

**THE COMPANIES ACT, 1956**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**New Generation Plan Marketing Private Limited**

- I. The name of the Company is **New Generation Plan Marketing Private Limited.**
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the Jurisdiction of Registrar of Companies Maharashtra at Mumbai.
- III. The objects for which the Company is established are :

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

1. To conduct the business of online marketing, networking, import and export of various products electronic appliances and other consumable durables like computers, softwares, cloths and other items and Information Technology enabled services and related services, telecommunication, telecommunication related, software and software related services, computer hardware and hardware related, networking and related, e-commerce and e-commerce related, biotechnology and biotechnology related and information technology and advanced sciences in India and abroad including the business of providing online information services in various languages via electronic and other forms of communication and to deal in all goods, materials, products and services to be sold online for which orders are procured online or otherwise for local and other subscribers in India and abroad; The company be and is hereby undertake not to carry on any scheme/activity which is prohibited under the Act, "The prize chits and money circulation scheme (Banning) Act, 1978.

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

2. To develop, supply, improve, design, market, sell, license, maintain, operate, provide and deal in internet multimedia, internet, e-commerce, e-magazines and of news, articles, information on electronic media and other related methods of electronic communications and data transfer and networking and all allied fields and activities in information technology; to act as an internet service provider or as channel service provider providing services inter-alia in the field of web housing, web designing, web hosting, web marketing, internet training and internet solutions and also to provide server technology, internet network technology and to carry out other web related activities to provide services in the field of OPT IN-Mail and date based management and marketing; to offer integrated services in the field of electronics, telecommunications such as integrated digital network, VOIP networks, private networks, internet, extra-net, internet based solution.
3. To undertake turnkey projects for developing computer software and application systems; to act as off-site development centre; to provide services on data migration, re-engineering, data warehousing and enterprise recourse planning; to provide on-site information technology and to undertake services in recruitment, placement.
4. To develop, supply, readymade or tailor-made software, to act as software consultants; to support software and hardware systems for business to business transaction on the internet or otherwise; to create multiple exchanges for business to business transactions worldwide; to organize the supply of manpower for IT projects and to offer aids for its effective implementation.
5. To set-up own, run, maintain, manage, let, license or otherwise franchise zone, centers and parks, to provide services in cyber-media presentation, internet remote services, e-mail server and services, web page designing, web site holding, web-server and services, video conferencing and to act as Internet Service Providers (IPS) and any other form of electronic or digital programmers and program for general viewership through high-technology and net-working and for this purpose, provide all kinds of administrative infrastructure, secretarial services, catering services and other supporting services as may be



necessary or expedient for conducting the aforesaid business of the Company.

6. To open current, fixed, overdraft or other accounts with any Banks, bankers and to pay into and to draw money from such accounts for the business of the Company.
7. To form, constitute, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising and assisting or aiding any Company or Companies having similar business or partnerships of all kinds, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for carrying on any business which this Company is authorised to carry on or to promote or advance the interests of this Company.
8. To refer or agrees to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration in India and abroad and to observe and perform and to do all acts, deeds, matter and things to carry out or enforce the awards.
9. To establish, organize, maintain, support, assist and/or conduct training classes and other educational programmers; to organize lectures, seminars, training and symposiums on information technology, softwares, computer subjects, its manufacturing and related technologies of all other industries and to award degrees, diplomas and certificates to trainees, student and other persons.
10. To insure the whole or any part of the property of the Company, either fully or partially to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to ensure and to protect and to indemnify any part or portion thereof either on mutual principal or otherwise.
11. To enter into collaboration whether with Foreign or Indian firms, Companies or individuals for technical know-how, or otherwise as may be convenient and to pay for the same either in cash or in shares.
12. To amalgamate with any other Company having objects altogether or in part similar to those to the Company.

13. To appoint, if necessary any person or persons as the Manager, Managing Director and any firm or Company as the selling agent of the Company with powers and for the consideration that may be set forth in the agreement with such terms and conditions as may be agreed upon from time to time, between the Company and the person or persons, firm or Company to be appointed as selling agents of the Company.
14. To enter into partnership or into any arrangement for sharing profits, union of interest co-operation, joint venture, reciprocal concession or otherwise with any person or Company carrying on similar business or to lend money to guarantee the contracts and/or otherwise assist or subsidise any such persons or Company and to take or otherwise acquire shares and securities of any such Company and to sell, hold reissue, with or without guarantee or otherwise deal with the same and to given to any person or Company special rights and privileges in connection with or control over the Company and to particular the rights to nominate one or more Directors of the Company.
15. To apply for purchase or otherwise acquire and obtain any patents, brevets, inventions, licenses, permission, concessions, processes and the like conferring any exclusive or limited right (either in point of time or otherwise) to use the same or any secret or other information as to any purpose of the Company or the acquisition of any invention which may seem capable of being used for any object on business of the Company and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account any such patents, invention, licenses, permissions, concessions, processes and the information so acquired.
16. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividends of repayment of capital or otherwise or by any securities which the Company has power to issue partly in one mode and partly in another and generally on such terms as the Company may determine.
17. To invest and deal with the money of the Company not immediately required in such investments, upon such securities and in such manner as may from time to time seem expedient and be determined.



18. To borrow raise or receive money other than public deposit in such manner as the Company shall think fit and in particular by the issue of debenture or debentures stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance of any obligations or liabilities it may undertake provided that the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949 and Section 58A of the Companies Act, 1956.
19. To draw cheque, make, accept, endorse, discount, execute, retire, discharge, negotiate and issue cheques, drafts, promissory notes, bills, of exchange, hundies, bills of lading, warrants, warehouse receipts, contracts, debentures and other negotiable or transferable instruments.
20. To undertaking and execute any trust the undertaking whereof may seem desirable either gratuitously or otherwise.
21. To procure the Company to be recognised or to be authorised to do business as a Company in any foreign country or place.
22. To purchase or otherwise, acquire, erect, maintain, or reconstruct any buildings, office found necessary for/or convenient for the purposes of the company.
23. To expend money on experimenting upon and testing and improving or securing any process or processes, patent or copyrights or protecting any inventions, or copyrights which the Company may acquire or propose to acquire or deal with.
24. To train or pay for the training in India or abroad of any of the Company's officers, employees or any candidate in the interest of or for furtherance of the Company's objects.
25. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars by purchases and exhibition of works of art or interest by publication of books and periodicals, any by granting prizes, rewards and donation.
26. To distribute among the members or any class or classes of members of the Company in specie any property of the Company or any proceeds of sale, exchange or disposal of any

property of the Company subject to provision of the Companies Act, 1956 in the event of winding up of the Company.

27. To give to any officers, servants or employees of the Company any share of interest in the profit of the Company's business or any branch thereof and whether carried on by means or through the agency or any subsidiary Company or not and for that purpose to enter into arrangements as the Company may think fit.
28. To remunerate, any person, firm or body corporate for services, rendered or to be rendered in placing or assisting to place subscribing for or guaranteeing the placing of or subscription for any of the shares in the capital of the Company or any other Company having similar or objects the conduct of its business.
29. To takeover and acquire and Licenses, Import Licenses, permits and any other right, carrying on of any business of the Company on payment incurred thereof and compensate for technical services rendered in connection therewith.
30. To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares debentures debenture-stock, bonds or securities of any other Company having objects altogether or in part similar objects for the purpose or it or their acquiring by purchase or otherwise all or any of the property, rights or liabilities of this Company.
31. To purchase, take on lease or tenancy or rent hire, occupy, or otherwise acquire for the purpose of the Company as also for resell any movable or immovable property or properties with or without licenses and any other rights or interests or privileges which the Company may think necessary or convenient for the purpose of its business.
32. To sell, improve, manage, lease, develop, turn into account or otherwise, deal with or any part of the property and rights of the Company from time to time being subject to the provisions of Companies Act, 1956.
33. To subscribe for absolutely or conditionally take, purchase or otherwise acquire for cash or by exchange or otherwise and to hold any shares (whether fully or partly paid) stock, debentures, debenture stock or other interest in or securities of any other Company having objects wholly or partly similar to that of the Company and subject to section 49 of the Companies Act, 1956 to cause such share, securities or any of them to be



vested in or held by nominee for and on behalf of the Company.

34. To enter into any agreements with any Government Semi-Government authorities Central, State, Municipal local or otherwise or semi-public or quasi-public bodies that may seem conducive to the Company's objects or any of them and to obtain from any Government authority any rights, privileges and concessions, which the Company may think fit desirable to obtain and to carry out, exercise and comply with the terms of any such arrangements, rights, privileges and concessions.
35. To aid pecuniarily or otherwise any association, body or movement having for an objects the solution, settlement, or surmounting of industries or labour problems or the promotion of industry or trade and to provide for the welfare of Directors, Officers, employees, or ex-employees of the Company and the wives, widows and families, or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money pension, allowances, bonus or other payments or by ceasing and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Directors shall think fit and subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason or locality of operation or of public and general utility or otherwise.
36. To obtain any provisional order or act of parliament or act of any legislature or any Government authority in India for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or application which any seem calculated directly or indirectly to prejudice the Company.
37. To purchase, take on lease, hire or otherwise acquire and undertake all or any part of the business, real and personal property, rights, privileges, know-how buildings, basement machinery, plant, goods in process, stock-in-trade and other assets or Company carrying on any business which the Company is authorised to carry on.
38. To donate, or gift in cash or in kind, for any national charitable, religious benevolent, public or to any institutions, club, society, research association, fund university, college or any other

person or body subject to the provisions of the Companies Act, 1956.

39. To create any depreciation fund, reserve fund, sinking fund, insurance fund, gratuity fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for the benefit of the employees of Company or for any other purpose conducive to the interests of the Company.
40. To become member of other bodies of persons and associations including societies, clubs and Companies limited by guarantee, whether formed for profit or for non-profit activities.
41. To apply for, tender, purchase, or otherwise acquire or enter into any contracts, subcontracts, arrangements, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
42. To subject to the provisions of the Companies Act to distribute as bonus shares amongst the members or to place or reserve or otherwise to apply as the Company may from time to time think fit any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of forfeited shares and money arising from the sale by the Company of forfeited shares.
43. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or upliftment of the public or any rural area and to incur any expenditure on any programme of rural development subject to the provisions of the Companies Act, 1956.
44. To provide for the welfare of the Directors, officers, Employees and Ex-Directors, Ex-Officers and Ex-Employees, of the Company and the wives, widow and families, the dependents of such person, by providing, building or contributing to the building of house, dwellings, or chawls, or by grants of money, pensions, allowances bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or



guarantee money to charitable benevolent, religious, scientific, national or other institutions and objects which shall have any moral or other claims to support or aid by the Company either by reasons of locality of operation or public and general utility or otherwise.

**(C) OTHER OBJECTS ARE:**

45. To conduct the business as makers, buyers, manufacturers and sellers and dealers of all kinds of furniture, fittings made from wood, brass, steel, fibre glass, plastics or any other alloys and handicrafts, house furnitures, upholsterers, carpets, linoleum, furnishing fabrics and other sheeting materials and to buy, sell and deal in building materials, tools, implements, machinery and other requisites used in Building construction.
46. To do the business in India or abroad in the world as makers, assemblers, importers, agents, indenters, buyers, sellers and dealers of and letting on hire purchase on easy installments system of all types, description and kind of furnitures fittings made from wood, brass, steel and other furnitures, hand crafts, House furnitures, wood and wooden goods.
47. To acquire, collect and formulate and prepare technical details, specifications, drawings, designs, plans, layouts, blue prints, certificates for fabrications or manufacturing any parts, components, machines, plants and accessories and recommend suitable process.
48. To manufacture and deal in articles of all kinds in the manufacture of which wood and/or any by-products of wood in used.
49. To conduct the business of manufacturers and dealers and makers in cements products, Lime plasters, whitening clay, gravel, sand concrete, mortar, minerals, earth, coke, fuel, artificial stone and builders, requisites and conveniences of all kinds and to produce manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, port land cement, alumina cement plaster of paris, lime and lime stone, kankar and/or by products thereof and in connection therewith to acquire, erect, construct, establish, operate and maintain, cement factories work shops and other works.
50. To conduct the business of importers, exporters and manufacturers of and dealers in ship owners, ship or boat builders, wharfingers, store-keepers, charterers of ship and

other vessels, lightermen, barge owners, carriers agents, brokers (other than stock and share brokers) shipping, forwarding agents and freight brokers, insurance agents, commission agents mukadam, bounded carmen and common carmen and contractors.

51. To conduct the business of exporters, importers, processors, manufacturers, dealers, traders, retailers, wholesalers, distributors, stockists, suppliers, agents and merchants of medicines, pharmaceuticals, antibiotics, utensils and scientific appliances, apparatus and devices of every description and alcoholic beverages of all kinds, aerated and mineral waters and processed foods, meats, eggs, poultry, vegetables, canned and tinned foods, protein, health and instant foods and other articles, products, materials and substances of all types and descriptions and merchandise which are being imported in India or being exported out of India.
52. To purchase, acquire on rent, hire or lease or tenancy and sell any land for the purpose of undertaking agricultural operations, growing crops, fruits, vegetables, flowers, plants, animal husbandry, poultry farming and purchase, sell, process and otherwise deal in products or agricultural forests, animal husbandry and poultry farming.
53. To conduct the business of galvanizers, welders, enamellers, electro and aluminium platters, polishers, painters, warehouseman, storage contractors, garages, proprietors and oil merchants and contractors generally engineers.

IV. The liability of the members is limited.

- V. (a) The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakh only) divided into 1000 (One Thousand) Equity Shares of Rs.100/- (Rupees Hundred) each.
- (b) The paid up share capital of the Company shall be minimum of Rs. 1,00,000/- (Rupees One Lakh Only).

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We, the several persons whose names, addresses and descriptions are hereunder subscribed below, are desirous of being formed into a Company in pursuance of these MEMORANDUM OF ASSOCIATION and we respectively, agree to take the number of shares in the capital of company set opposite to our respective names :-

Name Address, Descriptions, occupations	No. of Shares taken by each Subscriber	Signature of the Subscribers	Name and Signatures of the Witness and their Address, Description, Occupation
1] <u>Narendra Kumar Mahantaji</u> Jain s/o Mahantaji Jain Room No 12 1st Floor Dnyu Darshan Building 2nd Fofalwadi Bhushwar Kabbadewi Business Mumbai No 2	500 (Five Hundred)	N. M. Jain	vijay Tilwadi s/o Sityamoni Tilwadi F. No. 141, 5th floor Apt. Ramnandir Rd. Babhai Naka, Baramba (vi) Mumbai - 400092 Professional Witness to fill
2] <u>Bhushwar Narendra Kumar Jain</u> s/o Narendra Kumar Jain Room No 12 1st Floor Dnyu Darshan Building 2nd Fofalwadi Bhushwar Kabbadewi Mumbai No :- 2 Business	500 (Five Hundred)	B. N. Jain	
TOTAL	1000 (One Thousand)		

DATE: 10/01/2011

PLACE: MUMBAI