MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

VATIKA IT PARKS PRIVATE LIMITED

For VATIKA LIMITED

Authorised Signatory

GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

National Capital Territory of Delhi and
Haryana
B-block Paryavaran Bhawan, CGO Complex, Lodhi Road, , New Delhi - 110003, Delhi, INDIA

Corporate Identity Number : **U51225DL2002PTC116336**

Fresh Certificate of Incorporation Consequent upon Change of Name

IN THE MATTER OF M/s HIND ENTERPRISES PRIVATE LIMITED

I hereby certify that HIND ENTERPRISES PRIVATE LIMITED which was originally incorporated on TWENTY FIFTH day of JULY TWO THOUSAND TWO under the Companies Act, 1956 (No. 1 of 1956) as HIND ENTERPRISES PRIVATE 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 A09342148 dated 16/02/2007 the name of the said company is this day changed to Vatika IT Parks Private Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this SIXTEENTH day of FEBRUARY TWO THOUSAND SEVEN.

(TEJ PRAKASH SHAMI)

Registrar of Companies
National Capital Territory of Delhi and
Haryana

For VATIKA LIMITED

Authorised Signatory

प्रारूप एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० U51225DL2002PTC116336.......................1923-1924...............................

No. U51225DL2002PTC116336.......................2002-2003...............................

मैं एतद् द्वारा प्रमाणित करता हूं कि आज हिंद इन्टरप्राइसेस प्राईवेट लिमिटेड ______कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और वह कम्पनी परिसीमित है ।

I hereby certify that..HIND ENTERPRISES PRIVATE LIMITED...................... ....is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

मेरे हस्ताक्षर से आज तारीख.... 3 श्रावण.... 1924....को दिया गया ।

Given under my hand at.....NEW DELHI.....this..........TWENTY FIFTH.......... day of ....JULY ....TWO THOUSAND...and TWO...........................

कम्पनी रजिस्ट्रार

Sd/-

(जी. के. गुप्ता)

सहायक कम्पनी रजिस्ट्रार

ASST. Registrar of Companies

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

N.C.T. OF DELHI & HARYANA

For VATIKA LIMITED

Authorised Signatory

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

VATIKA IT PARKS PRIVATE LIMITED

I. The Name of the Company is **VATIKA IT PARKS PRIVATE LIMITED.**

II. The Registered Office of the Company will be situated within the National Capital Territory of Delhi

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 purchase or otherwise acquire any land, plot(s) of land or immoveable property or any right or interest therein singly or jointly or in partnership with any person(s) or body corporate or partnership firm and to develop and construct thereon Infotech Park(s), Cyber Park(s) and Business Park(s), either singly or jointly or in partnership as aforesaid, comprising offices for sale, self use or for earning rental income thereon by letting out whole or individual units comprised in such building.

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2. To purchase or otherwise acquire, take on lease or in exchange, hire or otherwise acquire, an interest in any movable or immovable property, to divide the same into suitable plots, and to rent or sell the plots for building/constructing Infotech Park(s), Cyber Park(s) and Business Park(s) and rent or sell the same and realize the cost in lumpsum or easy instalments or by hire purchase system and otherwise.

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

1. In case of the conversion of the company to a public company subject to the provisions of the Companies Act, 1956 and other such laws upon any issue of shares, debentures or such other securities of the company, to employ commission agents and under writers and to provide remuneration of such persons for their services by payments in cash or by the issue of shares, debentures or such other securities of the company of all types or by the granting of options to take the same, of all types or in any other such manner as may be allowed by law.

2. To negotiate and/or enter into agreements and contracts with individuals companies, corporations and such other organisations, foreign or indian, for obtaining or providing technical, financial or any other assistance for carrying out main objects of the Company and also for the purpose activating research development of manufacturing projects on the basis of know-how and/or financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main objects of the company.

3. To accept stock or shares in or debentures, mortgage debentures, or such other such securities of any other such company in payment for any services rendered or for any sale made to or debt owing from any such company in connection with the main business of the company.

4. To apply for purchase or otherwise, acquire any patents, brevets d' invention licences and concessions conferring any exclusive or non-exclusive or limited rights to use any information as to any invention which may seem capable of being used for any of the objects of the company or the acquisition of which may seem, calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences or in respect of the property rights or information so acquired.

5. To acquire all machineries, plants, stock-in-trade, trade marks and other movable and immovable properties of any description, to achieve any of the main objects of the company.

6. To acquire by concession, grants, purchase, licences or otherwise, lands buildings and/ or machinery, farms, water-rights and other works, privileges, rights and hereditaments of all types in connection with main business of the company.

7. To erect upon the lands belonging to the company and upon any other such lands or property which may be taken on lease or licence by the company, factories,

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buildings houses and super structure as may be required for carrying out the main objects of the Company and in particular equip the said buildings and/or factories with machinery in connection with the main business of the company.

8. To improve, manage develop, exchange, lease, mortgage, enfranchise and dispose of all or any of the property and rights of the Company.

9. To pay for any lands and immovable or movable estates and/or properties or assets of any kind acquired by the Company or for any services rendered or to be rendered to the company in connection with the main business and to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid-up or partly paid-up or debentures or obligations of the Company or partly in one and partly in another or otherwise however, with power to issue any shares either as fully paid-up or partly paid-up for such purposes.

10. To enter into any contracts, agreements with any Government or Government at Authority, Municipal, Revenue, Local or otherwise which may seem conducive to any of the objects of the Company and obtain from any such Government or Authority and rights, privileges and concessions which may appear desirable to be obtained and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

11. To purchase, take on lease, or otherwise acquire in the Union of India or elsewhere any real or personal property, estates plantations and other such lands whether freehold, lease hold or such other tenure of all types for the purposes of the Company's business.

12. Subject to section 391 to 394 and 394 A of the Companies Act, 1956 to enter into partnership or any agreement for sharing profits, union of interest, reciprocal concession, amalgamation or co-operation with any person or persons, corporation or company carrying on or about to carry on, or engaged in any business or transaction which this company is authorised to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company, directly or indirectly and to take or otherwise acquire and hold stocks or securities and to subsidies or otherwise assist any such company and to hold reissue with or without guarantee or with such shares or securities and to form constitute or promote any other such company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other such purpose which may seem directly or indirectly calculated to benefit the Company.

13. Subject to Section 77A & 77B of the Companies Act, 1956, to invest in Company's own shares and deal with the moneys of the Company not immediately required in any scheduled banks or in trust, securities or deposit or interest with any body corporate/individual/firm or in such other manner as is beneficial to the Company.

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14. To draw, accept, endorse or negotiate promissory notes, bills or exchange or such other negotiable instruments, drafts charter parties, bills of lading and warrants of all types in connection with the object of the Company.

15. Subject to sections 391 to 394 & 394A of the Companies Act 1956, to amalgamate with or dispose of or exchange any of the business or undertakings properties or rights of the Company in consideration of shares, debentures or such other securities of all types and to enter into any agreement or arrangement with other companies, firms or individuals for joint working in the business or for sharing of profits in any other such company, firms or person if such acts are advantageous to this Company.

16. To dispose of transfer, exchange, lease, mortgage all business undertaking properties or rights of the Company or any part thereof for any consideration which the Company may deem fit to accept in connection with its main business.

17. To aid particularly or otherwise, any association, body or movement having its object the solution, settlement or surmounting of industries or labour problems or troubles or the promotion of industry and trade.

18. To make pecuniary grants by way of donations, subscriptions, allowances, gratuity guarantee or otherwise for the benefit to persons who are or have been employed by the company and widows, orphans and dependents of any such persons.

19. Subject to section 293, 293 A & 293 B of the Act, to subscribe, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object of funds or for any exhibition.

20. To undertake and execute any trusts the undertaking whereof may seem desirable either gratitously or otherwise in connection with the main business of the company.

21. To establish and support or provide aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or relations of such persons and to grant pensions and allowances and to make payments towards insurances.

22. To take up the management of any Company situated in the Union of India engaged in similar business for furthering the main objects of the company.

23. To procure the Company to be registered, legalised, domiciled or recognised in any country or place and to procure its incorporation in a like character as a society or otherwise in any country or place and to carry on its, business or any portion of its main business or objects in any country or place.

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24. To pay all or any costs charges or expenses preliminary, incidental or relating to the promotion, formation registration or establishment to this or any other such company or to the raising, subscription issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other company and to remunerate by commission, discount or otherwise any person or company for services rendered in placing or assiting to place any of such share capital debentures stocks or securities or obtaining or to assisting or to obtain a settlement or quotation of the same in any stock exchange for any services, preliminary, incidental, or relating to or in connection with the promotion formation, registration or establishment of this or any such other company and to charge any payment of remuneration to capital or revenue account. Subject to the Provision of section 314 of the Companies Act.

25. To advance, invest the Company's money with such persons or companies and in or upon such investments or securities in such manner as may be expedient to attend the main objects of the Company.

26. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

27. To import, buy, exchange, alter, improve and manipulate all kinds of plant, machinery apparatus, toos, utensils, substances materials and things necessary or convenient for carrying on the main objects of the Company.

28. To purchase, or otherwise acquire, build, carry out, equip, maintain, alter improve, develop, manage, work, let on hire, control and superintend any factories, plants, warehouses, workshops, sheds, offices shops, stores, buildings, machinery, apparatus and houses, wharves, furnances, crushing works and conveniences which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other such person or company in doing any of this operations.

29. Subject to Section 100 to 105 of the Act, to distribute among the members in specie or otherwise any property of the company or any proceeds of sale or disposal of any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be except with the sanction if any for the time being required by the Companies Act, 1956.

30. To distribute as dividend or bonus among the members or to place reserves or other wise to apply, as the Company may, from time to time think fit any money received by way of premium on shares or debentures issued by the Company and any money received in respect of forfeited shares and money arising from the sales by the Company of forfeited shares, subject to the provisions of the Companies Act 1956.

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31. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of main business concerns and undertaking of any assets, properties or rights which the Company purpose to acquire.

32. To create any reserve fund, sinking fund, insurance fund or any other such special fund whether for depreciation repairing, improving, research extending or maintaining any of the properties of the company or for any other such purpose conducive to the interest of the Company.

33. To send out to foreign countries, its directors, employees or any other such person or persons for investigating possibilites of main business or for procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company and to pay all expenses incurred in connection.

34. To agree to refer to arbitration any dispute, present, or future, between the Company and any other such Company, firm, individual or any such other body and to submit the same to arbitration in India or abroad either in accordance with India or any foreign systems of law.

35. To appoint agents, sub-agents, dealers, managers, canvassers or representatives for transacting all or any kind of the main business which this company is authorised to carry on and to constitute agencies of the Company in India or any other country to establish offices and agencies in different parts of the world.

36. To do all or any of the above things in any part of the world as principals agents contractors trustees or otherwise either alone or in conjunction with others and either by or through agents.

37. To take all such other steps and to do all other acts as may be necessary incidental conducive to the attainment of the main objects or any of them.

38. To accept deposits subject to Section 58A, 292, 293, 295 & 372A of the Companies Act, 1956, and the Rules made thereunder and directions of the Reserve Bank of India for any period of time and pay interest thereon and issue fixed deposits, receipts, borrow money, take or give loan promissory notes and such other securities for the same and keep floating cash credit or such other securities for the same and keep floating cash credit or such other accounts with or without interest and to lend or allow loans or overdraft thereon to the depositors and charge interest thereon.

39. To acquire and takeover either the whole of any part or the business goodwill trade marks, patents and property, assets and liabilites of any person or persons, company, partnership firms or corporation carrying on the main business of the company.

40. To acquire, take over and undertake the whole or any part of business as a going concern along with all assets, liabilities, license, quotes, rights, entitlements from any person, firm or company, to enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venturers, reciprocal concessions or otherwise with any person or company carry on or engaged in, or about to carry on or authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this company and to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.

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(C) THE OTHER OBJECTS ARE :-

1. To carry on the business of manufacturing chemicals, wholesale and retail druggists, importers, exporters and manufacturers, makers, refiners, processors or formulators of and traders and dealers in pharmaceutical, medicinal, chemical biological, immunological, therapeutic contraceptive and preparations, substances, materials and articles of all kinds and classes whether simple, compound or otherwise and whether proprietory or otherwise and materials dressings, apparatus and contrivances of every description and for any purpose, including in particular but without limiting the generally of the foregoing, scientific, medical, dental, veterinary, agricultural, horticultural, fishery and forestry purposes, surgical and scientific instruments and appliances.

2. To manufacture, produce, refine, process, formulate, buy, sell, export or import or otherwise deal in all classes and kinds of chemicals including without limiting the generality of the foregoing laboratory and scientific chemicals, chemicals of any nature used or capable of being used in the pharmaceutical industry, agricultural chemicals, fertilizers, petro-chemicals, industrial chemicals or any mixtures, derivatives compounds thereof.

3. To carry on the business as laboratory proprietors, breeders importers and exporters of and dealers in live or dead animals to act as analytical and consulting chemists and to undertake analytical and research work of any kind.

4. To carry on the business of manufacturers of and dealers in disinfectants, vermifuges, fungicides, insecticides, pesticides and remedies of all kinds for agricultural fruit-growing or other purposes or as remedies for humans or animals and whether produced from vegetable or animal matter or by any chemical process.

5. To carry on the business as manufacturers of and dealers in dyes, dyestuffs, dye- wares gases, plaster of paris' gypsum, plasters, salt acids, alcalies, tannin, essences, cordials, oils, paints, isinglass, colours, glues, gums, pasters, pigments, varnishes, organic or mineral intermediates, compositions and laboratory reagents.

6. To manufacture and deal in solar electric equipments.

7. To carry on the business as manufacturers, importers exportes of and dealers in scientific, laboratory, technical, pharmaceutical pressed glassware, kitchenware bottles, flasks, stoppers, tumblers, mirrors and such other varieties of glassware of all types.

8. To carry on the business of mine owners, manufacturers, importers and exporters of, traders, and sellers in particular china clay, ball clay, quartz, felspar, fire clay gypsum, bauxite, kyanite, stalite, bentonite sillminate, dolomite, magnetite, calcite, lime stone, chrome, zirconium, graphite, manganese, redoxide, yellow

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kisselghure or other associate mineral and chemicals, needed for manufacturing, producing and dealing in all ceramic products particularly pottery products and refractory products such as fire bricks, silica refractories, insulating refractories, magnesite refractories, fire cement and mortars, bricks, tiles, sewer pipes, drain pipes, lime, cement, artificial stones, glass and enamel products and by products thereof.

9. To carry on business as brewers, distillers and manufacturers of and merchants and dealer in vinegar, acetic acid, glucose, wines, sprits, beer porter, malt, hops, grain, meal yeast, aerated water, carbonic acid gas, mustard pickles, sauces condiments of all kinds, cocoa, coffee and preservers.

10. To carry on business of importers, exporters, stockists, suppliers and manufacturers, of and dealers in commercial industrial and domestic plastics and plastic products of any nature substance and form and of any raw material such as styrene, vinyl-chloride, poly-vinyl, polyethylene, polyrefins, polyurethane vinyl acetate and copolymers and other allied materials, acrylics and polyesters poly carbonates and polythers and epoxy resins and compositions, silicone resins and P.F.U.F. and other thermoplastic moulding compositions in prefabricated shapes, cellulosic plastic and such other thermosetting and thermo-plastic materials (of synthetic or natural origin), colouring materials, plastic and resin material and adhesive compositions.

11. To carry on the business of manufacturers, importers and exporters, traders and dealers in or otherwise engage in ceramic refractory and plastic (such as PVC, PE, bakelite, urea, formaldehyde) such as fibre glass, glass wool, fire clay, refractories insulations, cement of all types, glass chinawares, porcelain wares, earthenwares stonewares, terrecotta, plastic moulding and extrusion and all type of any such class such as crokery wares, table wares, glasswares figures and statues, artifical teeth electrical insulators, sanitarywares glazed or unglazed tiles, laboratory, hospital and industrial requisites, sparking plugs, drainage and water supply pipes refractory and insulation cements, bricks and such other shapes and linings of all types and all such other types and kinds or any class of plastic heavy clay and ceramic products.

12. To organise, run, maintain, operate, promote the business of interior decorators furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery whether articial or otherwise and articles where in precious stoes may be used, in textiles fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.

13. To establish experimental farms and research stations anywhere in India for conducting experiments, test and research for developing better qualities food grains and agricultural products and for developing milk in strain cattles by

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cross breeding or otherwise and increasing egg laying capacity in poultry and also for finding other ways and means of improving other agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.

14. To carry on the business as general, commercial, colour crafts and process printers lithographers engravers, dyemakers, publishers or newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents contractors, ink, dye, colour and chemical manufacturers, manufacturers of metal and other signs and manufacturers of and dealers of containers and components and machinery and manufacturers of and dealers in printing machinery, type and all printers suppliers, book binders and stationers and dealers in all kind of supplies and equipment for mercantile and such other uses thereof.

15. To carry on the business as manufacturers and dealers in and sellers of electronic, and software components and equipments, audio products, video products electronic calculators digital products micro processor based systems, minicomputers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic and computer equipments and computer software development and computer added systems.

16. To carry on business as manufacturers and importers of and dealers in abrasive material and wheels and cutting and welding equipment, bellows, belting belt fastners, belt dressings blow lamps, blue print requisites, boiler compound and fluids, softening apparatus, testing apparatus, drawing instruments, emery paper and cloth, steam, water and engine packings, washers asbestos, fibre, rubber and composition jointings, boiler and pipe covering and engineers and wood workers, suppliers, requisites and equipment of all descriptions.

17. To carry on the business of importers and exporters of goods or merchandise of any description or to act as contractors, shippers, underwriters, commission agents, brokers, estate agents, hardware merchants, traders and dealers in articles of any type and the business of hire purchase.

18. To stand guarantor and be surety or answerable for the debts or defaults of any person firm or company arising on contracts for payments or repayments of moneys or loans or the fulfillment of any obligations or performances of any such person, firm or company and to enter into contracts of indemnity or guarantee upon such terms and conditions as may seem necessary or expedient for effecting the same.

19. To act as agents and brokers for sellers, buyers, exporters, importers manufacturers merchants, tradesmen, insurers and to undertake and carry out agency work of any kind and to transact all matters of agency and commission business.

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