
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
Vikrant Safeguard India Private Limited**

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Vikrant Safeguard India Private Limited

- I. The name of the company is **Vikrant Safeguard India Private Limited**.
- II. The registered office of the Company will be situated in 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 carry on the business of selection, recruitment, placement and training of clerical, skilled and unskilled, managerial, administrative, technical, supervisory security guards, gun man, security officers and other personnel in India and elsewhere.
2. To carry on the business of providing security system to banks, corporate houses, govt. institutions, private entities and others.
3. To provide security to any firm, person and to act as detective agent for all matters in India and in any part of the world.
4. To provide other ancillary staff to complete the services. work at side and to maintain the required service.



प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74920DL2013PTC251842

2013 - 2014

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Vikrant Safeguard India Private Limited

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक नौ मई दो हजार तेरह को दिल्ली में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U74920DL2013PTC251842

2013 - 2014

I hereby certify that Vikrant Safeguard India Private Limited is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Delhi this Ninth day of May Two Thousand Thirteen.



Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by DEVENDRA KUMAR SHARMA, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

Vikrant Safeguard India Private Limited

Flat No 122, Sector 6, Pocket 1, Dwarka,

Delhi - 110075,

Delhi, INDIA



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

1. To enter into an agreement or agreements with a foreign or Indian company or any of its subsidiaries or affiliates for the purposes of acquiring technical know-how, information, assistance, rights and services in connection with one or more of the main objects of the Company.
2. To purchase, manufacture, import, export, buy, sell, and otherwise deal in all materials, substances, appliances, machines, containers and other articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the said business or any part thereof.
3. To purchase, lease or otherwise acquire and to pay for any immovable property or assets of any kind tangible or intangible, acquired, or to be acquired, by the Company or for any services rendered or to be rendered to the Company and to pay or discharge any consideration to be paid or given by the Company, in money, or by allotment of shares in the Company, whether fully or partly paid up, or in debentures or other obligations of the Company, or partly in one way and partly in another; or otherwise however, with power to issue any shares either as fully paid or partly paid up for such purposes and to give shares of this Company in exchange for shares or debenture stock of any other company.
4. To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, trademarks, inventions, formulae, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use, sell, assign, turn to account, and manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and in improving and seeking to improve any patents, inventions or rights which the Company may acquire or seek to acquire.
5. To sell, improve, manage, work, develop, lease, licence, mortgage, abandon, turn to account or otherwise deal with, all or any part of the tangible or intangible and movable or immovable property, rights and concessions of the Company in particular for cash, shares, debentures and other securities of any other company and to make advances, to enter into guarantees generally, and to make such arrangements as may be expedient.

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6. To purchase, or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds, moveable and immovable, and in particular land, buildings, protection, business undertakings, and concerns and debenture stocks, mortgages, debentures, concessions, options, contracts, patents, annuities, license, stocks, shares, securities, bonds, policies, book debts and claims, privileges and chooses in actions of all kinds, including any interest in real or personal property and any claim against such property or against any such person or company and to carry on any business, concern or undertaking so acquired.
 7. To apply for, obtain, retain, renew, abandon, assign, release, or deal in, on such terms as may seem desirable at the time any and all licences, permits, authorizations, approvals, consents, agreements, or undertakings of any Union, State, Municipal, Local or other Governmental Authority or any other person as may seem to be necessary or desirable in connection with the attainment of any of the Company's objects.
 8. To enter into an agreement or agreements with any shareholder of the Company, or any subsidiaries or affiliates of any shareholder, or any other person, for the purpose of acquiring, whether by licence or otherwise any technical know-how, trade secrets, information, assistance, rights, and services in connection with one or more of the objects of the Company.
 9. To establish, maintain, provide, equip and conduct research and laboratories, training colleges and schools, and other institutions for the training, education and instructions to students and others who may desire to avail of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith and carry on analytical, experimental, research and other work or undertaking any research in relation to the objects of the Company.
 10. To carry on any scientific research or other research which may be of benefit to the Company and to expend money in experimenting upon and testing and in improving or seeking to improve and giving publicity to and placing upon the market any product, tangible or intangible, which the Company may manufacture or create, or propose to manufacture and to create or acquire in any manner and from any person any patents, copyrights, trade secrets, confidential information and intellectual or industrial property rights that appear to the Company to be desirable in connection with any of the objects of the Company.

11. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
12. To amalgamate, consolidate, or merge with any other company or companies.
13. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blueprints useful for the business of the Company and to acquire any grant or license and other rights and benefits in connection therewith.
14. To carry on any business which the Company is authorised to carry on by means of or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business, or branch so carried on, or lending money to or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any such business or branch so carried on, to appoint directors or managers of any such subsidiary company, including authority at any time either temporarily or permanently, to close any such business or branch.
15. To promote and form and to be interested in, and take, to apply, acquire, hold, and dispose of shares in other companies having objects similar altogether or in part of those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company and to subsidise or assist such company, financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stock, debentures, debenture stock or other securities of such company and to transfer to any such company (whether incorporated in India or elsewhere) any property, rights or liabilities, of the Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company, and lend money to or guarantee the obligations of and subsidise or otherwise assist any such company.
16. To subscribe, to become a member of, to enter into partnership, subsidize and cooperate with any other association, incorporated or otherwise, whose objects may be similar or not to those of the Company, and to procure from and communicate to any such association, such information as may be likely to promote the objects of the Company.
17. To enter into joint ventures or partnerships or any other arrangements for

sharing of profits or losses, union of interest, reciprocal concessions or similar arrangements, whether in India or elsewhere, for the purposes of pursuing any of the objects of the Company.

18. To vest any real or personal property, rights or interest acquired by or belonging to the Company or any person or other company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
19. To undertake and execute any trust, the undertaking of which may seem to the Company to be desirable, either gratuitously or otherwise and vest any real or personal property, right or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
20. To act as trustee and undertake and execute any trust which the Company may deem expedient in connection with the pursuit of any of the objects of the Company.
21. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate either carrying on or proposing to carry on any business which the Company is authorised to carry on, or having property suitable for the purposes of the Company 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.
22. To establish, promote, or concur in the establishing or promoting of any company or companies for the purpose of acquiring any or all of the rights, liberties and properties of the Company or for any other purpose which may directly or indirectly benefit the Company.
23. To enter into any arrangement with any Government or any Authority, Central, Municipal, Local or otherwise that may seem beneficial to any of the Company's objects and to apply for, procure and obtain any privilege, concessions, license, or authorization of the Government or any other authority, local or otherwise, for enabling the Company to carry any of its objects into effect or for extending any of the objects of the Company and to carry out, exercise and comply with any such privilege, concession, license or authorization and to take all necessary and proper steps with the Government or with other Authorities Central, Municipal Local or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly

or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any steps taken by any other company, firm or persons which may be considered likely, directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion of any legislation which may appear to be in the interest of the Company and to oppose and resist directly or indirectly any legislation which may seem disadvantageous to the Company.

24. To insure with any person against losses, damages, risks and liabilities of any kind which may affect the Company, either wholly or partially, and, if thought fit, to effect any such by joining or becoming members of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurances or any part thereof, on the account of the Company.
25. To invest and deal with the monies of the Company not immediately required to pursue its objects in any such manner as may from time to time be determined, whether in short or long-term financial instruments, money market funds, certificates of deposit and the like, and to deal with the money of the Company not immediately required in any manner as may from time to time be deemed expedient.
26. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.
27. To establish and maintain, or procure the establishment and maintenance of any contributory or non-contributory pension or superannuating funds for the benefit of, and give or procure the giving of gratuities, pensions, allowances or emoluments of any in to any individuals, who are or were, at any time in the employment or service of the Company or any of its subsidiaries or of any business acquired by the Company or any of its subsidiaries, or who are or were, at any time directors or officers of the Company or its subsidiaries or of any other such business aforesaid and the wives, widows, families and dependents of such individuals as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any other person.
28. To engage, hire, employ, and pay fees to retain the services of and to send agents, experts, engineers, advisers, technicians, consultants, lawyers and counsels and others to any part of the world.

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29. To open an account or accounts with any bank or banks and to pay into and withdraw money from such account or accounts whether they may be in credit or debit.
 30. To give money or property to or otherwise assist any charitable, benevolent, religious, scientific, educational, medical or similar association or institution whether national or local as the Company in its discretion may deem appropriate.
 31. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural area which is likely to promote and assist rural development for the time being in force in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value and subject to the provisions of the Companies Act, 1956, divest the ownership of any property of the Company to or in favour of any public or local body or Authority or Central or State Government or any Public Institutions or Trusts engaged in programmes of rural development.
 32. To undertake, carry out, promote and sponsor, and/or assist any activity for the promotion and growth of the national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and without prejudice to the generality, of the foregoing undertake, carry out promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institutions, fund, trust having any one of the aforesaid objects as one of its objects by giving help or otherwise in any other manner subject to Section 293-A of the Act.
 33. To subscribe for, invest in, become a member of and operate with any other company whether incorporated or not, whose objects are altogether or in part, similar to those contained in this Memorandum of Associations and to obtain

from and communicate to any such company such information as may be likely to fulfil the objects of this Company.

34. To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kind and to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any person, partnership or company and to promote and aid in promoting, constitute, form or organize any company or partnership of any kind, for the purpose of acquiring any undertaking, any property and liabilities of this Company, or of advancing, directly or indirectly, the objects thereof or for any other purpose which the Company may think expedient.
35. To protect the members of the Company against persons whose character or circumstances render them unworthy for mercantile credit and facilitate the prompt and economical realization of the estates of bankrupts and persons making or seeking to make arrangements or compositions with their creditors.
36. To procure information for members as to the standing and responsibility of parties with whom they propose to transact business.
37. To communicate with Chambers of Commerce and other mercantile and public bodies throughout India and, in other parts of the world and convert and promote measures for the protection and advancement of trade and traders.
38. To adopt such means of making known the products, services and business carried on by the Company and its subsidiaries as may be deemed expedient, and in particular by advertising in the media and also by circulars, slides, purchase or exhibition of works of art, publication of books and periodicals, entering of competitions, and granting of prizes, awards.
39. To take into consideration and approve and confirm and/or carry out all acts, deeds, or things that may be done or entered into with any person, firm, or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or the promotion of the Company.
40. To employ and rely on the advice and opinion of consultants and experts with respect to any plans or proposals for the Company or its subsidiaries and with respect to the conditions, prospectus, value, character, structure,

management, commercial prospects, and circumstances of any business, concerns, undertakings, assets, property or rights owned by the Company or proposed to be acquired by the Company or its subsidiaries.

41. To do all or any of the things mentioned in this Memorandum of Association and all such other things as are incidental or may be thought conducive to the attainment of the main, other, or ancillary and incidental objects of the Company or any of them in any part of the world as principal, agent, consultant, contractor, trustees or otherwise and by or through trustees, agents, consultants, contractors or otherwise and either alone or in conjunction with others.
42. To distribute all or any of the properties of the Company amongst members in specie or kind, subject to the provisions of Section 511 of the Companies Act, 1956.
43. To pay all costs, charges, and expenses incurred in connection with incorporation of the Company, including preliminary expenses of any kind and incidental to the formation and incorporation of the Company, and costs, charges and expenses of negotiating and performing any contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
44. To remunerate any person for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities of the Company.
45. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business herein mentioned or any other and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
46. To apply for, purchase or by any other means acquire and protect, prolong and renew any patent-rights, licences, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
47. To undertake and carry on the business of concessionaries, contractors, for public and other works, or merchants, incidental to the business of the Company and generally.

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48. To establish and run data processing/computer centres and to offer consultancy and data processing and other services that are normally offered by data processing / computer centres to industrial, business and other types of customers and to impart training on Electronic Data Processing, Computer Software and Hardware, to customers and others.
 49. To carry on business of advisers on problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on all or any of the business of Industrial Business and Personnel Consultants and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.
 50. To carry on the business in India and abroad of consultants, advisers in the areas of Technical, Management, Commercial in general and particularly in the areas of all types of Energy management and conservation and in any field activity in which the Company is engaged in or connected therewith.
 51. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part of parts thereof, provided the same be not inconsistent with the laws of the Union of India. It is expressly declared that the several sub-clauses of this clause and all the powers there of are to be cumulative and in no case is the generality of any one sub-clause to be narrowed or restricted by any particularity of any other sub-clause, is any general expression in any sub-clause to be narrowed or restricted by any particularity of any other sub-clause, nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule or construction EJUDEM GENERIS or otherwise.

C. THE OTHER OBJECTS OF THE COMPANY NOT INDICATED IN (A) AND (B) ARE:

1. To act as agents and brokers for sellers, buyers, exporters, importers, merchants, manufacturers, traders, dealers, insurers and clearing and forwarding agents and to undertake and carry out agency work of any kind whatsoever.

2. To act as stockists, commission agents, manufacturers representatives or agents, selling and purchasing agents, distributors, brokers, trustees and attorneys subject to provisions of the Companies Act, 1956, for any other company, firm, corporation or person.
3. To start, promote or participate in export based industries.
4. To carry on business, trade and otherwise deal with medical and health care related services including the manufacturing, dealing and trading in medicinal drugs and pharmaceutical.
5. To manufacture, deal and trade in all kinds of automotive and vehicles, their spare parts and repair related to or used in agriculture, mining and transport activities.
6. To carry on business, manufacture, process, trade and otherwise deal with all kinds of textiles, yarns, cloth and the raw materials related thereto.
7. To carry on business, manufacture, trade and otherwise deal in plastics and plastic products, rubber, leather, celluloid, bakelite for commercial, industrial and domestic use.
8. To carry on all or any of the trades or the business of electrical, electronic, mechanical, civil, hydraulic, nuclear constructional and general engineers and every branch thereof and contractors for the manufacture and supply of equipment, apparatus and systems of every kind in connection therewith, and for the erection construction, repair and maintenance of building, premises, plant, machinery and public or private works of all kinds, in particular in the field of industrial, oil and tertiary sectors and in connection with the generation, transmission, distribution, control, supply[^] accumulation and employment of electricity and energy of every kind,
9. To act as an Export House.
10. To plan, promote, organise develop, undertake and implement programmes for exploration / drilling both on-shore and off shore and to search for, take on lease for license, obtain concessions over or otherwise purchase and acquire any estate or interest in, develop the resources of, work, dispose of or otherwise turn to account, land or sea or any other place in the whole of India or in any other part of the world containing though likely to contain, petroleum, petroleum resource or alternate source of energy other oils in any form, asphalt, bitumen or similar substances or natural gas, chemical or any

substances, used or which is thought likely" to be useful for any purpose for which petroleum or other oils and gas resources or can be used and undertake all activities may be necessary and desirable including the business of manufacturers, produce processors, refiners, exporters, and importers, agents, buyers, sellers and dealers in chemical and petrochemical products such as coal tar products and their intermediate dyes, drugs, medicines and Pharmaceuticals, petroleum and its products, by-product and derivatives, all type of petrochemicals and their by-products

11. To carry on business of generation of electricity, to receive, purchase, develop use, supply, distribute and accumulate electricity at electric power station and to transfer, distribute, supply such power through transmission lines, either owned or hired through National Grid or facilities of the State Electric Board as may be assigned to it the competent Government or Government whether within India or outside India and generally to develop, generate and accumulate power as an independent power producer (IPP) or as a captive power producer (CPP) at any other place, and to transfer, distribute and supply such power and to deal variously in power plants including, but limited to, on a build-own-operate (BOO), build-own-operate-transfer (BOOT) or build-own-operate-maintain (BOOM) basis.
12. To establish, provide maintain and perform scientific, technical, engineering, project management consulting / contracting services including but without limiting to technical studies, construction; maintenance and repair of all kinds of works and buildings, procurement, inspection, expediting, management of construction and related services for petroleum reservoir, storage and transportation of oil, gas and other minerals by pipeline or otherwise, seismic data acquisition, interpretation, logging, drilling cementing, other oil field related equipment.
13. To acquire, build, provide and maintain dams, tube wells, barrages, sluices, embankments, tanks, bridges, aqueducts, reservoirs, irrigation works, reclaimed land, infiltration galleries and other works, and like contrivances and drill and sink wells, for the purpose of securing adequate supplies of water required in any way in connection with the business of the Company or as incidental thereto, or for supplies to the township or sale to the public for irrigation, domestic, sanitation, industrial and other purposes and to store maintain, sell or loan such supplied. To carry on the business in India or elsewhere either alone or jointly with one or more persons, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain,

search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, interior decorator, exterior, decorator, electrical decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of constructions & developmental work in all its branches such as road, ways, culverts. Dams, bridges, railways, tramways, water-tanks, reservoirs, canals, wharves, warehouses, factories, buildings, colonies, farm houses, structures, drainage and sewage works, water distribution and filtration systems, docks, harbor, pierce, irrigation works, foundation works, fly-over, airports, runways, rock-drilling, stadiums, hydraulic units, sanitary works, power supply work, power stations, hotels, factories, hospitals, dharamshala, multistoried, colonies, complexes, housing projects and other similar works and for the purpose to acquire hand-over, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of land and buildings and to carry on the foregoing activities for building materials.

14. To produce, manufacture, use, or otherwise acquire, sell distribute, deal in and dispose of, alkalis and acids, gases, compounds, fertilizers, chemicals and chemical products of every nature and description and compounds, intermediates, derivatives and by-products thereof and products to be made there from [hereinafter for convenience referred to generally as, chemicals and products] including specifically, but without limiting the generally of the foregoing, calcium, carbide, calcium Cyanamid, vat solubilised vat, azonic, salts, naphtha's, all type of floatation reagents, wetting agents, insecticides and fumigants, plastics and resins dye-stuffs, explosive, catalytic agents foods, direct colours, basic and rapid fast colours pigments, drugs biological, pharmaceutical, serums, vitamins products hormones, sutures, ligatures, drugs for disease or disabilities, in men or animals, and products derived from phosphate mines limestone's, quarries, bauxite-mines, petroleum, natural gas and such natural deposits useful or suitable in the manufacture of chemicals and chemical products as herein above defined.
15. To carry on the business of importers and exporters of all kinds of goods, articles and things either manufactured, semi-manufactured or raw materials, and to act as sales representatives either on commission or on profit sharing basis of all kinds of goods and materials.
16. To carry on the business as importers and exporters of all kinds of goods, plant and machinery, and for that purpose to establish, run and operate requisite facilities and to operate and manage the same.

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17. To carry on in India or elsewhere, the business of producing, processing, converting manufacturing, formulating, factoring, using, buying, acquiring, storing, refining, packaging, selling, marketing, transporting, distributing, importing, exporting, and dealing in all kinds of oil & gas, chemicals and petrochemicals, petroleum products its by-products, joint products, ancillary products and derivatives thereof whether in liquid, solid, flake or gaseous form.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 10,00,000 [Rupees Ten Lacs only] divided into 100,000 [One Lac] Equity Shares of Rs.10 (Rupees Ten only) each].

We, the several persons whose names and addresses, are subscribed, hereto 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 our respective names :-

S. No.	Name, Addresses Description and Occupation of each subscriber	Number and type of Shares Equity	Signature of Subscriber	Name, Addresses description and Signatures of witnesses
1.	RAJ KUMAR SHISHODIA S/o Sh. Tejveer Singh R/o 5/108, Chiranjeev Vihar, Ghaziabad - 201001 Business	5,00 (Five Hundred) Equity Shares	Sd/-	I witness the signatures of all the subscribers Sd/- CS VINOD KUMAR GUPTA S/o Sh. Surendra Pal Gupta R/o F-235, Laxmi Nagar, Delhi -92, Company Secretary, FCS - 3648
2.	AVDHESH SHISHODIA S/o Sh. Raj Kumar Shishodia R/o 5/108, Chiranjeev Vihar, Ghaziabad - 201001 Business	4750 (Four Thousand Seven Hundred Fifty) Equity Shares	Sd/-	
3.	DIGVIJAY SHISHODIA S/o Sh. Raj Kumar Shishodia R/o 5/108, Chiranjeev Vihar, Ghaziabad - 201001 Business	4750 (Four Thousand Seven Hundred Fifty) Equity Shares	Sd/-	
	Total	10,000 (Ten Thousand) Equity Shares		

Place : Delhi

Dated : 08-05-2013

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION

OF

Vikrant Safeguard India Private Limited

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956 shall apply to the Company except in so far as otherwise expressly incorporated herein below.

INTERPRETATION

2. (1) In these Regulations :-
 - (a) "Company" means **Vikrant Safeguard India Private Limited**
 - (b) "Office" means the Registered Office of the Company.
 - (c) "Act" means the Companies Act, 1956, and any statutory modification thereof.
 - (d) "Seal" means the Common Seal of the Company.
 - (e) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
- (2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 3(1) (iii) and 2(35) of the Companies Act, 1956 and accordingly :-
 - (a) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.
 - (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 the employment and have continued to be members after the employment ceased) shall be limited to fifty; provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company, they shall 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 and relatives.

SHARE CAPITAL

4. (a) The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original, increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
- (b) The minimum paid up Capital of the Company shall be Rs. 1,00,000/-(Rupees One Lac).
5. The business of the Company may be commenced soon after the incorporation of the Company as and when the Directors shall think fit notwithstanding that part of the shares have been allotted.
6. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same, to such person at such time and on such term & conditions as they may in their absolute discretion think fit & proper.
7. Shares may be registered in the name of any minor through a guardian only as fully paid shares.
8. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.
9. Subject to the provisions of section 77A, 77AA and 77B and any statutory amendments or reenactments thereof and compliance of the provisions thereof by the Company, the Company is authorised to purchase its own shares or other specified securities.
10. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors.
11. The certificate to share registered in the name of two or more person shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.
12. Each Fully paid up share shall carry one vote.
13. Subject to the provisions of Section 80 of the Companies Act, 1956, the Company may issue preference shares, which are or at the option of the Company are liable to be redeemed and/or converted into equity share capital, on such terms and in such manner and time, as the resolution authorising such issue shall prescribe.

INCREASE AND REDUCTION OF CAPITAL

14. The Company in General Meeting may, from time to time, by ordinary resolution increase the share capital of the Company by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.

15. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company when issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given, the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
16. Before the issue of any new shares, the Company in General Meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium or at a discount. In case no such provision is made by the Company in General Meeting, the new shares may be dealt with according to the provisions of these Articles.
17. Subject to the provisions of sections 100 to 103 of the Act, the Company may, from time to time in any manner, by special resolution and subject to any consent required under sections 100 to 103 of the Act, reduce:
 - (a) its share capital any
 - (b) capital redemption reserve
 - (c) any share premium account
18. Subject to provisions of sections 100 to 105 of the Act, the Board may accept from any member the surrender, on such terms and conditions as shall be agreed, of all or any of his shares.

ALTERATION OF SHARE CAPITAL

19. The Company, by ordinary resolution may, from time to time:
 - a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - b) sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
 - c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of share so cancelled. Where any share capital is sub-divided, the Company in General Meeting, subject to the provisions of Section 85, 87 and 106 of the Act, may determine that as between the holders of the shares resulting from sub-division, one or more of such shares shall have same preferential or special rights as regards dividend, payment of capital, voting or otherwise.

LIEN

20. The Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) registered in the name of such member (whether solely or jointly with others) 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 the Company, whether the period for the payment, fulfillment or discharge thereof shall have

actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 205 A of the Act. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

CALLS ON SHARES AND TRANSFER OF SHARES

21. The Directors are empowered to make call on members of any amount payable at a time fixed by them.
22. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other share holders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares or any of them, are not so accepted within one month from the date of notice to the Board the members proposing transfers shall, at any time within three months afterwards, be at liberty, subject to Articles 12 and 13 hereof, to sell and transfer the shares to any persons at the same or at higher price.

In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.

23. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs and the Directors may decline to give such sanction without assigning any reason subject to Section 111 of the Act.
24. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 111 of the Companies Act, 1956.
25. Subject to Section 111 of the Act, the Directors may in their discretion, without assigning any reason, refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.
26. At the death of any members his or her shares be recognised as the property of his or her heirs upon production of reasonable evidence as may required by the Board of Directors.
27. Subject to Sec 108 of the act, every instrument of transfer, duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the director may require.
28. The Certificate of title of share shall be provided attaching of the seal of the Company.

GENERAL MEETINGS

29. All General Meetings other than the Annual General Meeting shall be called 'Extra-ordinary General Meetings.
30. (a) The Board may whenever it thinks fit, call an Extra-ordinary General Meetings.

- (b) If at any time they are not within India directors capable of acting who are sufficient in number to form a quorum, any Director or at least any two members of the Company may call an Extra-ordinary General Meeting in the same manner, as nearly as possible, as that a meeting may be called by the Board.
31. At least twenty-one days, clear notice of General Meetings of the Company, specifying the day, hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty-one days if consent is accorded in case of any general meeting of all the members entitled to vote there at and in case of any other meeting by members holding not less than 95 (Ninety Five) percent of the paid up share capital and is given a right to vote a meeting.
32. No business shall be transacted at any general meeting, unless quorum of members in present. At least two members present in person shall be the quorum for general meeting.
33. The Chairman, if any, of the Board, shall preside as Chairman of all Board and general meetings, of the Company. If at any time the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of the Directors present to be Chairman of such meeting. If no directors is present or unwilling to act as Chairman, the members may appoint one of their members as Chairman.
34. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

MINUTES

35. Directors shall respectively cause minutes of all proceedings of General Meetings and of all proceedings at meetings of Board of Directors or of committee of the Board to be duly entered in books to be maintained for that purpose in accordance with Section 193 of the Act.

The minutes of each meeting shall contain:

- (a) The fair and correct summary of the proceedings thereat.
- (b) The name of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors.
- (c) The name of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or committee of Board of Directors.
- (d) All appointments of officers made at any meeting. Any such minutes, purposing to be signed in accordance with the provisions of Section 193 of the Act, shall be evidence of the proceedings.

DIRECTORS

36. The number of Directors shall not be less than two and not more than twelve.
37. The following shall be the First Directors of the Company.

1. MR. AVDHESH SHISHODIA
2. MR. DIGVIJAY SHISHODIA

38. The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
39. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Directors so appointed shall hold office only until the next following Annual General Meeting but shall be eligible thereof for election as Director.
40. The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another subject to the provisions of the Companies Act, 1956.
41. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 287 of the Act, shall be one third of the total strength or at least two whichever is higher.
42. Subject to section 289 of the Act, a resolution in writing signed by the Director's except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.
43. Subject to provisions of Section 313 of the Act, a Director, who may be absent for a period, not less than 3 (three) months from the State in which the meeting of the Board are ordinarily held, have power to appoint any member of the Company elected by him as an alternate director by giving notice in writing under his name to the Board and at his discretion to remove, such alternate director. Such alternate Director shall vacate office when his appointee is present in person or cease to be director. Save as aforesaid such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Director's Meeting on behalf of meeting attended by him.
44. The Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction, and management and superintendence, of the business of the company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit, subject to the limit fixed by the Board of Directors under Section 292 of the Act and sign contracts and to draw, make sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundies drafts, Government Promissory Notes and other Government securities and such other instruments.
45. The Director may delegate all or any of their powers to such other Directors, Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 292 and 312 of the Companies Act, 1956.

46. Subject to Provision of the Companies Act, 1956 the director shall receive such remuneration for their services as may, from time to time, be determined by the Company in general meeting or in a Board Meeting or may be contained in an agreement, if any, between the Company and any Director or Directors.
47. A Director shall not be required to hold any qualification shares in the Company and also not required to retire by rotation.
48. The Director shall also be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Director, subject to the provisions of Section 314 of the Act.
49. Subject to the provisions of the companies Act, 1956 and the Rules framed there under, Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the board for each meeting attended by him.
50. If permitted by the Act, the director may participate in board meeting by telephone or video conferencing or any other means of contemporaneous communication.
51. A Written Resolution circulated to all the Director, whether in India or overseas and signed by majority of them as approved, shall (subject to the provisions of section 289 of the act.) be as valid and effective as a resolution duly passed at the meeting of the Board.
52. The controlling shareholders shall have the right to appoint managing director of the company.

POWERS AND DUTIES OF DIRECTORS

53. The following powers shall be exercised by the Board or any Committee of the Board, or otherwise by the Company as may be so required:
 - a) To voluntarily liquidate the Company.
 - b) To increase or reduce the Company's capital.
 - c) To issue and allot new shares.
 - d) To make any Rights Issue of shares.
 - e) To adopt any resolution to alter the Memorandum and Articles of Association.
 - f) To join any other company or to invest in any other company.
 - g) To Issue Debentures.
 - h) To undertake or permit any merger, consolidation or reorganization of the Company.
 - i) To decide on the declaration of dividends and appropriation of profits.
 - j) Subject to the provisions of Section 372-A of the Act, to give to make any loan to any person or other body corporate or give guarantee or provide security in connection

with a loan made by any other person to or to any other person by any body corporate.

54. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
55. The Board of Directors may from time to time, pay to the members such interim dividends as appear to be justified from the profits of the Company.

BORROWING POWERS

56. Subject to section 58-A and 292 of the Companies Act, 1956, and Regulations made thereunder and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest or no interest as may be approved by the Directors, without security or on security.
57. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.
58. Any debenture, bonds, or other securities may be issued at discount, premium or otherwise and with special privileges as to redemption, surrender, drawing and allotment of shares of the Company and otherwise.

OPERATION OF BANK ACCOUNTS

59. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other person or persons to exercise such powers.

ACCOUNTS

60. (a) The Board shall, from time to time, determine whether and to what extent and at what, times and places and under what conditions or regulation the accounts and books of the Company or any of them shall be open to the inspection of members (not being Director).
- (b) No members (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

61. The Directors shall in all respect comply with the provisions of Section 209, 209A, 210, 211, 215, 216, 217, 218, 220, 221 and 222 of the Act, and profits and Loss Account, Balance Sheet and Auditors Report and every other document required by law to annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of section 219 of the Act.

AUDIT

62. (a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- (b) At each annual General Meeting the Company shall appoint an Auditor to hold Office from the conclusion of the Meeting till the conclusion of the next Annual General Meeting.
- (c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
- (d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

COMMON SEAL

63. (a) The Common Seal of the Company may be made either of metal or of rubber as the directors may decide.
- (b) The Board shall provide for the safe custody of the Company's Common Seal.
- (c) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf and except in the presence of atleast one director who shall sign every instruments to which the seal of the Company if so affixed. The share certificate will, however, be signed and Sealed in accordance with Rule 6 of the Companies (Issue of Share Certificates) Rules, 1960.

SECRECY

64. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy

respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

WINDING UP

65. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 1956 or statutory modification thereto.

INDEMNITY

66. Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act, in which relief is granted to him by the Court.

S. No.	Name, Addresses Description and Occupation of each subscriber	Signature of Subscriber	Name, Addresses description and Signatures of witnesses
1.	RAJ KUMAR SHISHODIA S/o Sh. Tejveer Singh R/o 5/108, Chiranjeev Vihar, Ghaziabad - 201001 Business	Sd/-	
2.	AVDHESH SHISHODIA S/o Sh. Raj Kumar Shishodia R/o 5/108, Chiranjeev Vihar, Ghaziabad - 201001 Business	Sd/-	
3.	DIGVIJAY SHISHODIA S/o Sh. Raj Kumar Shishodia R/o 5/108, Chiranjeev Vihar, Ghaziabad - 201001 Business	Sd/-	I witness the signatures of all the subscribers Sd/- CS VINOD KUMAR GUPTA S/o Sh. Surendra Pal Gupta R/o F-235, Laxmi Nagar, Delhi -92, Company Secretary, FCS - 3648

Place : Delhi

Dated : 08-05-2013