X-Ray apparatus, radios, wireless sets and musical instruments, all kinds of proprietary and patent articles, mineral waters, wines, cordials, liquors, beer, soups, broths and other restorative or food and provisions of all kinds, tobacco, cigars, cigarettes, cosmetics, soaps, powders and perfumes.
3. To carry on the business of designing, setting up, erecting, maintaining, repairing, improving and operating or managing in India or abroad, pipes, pipelines, cross country piping systems, jetties, single buoy moorings, all other kinds of onshore and offshore port facilities, storage and distribution terminals, storage, loading and unloading facilities for the storage and transportation of natural gas, crude oil, petroleum products including but not limited to liquified petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all products as may be conveniently transported through pipelines and, for the purpose, enter into any technical or financial collaboration as may be desired.
4. To give consultancy services of all kinds for manufacture, erection installation of galvanised plants, re-rolling mills or any other equipment, accessories and components relating thereto.
5. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale and resale any goods from time to time belonging to the Company.
6. To employ experts to investigate and examine into the conditions, prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.

7. To purchase, take on lease or exchange, hire or otherwise acquire any immovable or movable property, any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and in particular any land, buildings, easement, machinery, plant and stock in trade and either to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
8. To build, construct, alter, improve, maintain, enlarge, pull down, remove or replace and to develop work, manage, carry out and control any land, buildings, offices, factories, mills, shops, machineries, engines of any roads, ways, tramways, railways, branches or bridges, sidings, wells, reservoirs, water courses, wharves, ships, boats, vessels, warehouses, electric works, shops, stores, godown, docks, piers, jetties, chawls and other works and convenience which may seem calculated directly or indirectly to advance the Company's interest and to contribute to subsidise or otherwise assist or take part in the construction, improvement, maintenance, development and to form with any other person or company in doing any of these things.
9. Subject to the provisions of the Companies Act, 1956, to improve, manage, develop, exchange, transfer, lease, mortgage, enfranchise, dispose of (movable or immovable) turn to account, maintain or otherwise deal with all or any part of the property and rights, concessions as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.
10. To let on lease or on hire-purchase or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles whether made by the Company or not by way of loans or by the purchase of any such other article or articles and the letting thereof on the hire-purchase system or otherwise however but the Company will not do Banking Business as defined under the Banking Regulation Act, 1949.
11. To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted as directly or indirectly to benefit the Company or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accepts by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures or debenture stock of securities that may be agreed upon and to hold and retain or sell, mortgage, and deal with any shares debentures, debentures stocks or securities so received, subject to the provisions of Monopolies and Restrictive Trade Practices Act, 1969.
12. To takeover, buy, lease out, taken on lease or on management contract, sick manufacturing commercial service units for restoring economically sustainable operations by injection of proper management.
13. To takeover, acquire and undertake whole or any part of the business, property and liabilities of any business which the company is authorised to carry on or possessed of property suitable for the purpose of this company, or which can be carried on in conjunction therewith is capable of being conducted so as directly or indirectly to benefit the Company.
14. To establish or promote or concur in establishing promoting any Company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures of other securities of any such other Company.

15. To apply for, promote and obtain any Act, privilege, concession, license authorisation if any, of and / or from any Government, State or Municipality, provisional order or license or any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company for effect or for extending any of the powers of the Company for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
16. To apply for purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets invention, used trade marks, designs, licenses concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention 'which may seem capable of being for any of the purposes of the Company or acquisition of which seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights, subject to law in force.
17. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research, and experiments and to undertake and carry out all scientific and technical researches experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and toward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorised to carry on.
18. Subject to the provisions of Section 293-A of the Companies Act, 1956 to make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's object or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money to or for charitable, scientific, religious or benevolent, national, public, general or other object.
19. To refer or agree to refer any claim, demand dispute or any other question, by or against the Company or in which the Company is interest or concerned and whether between the Company and the member or members or his Or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, mailers and things to carry out or enforce the awards.
20. Subject to the provisions of the Companies Act, 1956 to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its Capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
21. To pay all preliminary expenses of any Company promoted by the Company or any Company in which the Company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
22. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered Or to be rendered in placing of shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, 4ebentures or other securities of the Company, credited as paid up in full or part or otherwise.

23. To adopt such lawful means of making known the business of the Company as seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations by lawful means but not to political parties.
24. Subject to the provisions of Section 58-A of the Companies Act, 1956 and the rules made thereunder and Directives from R.B.I. to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and 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 of any obligation undertaken by the Company or any person or Company of any obligation undertaken by the Company or any person or Company as the case may be provided that nothing contained therein will empower the Company to carry on Banking business as defined under the Banking Regulations Act, 1949.
25. To invest the funds of the Company in such a manner and upon such securities as shall from time to time though necessary or for the benefit of the Company and to create any reserve fund sinking fund, insurance fund, depreciation fund or provident fund thereout.
26. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
27. Subject to the provisions of the Banking Regulation Act, 1949 and the directives, issued from time to time, by the Reserve Bank of India or any other relevant authority to draw, make, accept, endorse, discount, execute and issue bills of Exchange, promissory notes, bills of lading, warrants, debentures, fixed deposits and other negotiable or transferable instruments or securities and to give security bonds and for the said purpose execute all deeds, documents and articles in connection with the business of the Company.
28. Subject to the provisions of the Banking Regulation Act, 1949 and the directives, issued from time to time by the Reserve Bank of India or any other relevant authority to lend and advance moneys or give credit to such person or companies and on such terms as may seem expedient and in particulars, to customers and other having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of moneys of or by any such persons or companies and generally to give guarantees and indemnities but the company will not do Banking business as defined under the Banking Regulation Act, 1949.
29. Subject to the provisions of any law for the time being in force in that behalf, to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super annuation and/or provident fund for the benefit of and give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons who are or were at any time in the employment of services of the Company or is allied to be associated with the Company or with any such subsidiary company or who are or were at any time Directors of Officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of any such other company as aforesaid and make payment to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

30. To distribute among the members in specie any property of the Company, it any, in the event of winding up of the company or any proceeds of sale or disposal of any property of the Company.
31. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
32. To carry out in any part of the world the Company's object as principals, agents, factor, trustee, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state or government or colony or dependency thereof, subject to laws, rules and regulations of those countries.
33. To establish branches or appoint agencies in or outside India for or in connection with any of the objects of the company and in particular in relation to the investment of money, the sale or property and the collection and receipt of money subject to the Acts and prescribed rules of those countries.
34. To exercise all or any of its corporate powers, rights and privileges and to conduct its business In all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and subject to the Acts and prescribed rules of those countries in any or all foreign countries, and for these purposes to have and maintain and to discontinue any number of offices and agencies therein as may be convenient.
35. To buy or sell know how or enter collaboration, do research development works and make pilot plants for use or sale.
36. To construct, carry out, maintain, improve, manage work, control hydraulic works, gas works, electric works, factories warehouses and other works and conveniences which may seem directly or indirectly conducive to any of the Company's object and contribute to subsidies or otherwise assist to take part in such maintenance, management working control and superintendence.
37. To borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of debentures or debenture stock perpetual, terminable or otherwise bonds, mortgages hypothecation lien or any other security founded or based or charged upon all or any of the property or right of the company or in such other manner as the Company shall think fit and for the purpose aforesaid to charge all or any of the Company's property or assets movable or immovable, liquid or otherwise present and future to secure any securities of the company by a trust deed or other assurance and to redeem purchase or pay off any such security but the company shall not do Banking business as defined in Banking Regulation Act, 1949.
38. To establish or acquire and carry on trading stations, factories, stores and depots in India or elsewhere and to purchase, lease or otherwise acquire, carry on, develop and improve any business of real or personal property in India or elsewhere of any undivided or other interest whatsoever therein respectively.
39. To aid pecuniarily or otherwise any association, body or movement having for any object the solution, settlement or surmounting or industrial or labour problems or troubles or the promotion of industry or trade union, but shall not act as Trade Union.

40. To provide for the welfare, make gift, or grant bonuses to any Directors or employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependants in connections of such persons by building or contributing to the building of house or dwellings or quarters or by grant of money pensions, gratuities, allowances, bonus, profits shares from time to time, subscribing or contributing to provident fund other associations, institutions, funds, profit sharing or other schemes or trust and by providing or subscribing or Contributing to provident and other associations, institutions, funds profit sharing or other schemes or trusts & by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries medical and other assistance the Company shall think fit.
41. To establish, purchase or otherwise acquire, run, conduct and operate cold storage warehouse, Dry Storage-warehouse, Bonded warehouses for the preservation, storage and treatment of merchandise, machinery, food products, farm products, cereals and seeds and all other articles whether manufactured or not both the foreign and indigenous production or manufacture.
42. To employ to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and under taking and generally of any assets, property or rights.
43. To raise funds by issue of share capital, securing loans, from government and other sources, including financial institutions and banks on reasonable rate of interest to arrange for their utilization and proper repayments to obtains the grants, subsidies available from the Central and/or state governments to achieve the objects of the Company.
44. To collaborate with foreign persons, firms, companies for acquiring of offering technical know-how or to employ basis or otherwise and to loan on suitable terms to company's technicians or experts or outside India for developing the industry and to out to foreign countries the Company's own technicians, plants, machinery, tools for developing industries in foreign countries on joint venture basis or on other participation or otherwise and to send out the Company's people to foreign countries for further training.
45. To provide industrial finance by way of advance, deposit or lend money, securities and properties to or with any Company, body corporate firm, person or association whether with and to extent permissible under the provisions contained in section 370 and 372 of the Companies Act, 1956 with or without security and on such terms as may be determined from time to time, provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
46. To acquire from time to time and to manufacture and deal in all such merchandise, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the company
47. To purchase, charter, hire, construct, equip and maintain ships, boats, barges lighters, vessels, mills, warehouses, godowns, docks, piers, jetties, and wharves, and any other conveniences or erections suitable for any of the purposes of the Company.
48. To take or otherwise acquire and hold shares, stocks, debentures or other interests in any other Company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
49. To be interest in promote and/or undertake the formation and establishment of such institution business and/or companies (industrial, agricultural, trading, manufacturing or otherwise and particularly oil-mills, flour mills, paper mills, co-operative societies and other factories) as may be considered to be conducive to the profit and interest of the Company and also to acquire, promote and foste, subsidise or acquire interest in any industry or undertaking in any country or countries whatsoever.
50. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture stock, or other securities of the company or the acquisition of property by the Company, or the conduct of its business.



- IV. The liability of the members is limited to the extent of amount unpaid, if any, on the shares held by them
- V. The Authorized shares capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Fifty Lac Only) divided into 3,00,00,000 (Three Crore Only) Equity Shares of Rs. 10/- (Rs. Ten Only) each with rights, privileges or conditions attaching thereto as provided by the regulations of the company for the time being with power to increase and reduce the capital of the company and to divide the shares in the capital into several classes and attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided in the regulations of the Company.

The Parties are entitled to take paid-up share capital (on registration) as under :

<b>Name of Party</b>	<b>No. of Equity Shares of Rs. 10 Each</b>	<b>Amount in Rs.</b>
1. Shri Sanjay Agrawal	30,00,000	3,00,00,000/-
2. Smt Rashmi Devi Agrawal	29,94,000	2,99,40,000/-
3. Shri Vijay Prasad Pappu	1,200	12,000/-
4. Shri Mohanlal Shah	1,200	12,000/-
5. Shri Rajesh Agrawal	1,200	12,000/-
6. Shri Mehmood Khan	1,200	12,000/-
7. Shri Ananda Nago Umale	1,200	12,000/-
	<b>60,00,000 SHARES</b>	<b>6,00,00,000/-</b>

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

S. No.	Names, Addresses, Descriptions and Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature, Name, Address, Description & Occupation of Witnesses
1.	Sanjay Agrawal S/o. Shri Chhaganlal Agrawal Chowk Bazar, Near City PS Burhanpur DOB – 10-06-1964 Business	30,00,000 (Thirty Lakhs Only)	Sd/-	Witness to all the subscribers SD/- Geetika Agrawal Company Secretary 3, Anand Nagar, Tower Chauraha Behind Sapna Sangeeta Indore (M.P.) 452001
2.	Rashmi Agrawal W/o Sh. Sanjay Aggrawal Chowk Bazar, Near City PS Burhanpur DOB – 27-05-1967 Business	29,94,000 (Twenty Nine Lac Ninety Four Thousand)	Sd/-	
3.	Vijay Prasad Pappu S/o. Sh Mani Bhushanrao Pappu 43, Adarsh Colony Burhanpur DOB – 30-06-1959 Business	1,200 (One Thousand Two Hundred)	Sd/-	
4.	Mohanlal Shah S/o. Sohanlal Shah Bhudhwara, Burhanpur DOB – 09-06-1962 Business	1,200 (One Thousand Two Hundred)	Sd/-	
5.	Rajesh Agrawal S/o Babanlal Agrawal Near Shani Mandir, Shah Bazar Burhanpur (M.P.) DOB – 10-08-1950 Business	1,200 (One Thousand Two Hundred)	Sd/-	
6.	Mehmood Khan S/o Magshood Khan 40, Shah Bazar Burhanpur DOB – 13-02-1965 Business	1,200 (One Thousand Two Hundred)	Sd/-	
7.	Ananda Nago Umale S/o Nago Umale Panchseel Nagar WD No. 19, Burhanpur DOB – 01-07-1952 Business	1,200 (One Thousand Two Hundred)	Sd/-	
<b>TOTAL NUMBER OF EQUITY SHARES</b>		<b>60,00,000</b>	<b>(Sixty Lacs Equity Shares)</b>	

**Date** : 02-07-2008

**Place** : Indore