

For NOTION INK DESIGN LABS PVT. LTD.


DIRECTOR

INCORPORATED

UNDER THE COMPANIES ACT, 1956

(1 OF 1956)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NOTION INK DESIGN LABS PRIVATE LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the first Schedule to the Companies Act, 1956 (herein after called the said Act) shall apply to this Company. All reference herein contained to any specified Regulations of the Table A shall be inclusive of the first and the last Regulations referred to above and in case of any conflict between the provisions herein contained and the incorporated Regulations of Table A the provisions herein contained shall prevail.
2. The Company is a Private Company within the meaning of Section 3(1)(iii) of the said Act, and accordingly:
 - a. the right to transfer the shares of the Company is restricted.
 - b. the number of its members shall be limited to fifty (not including persons who are in the employment of the Company and of persons who were members of the Company while in such employment and have continued to be members after employment ceased), provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this definition, be treated as a single member; and
 - c. no invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.



- d. prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
- e. The minimum paid up capital of the company is Rs.1,00,000/- or such higher paid up share capital as may be prescribed.

SHARE CAPITAL

3. *The Authorised Capital of the Company is Rs.60,00,000/- (Rupees Sixty Lakhs only) divided into 6,00,000 (Six lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each with power for the Company to consolidate, convert, sub-divide, reduce or increase the capital and to issue any new shares with any preferential or special rights and conditions attached thereto subject to the provisions of the Companies Act, 1956.
* Authorised Share Capital of the Company was increased from Rs.20,00,000/- to Rs. 60,00,000/-(Rupees Sixty Lakhs only) in the Extraordinary General Meeting of the company held on Tuesday the 3rd day of August, 2010.
4. Any transfer of shares shall be made with the prior approval of the board.
5. The shares shall be under the control of the Directors, who may allot and issue the same to such persons on such terms and conditions and at such time as the Directors may think fit.
6. The Company shall be entitled to register any shares in the name of any minor person, represented by lawful guardians, if fully paid, and allow the dividend thereof to be collected or shares transferred by the guardian of such minor shareholder as the Company deems fit, subject to the provisions of law relating to contracts.
7. The Company in General Meetings may alter the conditions of its Memorandum pursuant to Section 94 of the said Act.
8. Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any shares as absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as required by Statute, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.
9. Every member shall be entitled to one share certificate for one allotment, for the shares allotted. Such certificate shall be issued in accordance with the Companies (issue of share certificates) Rules, 1960, specifying the shares held by the member and the amount paid thereon under the Common Seal of the Company.
10. Wherever in the said Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only, if the Company is so authorised by its Articles then and in that case this Regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Act,

without there being any specific regulation in that behalf herein provided. As illustration of such rights, privileges, authorities and transactions the following are set out subject to the requirements of the said sections:

- Section 80 to issue Redeemable Preference Shares.
- Section 92 to accept unpaid share capital although not called up.
- Section 93 to pay dividend in proportion to amount paid up.
- Section 94 to alter the share capital of the Company.
- Section 100 to reduce the share capital of the Company.
- Section 106 to alter the rights of holders of special class of shares.
- Section 313 authorizing the Board to appoint alternate Directors, etc.

11. The Company may issue sweat equity shares to its employees or directors in accordance with the provisions of Section 79A of the Companies Act, 1956.

CALLS ON SHARES AND FORFEITURE

12. The Directors may from time to time make such calls upon members in respect of all monies unpaid on their shares. A call shall be deemed to have made at the time when the resolution of the Directors authorising such call was passed.
13. If any member fails to pay calls on the day appointed for payment thereof the Directors may at any time thereafter serve a notice on him requiring him to pay the call with any interest which may have accrued. The notice shall name a further day (not earlier than expiration of 14 days from the date of service of notice) on or before which payment required by the notice to be made and shall state that in the event of non-payment at or before the time appointed, the same in respect of which the call was made would be liable to be forfeited.
14. If the requirements of any notice are not complied by a member, any share of such member, in respect of which a notice on him has been given may, at any time thereafter, be forfeited by resolution of the Board of Directors to that effect.
15. A forfeited or surrendered share may be sold or otherwise disposed of on such terms and in such manner as the Board may unanimously decide and at any time before a sale or disposal of the forfeiture may be cancelled.

BUY BACK OF SHARES

16. The Company is hereby permitted to purchase its own shares or other specified securities in accordance with the provision of Sections 77A, 77AA and 77B of the Act and such other Regulations or Guidelines framed by the Central Government in this regard.

LIEN

17. The Company shall have a first and paramount lien upon all the shares (whether fully paid or not) registered in the name of each member (whether solely or jointly with other) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person to or with Company, whether the period for the payment, fulfillment, or discharge thereof shall

have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. The Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

18. The Company may sell in such manner as the Board thinks fit any shares on which the Company has lien for the purpose of enforcing the same, provided that no sale be made:
 - a. Unless a sum in respect of which the lien exist is presently payable or
 - b. until the expiration of 14 days after a notice in writing sale and demanding payment of such part of the amount in respect of which the lien exist and presently payable has been given to the registered holder for the time being of the shares or the person entitled thereto by reason of his death or insolvency.
19. a) The net proceeds of any sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists and is presently payable.
 - b) The residue if any shall be paid to the person entitled to the shares at the date of sale (subject to alike lien for sums not presently payable as existed on the shares before the sale).

TRANSFER AND TRANSMISSION

20. The Directors shall, in their absolute discretion have power to refuse to register the transfer of any shares to any person without assigning any reason if in their opinion such transfer is undesirable to the interest of the Company and may decline to do so in case registration of such transfer involves a contravention of Article 2 thereof.
21. Any share may be transferred at any time by a member to his or her father or mother or to any lineal descendant of such father or mother, or to his wife or her husband or children any shares of a deceased member may be transferred to his executors or administrators, to the widow or husband or any such relation as aforesaid of such deceased member, being cestuique trust, specific legate or heirs in intestacy and shares standing in the names of the trustee of the deceased member. A share may at any time be transferred to any member of the Company.
22. No shares shall in any circumstances be transferred to an insolvent or a person of unsound mind and no shares other than fully paid up shares shall be transferred to a minor.
23. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only person recognised by the Company as having any title to the shares registered in the name of such member and in case of the death of any one or more of joint registered holders of any registered shares the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares.
24. No member shall transfer his shares to any person other than an existing member or a person approved by the Board of Directors.

25. The person proposing to transfer any shares (herein after called the proposing transferor) shall give notice in writing to the Company that he desires to transfer the same such notice may specify the sum he fixes as the sale value and shall constitute the Company as his agents for transferring the shares to any member of the Company, or persons selected as aforesaid at the price so fixed or at the option of the purchaser at the fair value to be ascertained in the manner hereunder. The transfer notice shall not be revocable except with the sanction of the Directors.
26. If the Company shall within the period of 30 days after being served with such notice, find a member or person selected as aforesaid willing to purchase the shares (hereafter called the purchasing member) and shall give notice thereof to the proposing transferor and shall be bound upon payment of the fair value to transfer the shares to the purchasing member or members.
27. The Company shall, at its general meeting, determine the fair value of each for the purpose and the said value shall be in force unless otherwise altered to the procedure stated above.
28. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the shares, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to enter in the register as the holder of the shares and shall hold the purchase money in trust for the proposing transferor.
- The receipt of the Company for the purchase money shall be good discharge for the purchasing member and after his name has been entered in the register in purported exercise of aforesaid power the validity of the proceedings shall not be questioned by any person.
29. If the Company does not, within a period of 30 days after being served with the transfer notice, find a member or person selected as aforesaid, willing to purchase the shares and give notice in the manner aforesaid the proposing liberty (subject to Article 2 and 16 thereof) to sell and transfer the shares to any person and at any price. If no action has been taken by either within that period the whole proceedings should be treated as cancelled and fresh notice and procedure as aforesaid should be followed again in case transfer is desired.

SURRENDER OF SHARES

30. The Directors may accept on behalf of or for the benefit of the Company, surrender of any shares liable to forfeiture so far as law permits.

GENERAL MEETINGS

31. Subject to Regulation 49 of Table A two members present in person shall be a quorum.

32. In pursuance of Section 170 of the said Act, the following modifications shall apply with respect to General Meetings of the Company:
- a. A General Meeting of the Company may be called by giving Seven days notice in writing but with the written consent of all the members for the time being of the Company such meetings may be called after giving a shorter notice less than Seven days.
 - b. Section 173 (2) of the said Act shall not apply to the Company and accordingly where any special business is to be transacted at a General Meeting there shall be no need to annex to the notice of the meeting any explanatory statement.
 - c. Every notice of a meeting of the Company shall specify the place, the date and the hour of annual general meeting, extra-ordinary general meeting and shall contain a statement of business to be transacted hereunder.
 - d. If at any time there are not within India directors capable of acting who are sufficient in number to form a quorum, any director or any two members of the company may call an extraordinary general meeting in the same manner, as early possible, as that in which such a meeting may be called by the Board.

33. As provided in Section 181 of the said Act, no member shall exercise any voting right in respect of any shares registered in his name on which any call money is due or unpaid.

VOTING POWERS

34. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (whether member or not) as his proxy to attend and vote instead of himself, the proxy so appointed shall be entitled to vote on a show of hands and as well as poll.

PROXY

35. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote is entitled to appoint one or more proxies, and that the proxy need not be a member of the Company.

DIRECTORS

36. The Company shall have not less than 2 (Two) and not more than 12 (Twelve) Directors including special, technical, co-opted, executive, ex-officio, alternate, nominated and debenture Directors if any also including any other kind of Directors on the Board.
37. The following persons shall be the first Directors of the Company:
1. **ROHAN PANDEY**
 2. **ROHIT KUMAR RATHI**
38. A Director shall not be required to hold any qualification shares.

39. The Board shall have the power to appoint one or more individuals to be Nominee Directors by any Banks or Financial Institutions, Debenture Directors, Foreign Directors by Overseas Corporate Bodies, Foreign Companies or Collaborators.
40. The Board shall have power to appoint one or more individual to be additional Directors. The additional director shall vacate their office at the next annual general meeting.
41. The Board shall have the power to appoint an alternative director in accordance with the Section 313 of the Companies Act, 1956.
42. Each Director who is present shall be paid out of the funds of the Company for every meeting of the directors or of the committee of directors at which he is present besides travel and incidental expenditure a sitting fee as decided by the Board from time to time.
43. Subject to compliance of the provisions of the Companies Act, 1956 the Board may from time to time appoint one or more of their body to the office of the Managing Director, Technical Director, Executive Director and any other Director on such terms and on such remuneration (whether by way of salary or commission or partly in one and partly in another) as they may think fit.
44. None of the directors are liable to retire by rotation.
45. Subject to the provision of the Act, the Directors may from time to time entrust to and confer upon the Managing Director and/or technical, administrative Directors as the case may be for the time being such of the powers jointly and severally exercisable under the present Directors as they think fit and may confer such power for such time to be exercised for such objectives and upon such terms and conditions and with such restrictions as they deem expedient, and they may from time to time withdraw, revoke, alter or vary all or any of such powers.
46. The quorum necessary for a meeting of the Board of Directors shall be 1/3rd of its strength (any fraction contained in that 1/3rd being rounded off as one) or two Directors which ever is higher.
47. Subject to Section 314 of the Companies Act 1956, if any Directors being willing shall be called upon to perform extra service for any of the purpose of the Company and such Director may be remunerated either by a fixed sum or by a percentage of profits, otherwise as may be determined by the Company in its General Meeting and such remuneration shall be in addition to the sitting fee provided.
48. The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Companies Business and may secure the payment or repayment of such money by mortgage or charge upon the whole or any part of the assets and any property of the Company present and future including its uncalled and unpaid capital or not so charged.

49. Subject to aforesaid, any bonds, debentures, stock or other securities issued by the Company shall be under the control of the Directors who may issue them upon on such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
50. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company the Directors may execute or cause to be executed any mortgage, charge or security over the whole or any part of the assets of the Company of indemnity to secure the Directors or person of becoming liable as aforesaid for any loss and in respect of such liability.
51. Save as otherwise expressly provided in the Act a resolution in writing signed by all or majority of the Directors or the members of a committee thereof for the time being entitled to receive the notice of the meeting of the Board or committee shall be valid and effectual as if it has been passed at a meeting to the Board or committee, duly convened and held. In the event of the signature of anyone or more Directors to any such resolution being affixed on different dates the said resolution shall be deemed to be passed on the date of signature of Directors signing last.
52. The Company may exercise the powers conferred on it by Section 50 with regard to having an official seal for use abroad, and such powers shall be vested in the Board.
53. All acts done by any meeting of the Board or of a committee thereof or by any person acting as director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid if every such director or such other person had been duly appointed and was qualified to be a director.
54. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
55. The Central and State Government or such other Financial Institutions, which may grant long term or medium term loans to the Company, shall be entitled to nominate a Director to the Board of the Company during their term of such loans and further such Directors shall not be required to hold any qualification shares in the Company.

ACCOUNTS

56. (1). The Board of Directors shall keep proper and complete Books of Accounts as per the Section 209 of the Companies Act, 1956 with respect to the dealings and working of the Company and they shall prepare and keep the clause to be prepared and kept their complete account of:
- a. All sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure take place.
 - b. All sales and purchases of goods of the Company.

- c. The assets and liabilities of the Company and they shall also prepare and keep or cause to be prepared and kept such other accounts of the Company as are necessary.
- (2). The Managing Director of the Company shall keep the accounts at the Registered Office of the Company or at such other places in India as may be decided by the Board of Directors of the Company.
- 57. No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board or by the Company in general meeting.

DIVIDEND AND CAPITALISATION OF PROFITS

- 58. The Company in general meeting may declare dividend but the dividend shall not exceed the amount recommended by the Board.
- 59. The Board from time to time as it think fit before recommending any dividend set aside out of the profits of the Company sum as reserve to meet any contingencies for the liquidation of debentures, debts or other liabilities of the Company equalisation of dividend, repairing, improving or maintaining of the property of the Company and for such other purpose of the Company as the Board may in its absolute discretion think conducive to the interest of the Company and may invest several sums so set aside in such investments (other than shares of the Company) as its thinks fit and from time to time deal with every such investments and dispose of all or any part thereof for the benefit of the Company and without being wound up to keep the same separate from the assets.
- 60. Any dividend when declared shall be paid, within 30 days from the date of declaration by cheque or warrant sent through post to the registered address of the members or person entitled thereto or in case of joint holders to the registered address of that one whose name stands first on the Register of Members in respect of such address as the holder or joint holders may in writing direct and every cheque or warrant sent shall be made payable to the order of the person to whom it is sent.
- 61. No dividend shall be declared or paid except out of the profits of the Company of the year after providing for the depreciation as required by the Act or out of the previous years undistributed profits arrived at after providing for depreciation, and no dividend shall carry interest against the Company.
- 62. The Company in general meeting, may upon the recommendation of the Board, resolve:
 - a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b) that such sums be accordingly said free for distribution in the manner specified in clause 2 amongst the members who would have been entitle thereto if distributed by way of dividend and in the same proportion.

63. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause 3 either in or towards:
- a) Paying up any amounts for the time being unpaid on any shares held by such members respectively; or
 - b) Paying up in full, un-issued shares of the company to the allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; or
 - c) Partly in the way specified in sub-clause (a) and partly in the specified in sub-clause (b).
64. A securities premium account and a capital redemption reserve account may, for the purpose of this regulation only, be applied in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
65. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
66. Whenever such resolution as aforesaid shall have been passed,
- A. The Board shall:
 - a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any; and
 - b. Generally do all acts and things required to give effect thereto.
 - B. The Board shall have full power:
 - a. to make such provision, by issue of fractional certificates or payments in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions, and also
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, in their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.
 - C. Any agreement made under such authority shall be effective and binding on all such members.

AUDIT

67. At least once in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet as ascertained by one or more Auditors (appointed under Section 224 of the Companies Act, 1956).

68. The Board may fill any casual vacancy in the office of an Auditor except of the one caused by the resignation of the Auditor, of which shall be filled by the Company in general meeting.

69. The remuneration of the Auditor shall be fixed by the Company in general meeting except for the remuneration of an Auditor appointed by the Board, which may be fixed by the Board.

THE SEAL

70. The Board of Directors shall adopt Common Seal for the purpose of the Company and shall have the power from time to time to destroy the same and substitute a new Seal in lieu thereof. Every instrument on which the Seal is affixed shall be signed in the presence of any one Director of the Company.

INDEMNITY

71. Every officer or agent of the Company shall for the time being be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which he is acquitted or in connection with any application in which relief is granted to him by Court.

72. No member shall be entitled to inspect the Company's books without the permission of the Directors or be required to disclose any information in respect of any detail relating to the Company's trading or any matter which is/or which may be in the nature of trade secret, process or the business of the Company and which in the opinion of Directors, will not be expedient in the interest of the Company to communicate to the public.

ARBITRATION


73. Whenever any difference or dispute arises between the company on one hand and any of the members or either their heirs executors, administrators or assignors on the other hand, or between the members interest touching the true intent or construction of the incidents or consequences of these presents or the statutes, or touching anything when, or thereafter done, executed, omitted resuffered in pursuance of these presents or of the statutes or touching any breach or otherwise relating to the promises or to these presents or to any statute affecting the Company or to any of the officers of the Company, every such differences or disputes shall be referred to the decision of an arbitrator to be appointed by the parties to the dispute or in difference or if they cannot agree upon a single arbitrator, to the decision of two arbitrators, of whom one shall be appointed by each of the parties to the dispute or in difference. Such arbitration will be governed by the laws for the time being in force.

WINDING UP

74. If the Company shall be wound up whether voluntarily or otherwise, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act divide among the members in specie or in kind any part of the assets of the Company, whether they shall consist of property of the same kind or not.

Sl. No.	Names, Address, descriptions, Occupation of the Subscribers	Signature of Subscriber	Signature, Name, Address, & Description of the Witness.
1.	ROHAN PANDEY S/O. ANIL PANDEY D-321, NEHRU HALL OF RESIDENCE, I.I.T, KHARAGPUR, WEST MIDNAPUR, WEST BENGAL, INDIA - 721 302 OCC: BUSINESS DOB: 25.07.1985	Sd/-	BOTH THE SUBSCRIBERS VISITED TO OUR OFFICE AND SIGNED BEFORE MY PRESENCE Sd/- ANNE SITA RAMANJANEYA VARA PRASAD S/O CHOWDARAIAH H.NO.8-3-191/136, PLOT NO.188/C, VENGALRAO NAGAR, HYDERABAD - 500 038. OCC: CHARTERED ACCOUNTANT MEMBERSHIP NO.28962
2.	ROHIT KUMAR RATHI S/O. LAXMI NARAYAN H.NO.91, SEC NO.12, HANUMANGARH JN, RAJASTHAN, INDIA - 335 512 OCC: BUSINESS DOB: 06.08.1986	Sd/-	

Place: Hyderabad
 Date: 14.08.2009

For NOTION INK DESIGN LABS PVT. LTD.

 DIRECTOR