MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Pride & Expert Properties Private Limited

सत्यमेव जयते

COMPANY NO:08/19850

नाम में तवदीली के परिणामस्वरूप निगमन के लिए नया प्रमाण - पत्र

FRESH CERTIFICATE OF INCORPORATION CONSEQENT ON CHANGE OF NAME

कम्पनियो के रजिस्ट्रार के कार्यालय मे .....

(कम्पनी अधिनियम 1956 (1956 का 1) के अधीन)

In the Office of the Registrar of Companies, **Karnataka, Bangalore.**

(Under the Companies Act, 1956 (1 to 1956)

.....

In the Matter of ..EXPERT PROPERTIES PRIVATE LIMITED..... के विषय मे

.....

में एतद्वारा प्रमाणित करता हूं कि .....परिसीमित जिसका निगमन मूलत 20..... के ....दिन इस .....अधिनियम के अधीन और .....परिसीमीत नाम द्वारा किया गया कम्पनी अधिनियम 1956 की धारा 21/22(1) (क) /22(1) (ख) के निर्बन्धनों के अनुसार आवश्यक संकल्प पारित कर चूकी है और इसकी वावत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that...EXPERT PROPERTIES PRIVATE LIMITED..... ~~Limited~~

which was originally incorporated on .....15th..... day of ...FEBRUARY~~XXX~~1996 under the Companies Act, 1956 and under the name ....EXPERT PROPERTIES PRIVATE LIMITED..... ~~Limited~~ having duly Passed the necessary resolution in terms of section 21/3~~XXXXXXX~~(4) of Companies Act, 1956, and the approval of the Central Govenment signified in writing having been accorded thereto in the **Department of Company Affiers.**

क्षेत्रय निदेशक के तारीख .....20..... के पत्र सं .....द्वारा प्राप्त की जाने पर उक्त कम्पनी का नाम इस दिन ..... परिसीमित में तव्दील कर दिया गया है और यह प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसार में जारी किया जाता है।

Approval of the Registrar of Companies, Karnataka, Vide litter No. ...STA/KM/19850/CN/21/2004 .....23rd..... dated ..JANUARY..... 200 ...4..... the name of the said company is this day changed to ...PRIDE..&..EXPERT..PROPERTIES..PRIVATE..LIMITED..... ~~Limited~~ and this certificate is issued pursuant to secion 23(1) of the said act.

मेरे हस्ताक्षर से यह तारीख .....

के दिया गया।

Given under my hand at Bangalore this .....TWENTYTHIRD..... day of ..JANUARY..... 200 ...4..... (Two thousand and ....FOUR.....)

(B.M. ANAND)
कम्पीनयो का रजिस्ट्रार
Registrar of Companies
Karnataka, Bangalore.

यहाँ पर कम्पनी का वह नाम लिखिए जो कि तव्दीली से पूर्व था।

Here give the name of the company as esisting prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलत रजिस्ट्रकरण और निगमन किया गया था।

Here give the name of the Act (s) under which the Company was originally registered and incorporated.

प्राइग० आई० आर०

Form. I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का सं०.....

No. 08/ 19850 of 19 96.

मैं एतद्द्वारा प्रमाणित करता हूँ कि आज.....

.....

.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसी PRIDE &

I hereby certify that EXPERT PROPERTIES PRIVATE LIMITED xxx xxx xxx xxx xxx

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया।

Given under my hand at Bangalore this FIFTEENTH day of FEBRUARY one thousand nine hundred and Ninety SIX.

(V.SREENIVASA RAO)
कम्पनियों का रजिस्ट्रार
कर्नाटक बेंगलूर
Registrar of Companies
KARNATAKA, BANGALORE

कम्पनियों के रजिस्ट्रार, कर्नाटक
Registrar of Companies Karnataka
बेंगलूर

Certified True Copy
For Expert Properties Pvt. Ltd.,

Director

MEMORANDUM OF ASSOCIATION

OF

PRIDE & EXPERT PROPERTIES PRIVATE LIMITED.

[Limited by Shares]

[Incorporated under the Companies Act, 1956]

PRIDE &

I. The name of the Company is EXPERT PROPERTIES PRIVATE LIMITED.

II. The registered office of the Company will be situated in the state of Karnataka.

III. The objects for which the Company is established are :

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

1. To carry on all or any other business of designing, planning, managing, developing and/or construction of apartments, houses, factory Building, godowns, warehouses, hotels, farm houses, health clubs, holiday resorts, club house, Industrial sheds, housing colonies, public buildings, multistoreyed buildings, schools, colleges, community halls, shopping complex, dams, bridges, canals, power projects

Certified True Copy

For Expert Properties Pvt. Ltd.,

Director

and other hydraulic structures, roads and highways, golf course, playgrounds, tennis court, and/or to carry on business as civil, mechanical, electrical, water supply and sanitary contractors, builders, real estate agents, real estate developers, suppliers of various services required for residential, commercial, industrial and other units.

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

1. To enter into agreements and contracts with Indian or foreign individuals, companies or other organisations for technical or any other assistance or for the export or import of technical knowledge and technology or for carrying out all or any of the objects of the Company.

2. To establish and maintain agencies of all kinds and other trade channels in India or any part of the world for the conduct of business of the Company and for the sale of any material/s for the time bein at the disposal of the Company for sale.

3. To advertise and adopt means of making known the activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient, including the posting of bills in relation thereto and the issue of circulars, books, brochures, pamphlets and price-lists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.

4. To apply for, purchase or otherwise acquire and to protect, prolong and renew trade marks, trade names, designs, secret process, patent rights, licenses, 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.

5. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm 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 so as to directly or indirectly benefit the Company.

6. To enter into any arrangement with the Government or state authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or state authority, any rights, licenses, privileges and concessions which may seem

conducive to the Company's objects or any of them.

7. To be interested in, promote and undertake the formation and establishment of such institutions, business pools, combines, syndicates, industrial, trading or manufacturing as may be considered to be conducive to the interest of the Company, and to carry on any such other incidental business which may seem to the Company capable of being conveniently carried on in connection with any of the main objects of the Company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.

8. 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 and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures or debenture stock of any such company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such, firm or company.

9. To construct, acquire, establish, provide, maintain and administer factories, estates, railway, buildings, 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.

10. To amalgamate with any company or companies having objects altogether or in part similar to those of the Company.

11. To pay all costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

12. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid-up shares or by a call or option on shares, debenture, debenture stock or securities of the Company or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered in introducing any property or business to the Company or for any other reason which the Company may think proper, subject to the provisions of the Companies Act, 1956.

13. To undertake any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.

14. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warehouse keeper's certificates and other negotiable, commercial, mercantile instruments connected with the business of the Company, subject to the provisions of the Banking Regulations Act, 1949.

15. To open account/s with any individual, firm or company or with any bank/s and to pay into and to withdraw moneys from such accounts.

16. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person, firm or company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper, and to guarantee the performance of contracts by such person, firm or company, but not to do the business of banking as defined in the Banking Regulations Act, 1949.

17. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purposes of the Company.

18. To borrow or raise money with or without security or to receive money or deposits at interest or otherwise, in such manner as the Company may think fit and in particular by the issue of debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, or pay off any such securities. Provided that the acceptance of deposits shall be subject to the provisions of Section 58A of the Companies Act, 1956, the rules framed thereunder and the directions issued by Reserve Bank of India as may be applicable.

19. To sell, mortgage, assign, lease or in any other manner deal with or dispose of any undertaking/s of the Company or any part thereof, whether movable or immovable, for such consideration as the Company may think fit, and in particular, for shares, debentures or other securities of any other company having objects altogether or in part similar to those of the Company.

20. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families, dependents or relations of such persons by giving gifts or by building or contributing to the building of houses or to grant money, pension, gratuity, bonus, payments towards insurance or other payments or by creating from time to time, subscribing or contributing to, adding or supporting

provident fund or trust or conveniences, and by providing or subscribing or contributing towards places of instruction or recreation, hospitals, dispensaries, medical and such other attendance and other assistance as the Company may think fit.

21. Subject to the provisions of the Companies Act, 1956, to subscribe, contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or for any public, general or useful objects.

22. To distribute the properties of the Company amongst the members in specie or in kind consequent upon the winding up of the Company.

23. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, showrooms, warehouses, factories, mill, plant, machinery, accessories and other things found necessary or convenient for the purpose of the Company, and also to extend the business of the Company by adding to, altering, enlarging or pulling down, removing or replacing all or any of the buildings, mill, premises and machinery, for the time being the property of the Company, on all or any of the lands, being the property or in possession of the Company, and by expending from time to time such sums of moneys as may be necessary or expedient for the purpose of the Company.

24. Subject to the provisions of the Companies Act, 1956, to invest, acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon investments and upon such terms as may be thought proper and from time to time vary such investments in such manner as the Company may think fit.

25. With a view to promote and advance the business of the Company, to establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshop for the technical research and experiments and to undertake and carry on scientific, technical research, experiments and tests of all kinds.

(C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:-

1. To carry on all or any of the business as owners, lessors, lessees, licensors, licensees, promoters, developers, builders, of hotels, restaurants, motels, lodges, guest houses, cottages, bungalows, villas, apartments, rest-rooms, tourist bungalows, tourist cottages, shopping centres, cinema theatres, community halls, holiday resorts, country clubs, health clubs, health spa, meditation centres, refresh-

ment rooms, pubs, beer houses, bars, clubs, recreation centres, billiards room, golf course, swimming pools, boat clubs, tennis courts, playgrounds and places of all kinds and description for amusement, recreation, sports, entertainment and/or pleasure and to manage, maintain, run or deal in all or any of the foregoing business.

2. To carry on all or any of the business of financial consultants, financial advisors, guarantors, investors and dealers in shares and other securities, actionable claims, movable and immovable properties or any interest therein, promoters of industries, project managers, project consultants, investment consultants, underwriters, brokers, merchant bankers, OTCEI dealers, agents, managers, registrars to the issue of shares, debentures, bonds, deposits and securities of all kinds and description.

3. To carry on all or any of the business of leasing equipments, machinery, furniture, fixtures, vehicles and other movable or immovable assets required by industry, trade, commerce and household sector and/or to sell the foregoing on hire- purchase, installments or such other basis and to carry out financial operations of all kinds and description including bills discounting, bills purchase, financing acquisition, repair and renovation of buildings, houses, immovable properties, equipments, machinery and the like, but not amounting to the business of Banking as defined in the Banking Regulations Act, 1949.

4. To carry on the business of travel agents, transporters, common carriers, clearing and forwarding agents and to own, manage, operate, run common carriers, automobiles, ships, barges, aircrafts and other means of transports and to transport goods, animals, passengers by rail, road, air, sea or any other mode.

5. To carry on all or any of the business of manufacturers, manufacturers' representatives, fabricators, traders, factors, exporters, importers, consignors, consignees, stockists, mercantile agents and/or otherwise deal in machinery, machine parts and accessories, machine tools, parts and accessories, jigs, fixtures, tools, wood and products made therefrom, paints, varnish, hardware materials, sanitary fixtures, water supply materials and fittings, ceramic products, bricks and products made out of clay, vehicles and their spares, electrical equipment, electrical appliances, bulbs and other electric goods, tele-communication goods, computers and their peripherals, floppies, computer software, electronic gadgets and other electronic goods of all kinds and description, electrical, mechanical and scientific apparatus and instruments, engineering goods of all kinds and description, refrigerators and other refrigeration equipments, washing machines, consumer durables, pharmaceuticals, drugs, chemicals, plastic goods, rayon goods, petroleum and petroleum products, rubber products, tobacco and tobacco

products, shoes, leather goods, packing materials, paper and products made therefrom, glassware, perfumes, soaps, detergents, spices, provisions, edible products, yarn, textiles, hosieries, readymade garments and products of all kinds and description required by industrial, household, commercial, agricultural and other sectors.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs.3,00,00,000/- (Rupees ThreeCrores Only) divided into 30,00,000/- (Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

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

Sl. No.	Signatures of the Subscribers	Names, addresses, descriptions & occupations of the Subscribers	No. of Equity shares taken by Each Subscriber
1.	Sd/-	**MURARILAL SARAOGI** S/o Late B. L. Jain 701, Tejesh Apartments 7, South End Street, K. P. East, Bangalore-560 001 **BUSINESS**	100
2.	Sd/-	**OMPRAKASH JAIN** S/o Sri Kashiram Jain Bhawani Mansion, American Colony, 16/1, Crescent Road, Kumara Park East, Bangalore - 560 001 **BUSINESS**	100
		Total Number of Equity Shares Taken	200

Dated at Bangalore this the 2nd day of February, 1996

Signature of witness with address description and occupation

B. GOPAL DAS
No. 1511, K. H. Extension,
St. Thomas Town,
Bangalore-560 001
Chartered Accountant

ARTICLES OF ASSOCIATION

OF

PRIDE & EXPERT PROPERTIES PRIVATE LIMITED

(Limited by Shares]

[Incorporated under the Companies Act, 1956)

1. The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956, shall apply to this Company in so far as they are applicable to private Companies and are not inconsistent with any of the provisions contained in these Articles.

2. The Company is a Private Company within the meaning of Section 2(35) read with Section 3(1)(iii) of the Companies Act, 1956, and accordingly:

   (a) The right to transfer the shares in the capital of the Company shall be restricted in the manner and to the extent hereinafter mentioned in these Articles.

   (b) The number of members of the Company shall be limited to fifty, not including:

(i) Persons who are in the employment of the Company, and

(ii) Persons who having been formerly in the employment of the Company were members of the Company and have continued to be members of the Company after such employment ceased, and

(c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company;

(Provided where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Article be treated as a single member.)

3. (i) Subject to the provisions of the Companies Act, 1956, and these Articles, shares shall be under the control of the Board who may allot or otherwise dispose off the same to such persons and for such consideration as the Board may deem fit, but subject always to Article (2) herein.

(ii) The Board may allot fully paid-up shares to minors represented by their guardians.

4. (i) A share may be transferred by a member or other person entitled to transfer to any relative of such member as defined under section 2(41) of the Companies Act, 1956, or to a member of the Company.

(ii) On the death of a member, his legal heirs shall be recognised by the Company as joint holders of shares held by the deceased member and register transmission of shares in their names as joint share-holders. However if the deceased member has bequeathed all or any of his shares to any particular person/s, the Board shall recognise only such person/s and register the shares so bequeathed in his/their names.

(iii) Except as otherwise provided in Article 4(1) hereof, shares in the Company shall not be transferred except to the person/s selected by the Board of Directors of the Company and at the price determined as fair value of the shares of the Company by the Board of Directors.

5. The Company shall have a first and paramount lien on every share for all money (whether presently payable or not) called for in respect of that share and on all shares standing registered in the name of a person for all moneys payable by him or his estate to the Company. However the Board of Directors may at any time, exempt any share wholly or in part from the provisions of this Article.

6. (a) An annual General Meeting of the Company may be convened by giving not less than seven

days notice in writing. All other General Meetings may be convened by giving not less than three days notice in writing.

(b) The provisions of Section 173 of the Companies Act, 1956,shall not apply to this Company.

(c) The provisions of section 176(2) of the Companies Act,1956, shall not apply to this Company. The proxy shall be a member of the Company.

7. (i) Until otherwise determined by the Company in a General Meeting, the number of Directors shall not be less than two and shall not be more than five including all kinds of Directors.

(ii) The First Directors of the Company shall be the persons mentioned hereunder:

(a) MR. MURARILAL SARAOGI

(b) MR. OM PRAKASH JAIN

(iii) The First Directors shall be Directors for life and their office shall not be liable to termination by retirement. The other Directors may be appointed by the Company at a General Meeting without prejudice to the powers of the Board to co-opt one or more persons to be Directors under Articles 7(vi). All Directors other than life time Directors shall retire at the first Annual General Meeting held after their appointment and a retiring Director shall be eligible for re-appointment as director of the Company.

(iv) Every life-time director shall be entitled to appoint his successor by will or otherwise and such appointee shall be a life-time director having all the rights of a life-time director including the right to appoint his successor by will or otherwise.

(v) No share qualification is necessary for being a Director in the Company.

(vi) The Board of Directors shall have power to co-opt one or more person/s as Director/s, but the total number shall not exceed five. The Board also shall have power to appoint alternate Directors and Additional Directors.

(vii) In case the Union Government or any state Government or any Industrial Finance Corporation sponsored or financed by any of the aforesaid Government grants loans or accepts participation

in the Capital and direction of the Company, such Government or Corporation may, during such period as they hold shares in the Company or the loans granted by them remain unpaid, be entitled to nominate and from time to time substitute in place of such nominee/s one or more directors to protect the interest of such Government or Corporation on the Board of Directors of the Company and such Director/s is/are not liable to retire by rotation.

7. (i) The remuneration of the Directors for attending the meeting of the Board of Directors may be fixed by the Board of Directors from time to time and such remuneration shall be besides travelling, hotel and other expenses incurred by the Directors in India.

(ii) The Board of Directors may appoint one or more of their body as Managing Director/s or Director/s with such designation as the Board may deem fit and fix the remuneration and terms of appointment and duties. The Board shall also have power to vary the same from time to time.

(iii) Subject to the provisions of Section 314 of the Companies Act, 1956, if any Director be appointed to advise the Board of Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Board of Directors may pay to such Directors such special remuneration as they may think fit, which remuneration may be in the form of either salary, commission or a lumpsum and may either be in addition to or in substitution to the remuneration specified in Article 7(i) and 7(ii). The Board may reimburse all expenses incurred by any Director in connection with the business of the Company.

8. Subject to the provisions of the Companies Act, 1956, the Board of Directors may, from time to time, at their discretion, borrow or raise funds for the purposes of the Company. The Board of Directors may raise or secure the payment of such sum/s in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular, by the issue of bonds, perpetual or redeemable debenture or any mortgage, charge or other security on the undertaking of the Company, both present and future, including its uncalled capital for the time being.

9. A Director may from time to time and the Managing Director shall upon the request of any Director, convene the meeting of the Board of Directors. Notice of Board meeting shall be given to every Director.

10. No Director shall be disqualified from his office by contracting with the Company nor shall any such contract entered into by or on behalf of the Company in which any Director in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the

Company for any profit realised by any such contract by reason only of such Director holding such office or of that fiduciary relation thereby established, but the nature of his interest must be disclosed by him at the meeting of the Board of Directors at which the contract is first taken into consideration, if his interest is then existing, or in any other case at the first meeting of the Board of Directors after acquisition of such interest.

11. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in setting up and registering the Company, and may exercise all such powers of the Company as are not by the Companies Act, 1956, or any statutory modifications thereof for the time being in force or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the regulations contained in these Articles, to the provisions of the said Act and to such regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation or provision made by the Company in general meeting shall invalidate any prior act of the Board of Directors which would have been valid, if that regulation had not been made.

12. Subject to the provisions of the Companies Act, 1956, the Board of Directors may from time to time entrust to and confer upon the Managing Director or any other Director/s and person/s such of the powers exercisable under these presents by the Board of Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and with such restrictions as they may think fit, and such powers may be conferred collaterally with or to the exclusion of and in substitution of all or any of the powers of the Board. The Board of Directors may from time to time withdraw, revoke or vary all or any such powers.

13. No member shall be entitled to inspect the Company's books without the permission of the Board of Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of trade secret or trade mystery or which in the opinion of the Board of Directors, it will not be expedient in the interest of the members of the Company to communicate to the public.

14. The Common Seal of the Company shall not be affixed to any instrument except by the authority of resolution of the Board of Directors and in the presence of the Managing Director of the Company or any two Directors and subject to the Companies (Issue of Share Certificate) Rules, 1960.

Sl. No.	Names, addresses, descriptions & occupations of the Subscribers	Signatures of the Subscribers
1.	**MURARILAL SARAOGI** S/o Late B. L. Jain 701, Tejesh Apartments 7, South End Street, K. P. East, Bangalore-560 001 **BUSINESS**	Sd/-
2.	**OMPRAKASH JAIN** S/o Sri Kashiram Jain Bhawani Mansion, American Colony, 16/1, Crescent Road, Kumara Park East, Bangalore - 560 001 **BUSINESS**	Sd/-

Dated at Bangalore this 2nd day of February, 1996

Signature of witness with address description and occupation

B. GOPAL DAS
No. 1511, K. H. Extension,
St. Thomas Town,
Bangalore-560 001
Chartered Accountant