

ARTICLES OF ASSOCIATION.

(The Companies Act, 1956) (Company Limited by Shares) ARTICLES OF
ASSOCIATION OF _____ PRIVATE LIMITED

Preliminary

1. Subject headings hereto shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith.

(a) The Company means _____ PRIVATE LIMITED.

(b) 'The Act' means the Companies Act, 1956 and statutory modification thereof.

(c) 'The Office' means the Registered Office for the time being of the Company.

(d) 'The Register' means the Register of Members to be kept in pursuance to section 150 of the Act.

(e) 'Month' means the Calendar Month.

(f) 'Seal' means the Common Seal of the Company.

(g) 'The Directors' means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

(h) 'The Dividend' includes bonus.

(i) 'In Writing' or 'Written' means and includes words printed, lithographed, represented or reproduced in any mode or in any visible form.

(j) Words imparting 'Singular' shall include 'Plural' and vice versa, words imparting 'Masculine Gender' shall include 'Feminine Gender' and words imparting 'persons' shall include 'Bodies Corporate'.

2. The Regulations contained in Table 'A' in the First Schedule to the Act, shall apply to the Company except in so far as otherwise expressly incorporated hereinbelow.

3. The company is a "Private Company" within the meaning of section 3(1)(iii) and 2(35) of the Act and accordingly:

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

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after their employment ceased) is limited to fifty; provided that for the purpose of this provision if two or more persons hold one or more shares jointly in the Company, they shall be treated as a single member, and

(c) The right to transfer of shares in the Company is restricted to the manner and to the extent hereinafter appearing.

Share Capital: _____

Shares: _____

Certificate of Shares: _____

Transfer of Shares: _____

Borrowing Powers: _____

Registration of charges: _____

General meetings: _____

Directors: _____

Minutes: _____

Managing Director: _____

Whole-time Directors: _____

The Seal: _____

Accounts: _____

Audit: _____

Notice: _____

Indemnity: _____

Winding up: _____

Arbitration: _____

Secrecy: _____

Name, address, description, and occupations of each Subscriber

Signatures of Subscribers

Signature of witness with address, description, and occupation

Witness

The signatures of the subscribers

Dated : Place: