

INCORPORATED
UNDER THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

NOTIN INK DESIGN LABS PRIVATE LIMITED

- I. The name of the Company is **NOTION INK DESIGN LABS 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. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To Carry on the business of designing and development of next generation handheld computing devices, including development of background services for the device, developing and marketing supporting applications, design and development of supporting hardware and user Interface Design.



2. To carry on the business as Importer, Exporter, Developer, Training, Franchiser, Purchaser, Seller, Service Provider, Consultants or any other nature in Software Development, Hardware Development, Information Technology, Knowledge Process Outsourcing (KPO), Business Process Outsourcing (BPO), Legal Software Services, Data Processing, Medical / any other data transcription, medical billing / coding / claims processing/health care services, certified public accountants (CPA) services, call centers, Document and Image Processing, Multimedia Content Development, Networking Services, System and Application Software Implementation, Very Large Scale Integrated Circuits Design, Embedded Systems, Internet Service Providing, Web Hosting, Design and Maintenance of Web Sites, Registration of Internet Domain Names, Providing Electronic Mailing Services and other Internet Enabled services, including Consultancy, Networking and to Buy, Lease, sell , offer or otherwise Acquire Web Server Space, either in India or outside India.
3. To carryout diverse businesses in the Information Technology area like software programming, software development, software maintenance, software quality control, data processing, storage, retrieval, transfer and communication devices, using internet telephony, radio, satellite, optic fiber, or other wired or wireless means of communications in India or abroad and to engage in computer hardware and networking solutions whether in India or abroad.

B. THE OBJECTS INCIDENTAL/ ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To establish and maintain offices and/or agencies at any place or places in India or other parts of the world for the conduct of the business of the Company or the purchase and sale of goods, merchandise, materials, articles and things required for or dealt in or manufactured by or at the disposal of the Company.
2. To employ or to depute personnel or otherwise acquire technical experts, engineers, foremen or skilled and unskilled labour for any of the purposes of the Company.
3. To make, undertake, encourage, experiment, research and invent about the business of the Company.
4. To apply for tender, purchase or otherwise acquire, contracts, subcontracts, licenses and concessions, for all or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same, and to subject all or any contracts from time to time and upon such terms and conditions as may be thought expedient in relation to business of the Company.
5. To give any guarantee or provide any security in connection with any loan made by any other persons, firm or body corporate to any other person, firm or body corporate for any purpose whatsoever and on any terms whatsoever.
6. To create, execute, grant or issue debentures, debenture stocks or bonds either at par, premium or discount and either redeemable or irredeemable secured upon all or any part of the undertaking, rights, properties of the Company present and future including uncalled capital or the unpaid calls of the Company.

7. To open and operate current, overdraft, loan, cash credit or deposit account or accounts with any bank, Company, firm or person and close any such accounts.
8. To enter into partnership or into any arrangements for sharing profits, co-operation, amalgamation, union of interests, joint venture, reciprocal concession with any Govt. authority, persons, firms or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in, or any business or transaction which may seem capable of being carried on or conducted as directly or indirectly to benefit the Company and to lend money to, guarantee the contracts of, or otherwise assist any such person, firm or Company and to take or otherwise acquire and hold shares or securities of any person, firm or Company and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
9. To amalgamate or merge with any other Company having objects altogether or in part similar to those of this Company.
10. To invest and deal with the surplus moneys of the Company not immediately required in such manner as may from time to time be determined by the Board of Directors.
11. To establish and support or aid in establishment of associations, institutions, funds, trust and conveniences calculated to benefit the employees of the Company or the dependants or relatives of such persons and to grant pension, allowances and to make payments towards insurance.
12. To subscribe or guarantee surplus money for any charitable, benevolent, public or general or useful object or for any exhibitions.
13. To promote, form and to take interest in, hold and dispose of shares in other companies having all or any of the similar objects mentioned in the memorandum, which may be considered useful to the Company.
14. To transfer property of this Company on such terms and conditions to any other person, firm or body corporate in lieu of cash or share or debentures of the concern as the case may be, in the best interest of the Company.
15. To sell subject to any concession, licenses obtained or contracts entered into by the Company for cash or for shares or obligations of any person or persons.
16. To draw, accept, make endorse, discount, negotiate, execute and issue cheques, promissory notes, hundis, bills of exchange, bills of lading and other negotiable or transferable instruments or securities connected with the business of the Company.
17. To borrow or raise money at interest or otherwise in such manner as the Company may think fit and in particular or otherwise including debentures or debentures convertible into shares or perpetual annuities and in security of such money so borrowed, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled capital and to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.

18. To insure all or any properties, assets, undertakings, contracts, guarantees or obligations of the Company of whatsoever nature and kind against any risk whatsoever.
19. To pay all costs, charges and expenses to the promotion, formation, registration and establishment of the Company and to remunerate any person for services rendered in introduction of any property or business to the Company, or for any other reason which the Company may think proper.
20. To procure the registration or recognition of the Company in or under the laws of any place outside India and to establish and regulate agencies in any country, state or place for the purpose of Company's business and to apply or join in making an application to any Government, quasi-judicial authority or any court of law for any acts of parliaments, laws, decrees, orders, rights and privileges that may seem conducive to the Company's objects and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
21. To create any depreciation fund, reserve fund, sinking fund or any other special fund for preparing, improving extending or maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company.
22. In the event of winding up, to distribute among the members of the Company, in specie or in kind any property of the Company, and in particular any shares, debenture, securities of other Company's belonging to this Company or of which this Company may have the power of disposing, but so as not to prejudice the provisions of Section 511 of the Companies Act, 1956.
23. To train or pay for the training in India or abroad of any of the Company's officers or Employees or any other candidate in the interest of or for the furtherance of the Company's objects.
24. To enter all sorts of internal or foreign collaboration, technical assistance, financial or commercial arrangement.
25. To apply for, purchase, or otherwise acquire, any patents, trade marks, invention, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to by invention which may seem capable of being used for any of the purposes 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 licenses in respect of or otherwise turn to account the property, rights or information so acquired.
26. To refer all questions, disputes or differences arising between the Company and any other person whosoever (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the rules & regulations of the International Center for alternative Dispute Resolution relating to arbitration or otherwise
27. To promote any other Company for the purpose of acquiring all or any property thereof or for any purpose which may seem directly or indirectly to benefit this Company or whatsoever.

28. To associate and enter into partnerships with reputed institutions or associations in India and abroad.
29. To repack, alter, remodel, clean, renovate, convert and prepare for sale and resell any goods and materials from time to time belonging to the company.
30. To pay or distribute commissions, incentives, bonus, gifts, referral commissions and any other rewards to members, agents, associates on the company business.

C. THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

1. To carry on the business of farming, producing, acquiring, cultivating, growing, processing, developing, manufacturing, dealing, trading, exporting and importing in Horticulture, Floriculture, semi culture, Dairies, proprietors of orchards, all kinds of and classes of Bio Diesel and other Bio Products and to buy, sell, manufacture, import, export, distribute and otherwise deal in all kinds and varieties of herbal products, agro based products, Pharmaceutical products, chemicals, aromatic products, essential oils, health care products, food products, Dairy products, poultry products, fruits and vegetable products, artificial flavours and colours, oleoresins, beauty and skin care products, perfumes, colognes, food supplements, health aids, glamour products.
2. To carry on the business of Advertising agency/Advertising consultants to purchase and sale of Advertising time or space in Newspapers, Electronic/ Television / Cinema/ Internet media, Railway Stations, Air ports, Sea ports, Radio, Bus shelters, Buses/Vehicles media, Glow sign boards, Triads, Unipoles, Hotels/ Exhibitions/ Entertainment Places, magazines of all languages, souvenirs, hoarding, neon and other devices of all kinds and descriptions or any other kind of media to promote the sale or any other of its clients in India or abroad .
3. To carry on the business of package tour operator, travel agency, ticket booking agency and other related travel activities and to carry on the business as goods and passenger transport operators, air cargo.
4. To buy, sell, import, export, design, deal and market in wholesale/retail either directly or through agents, distributors, brokers, commission agents, sales persons and/or through the concepts of direct marketing/online shopping in consumer goods, furniture, electronic and electrical goods, life insurance products, general insurance products, home appliances, healthcare products, herbal and pharmaceutical products, agro based products, engineering items, Fast Moving Consumable Goods items, medical and surgical equipments, food items and commodities.
5. To carry on the business as builder, purchaser, developer, seller, contractor of lands, houses, apartments, buildings, commercial complexes, sheds, contracts and other fixtures on land and buildings and to let them out on lease, rent, contract or any other agreement as may be deemed fit or to hold, maintain, sell, allot houses, apartments, sheds or buildings thereof to any other person and to apply for, tender, purchase, or otherwise acquire any contracts, and/or in relation to the construction, execution, carrying out, improvement, administration or control of works and conveniences, and to undertake, execute, carryout, dispose of or otherwise turn to account the same to sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

6. To act as representatives, agents, sub agents, commission agents of Indian and Foreign companies, Firms, Persons, States, Countries and other bodies corporate and to represent them before the different authorities, bodies corporate and to act as sales, purchase, business service and project service representatives and to render services for that purpose and to promote business in matters of Inland and Foreign trade, transport, industry and tourism.
7. To produce, make, buy, sell, relay, broadcast, import, export, or otherwise deal in cinematographic films, television films, television serials, video films and video and audio cassettes and to carry on the business of exhibiting and distributing cinematographic films, television films, television serials, video films and video cassettes and acquiring and selling rights therein and to carry on the business of promoting & launching of Television Channels, purchasing and selling of advertising time or space on any Radio Station or Television centre or Print media in India or abroad and to establish, purchase, take on lease or hire or otherwise acquire and maintain, and to sell, give on lease or hire studios, laboratories, cinemas, picture palaces, halls, theatres, satellite channels for production, processing and printing of cinematographic films, television films, television serials, video films and video cassettes and to carry on the business of hire, lease, purchase, sale, import, of all kinds of equipment, plant and material required for the purpose of carrying on the business of cinematographic films, television films, television serials, video films and video cassettes.
8. To carry on all kinds of agency businesses including that of clearing agents, freight contractors, steamer agents, forwarding agents, licensing agents and general brokers .
9. To carry on the business of training, job placement, outsourcing & recruitment services in manpower consultancy and immigration consultancy services in India and abroad, to enter into any arrangement or agreements with any in Individuals, Firms, Companies or other private sector, public sector, Govt. departments for rendering placement services, to coach and train the persons for improvement their skills and suggest remedial measures to improve the manpower skills.

IV. The Liability of the Members of the Company is Limited.

V. * 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.

VI. We the several persons whose names and addresses are subscribed hereunder 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.	Names, Addresses, Descriptions, Occupations and Signatures of the Subscribers	No. of Equity shares taken by each subscriber	Name, Address Description, Occupation and Signature of the Witness.
1.	<p>Sd/-</p> <p>ROHAN PANDEY S/O.ANIL PANDEY</p> <p>D-321, NEHRU HALL OF RESIDENCE, I.I.T, KHARAGPUR, WEST MIDNAPUR, WEST BENGAL, INDIA - 721 302</p> <p>OCC:BUSINESS DOB:25.07.1985</p>	<p>5000 (Five thousand only)</p>	<p>BOTH THE SUBSCRIBERS VISITED TO OUR OFFICE AND SIGNED BEFORE MY PRESENCE</p> <p>Sd/-</p> <p>ANNE SITA RAMANJANEYA VARA PRASAD S/O CHOWDARIAIAH</p> <p>H.NO.8-3-191/136, PLOT NO.188/C, VENGALRAO NAGAR, HYDERABAD – 500 038. OCC:CHARTERED ACCOUNTANT MEMBERSHIP NO.28962</p>
2.	<p>Sd/-</p> <p>ROHIT KUMAR RATHI S/O.LAXMI NARAYAN</p> <p>H.NO.91, SEC NO.12, HANUMANGARH JN, RAJASTHAN, INDIA – 335 512</p> <p>OCC: BUSINESS DOB: 06.08.1986</p>	<p>5000 (Five thousand only)</p>	
<p>Total number of equity shares taken</p>		<p>10000 (Ten thousand only)</p>	

Place: Hyderabad
Date: 14.08.2009