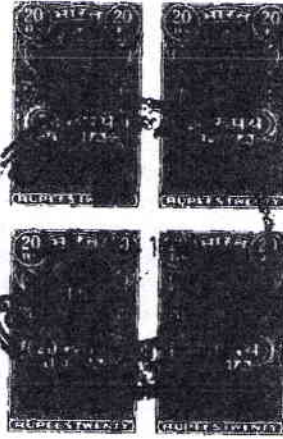


REC. NO. 248651
REG. NO. 55-027456
A.O.A. N 100
A XXXXX100
DRAFT
175946
30/12/96
TAMM



3/1/97

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

Glow More Finance 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

INTERPRETATION

2. (1) In these Regulations :-

- (a) "Company" means GLOW MORE FINANCE PRIVATE LIMITED
- (b) "Office" means the Registered Office of the Company
- (c) "Act" means the Companies Act, 1956, and any statutory modifications 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.

[Handwritten signature]

For Glowmore Finance Pvt. Ltd.

[Handwritten signature]
Director

- (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 or subscribe for any shares in or debentures of the Company.

SHARE CAPITAL

4. 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 power 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.
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 the part of the shares have been allotted.
6. The shares shall be under the discretionary control of the Directors who may allow or otherwise dispose of the same.
7. The Company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.
8. 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.

LIEN

9. 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, fulfilment or discharge thereof shall have actually arisen 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.

[Handwritten signature]

For Glowmore Finance Pvt Ltd

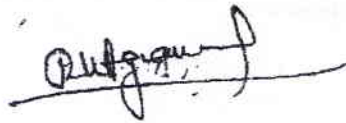
Director

CALLS ON SHARES AND TRANSFER OF SHARES

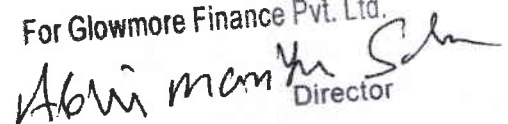
10. The Directors are empowered to make call on members of any amount payable at a time fixed by them.
11. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders 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.
12. 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 subjects to Section 111 of the Act.
13. 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 is not a fully paid up share, subject to Section 111 of the Companies Act, 1956.
14. 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.
15. 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.
16. The instrument of transfer must be accompanied by the certificates of shares.

GENERAL MEETINGS

17. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
18. (a) The Board may whenever it thinks fit, call an Extra-ordinary General Meetings.
(b) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or at least any two members of the Company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that a meeting may be called by the Board.
19. 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



For Glowmore Finance Pvt. Ltd.


Director

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 (Ninty Five) percent of the paid up share capital and is given a right to vote a meeting.

- 20 No business shall be transacted at any general meeting, unless quorum of members is present. At least two members present in person shall be quorum for general meeting
- 21 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 and members present shall elect one of the Directors present to be Chairman of such meeting. If no director is present or unwilling to act as Chairman, the members may appoint one of their members as Chairman

DIRECTORS

22. The number of Directors shall not be less than two and not more than twelve.
- 23 The First Directors of the Company shall be :
1. Pradeep Goyal
 2. Mukta Goyal

These Directors will appoint one amongst themselves as Chairman

24. 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
- 25 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 Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Director so appointed shall hold office only until the next following Annual General Meeting but shall be eligible thereof for election as Director.
- 26 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.
- 27 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
- 28 Subject to section 289 of the Act, a resolution in writing signed by the Director 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

 _____

29. 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.
30. The Directors 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.
31. 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.
32. 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 may be contained in an agreement, if any, between the Company and any Director or Directors.
33. Subject to the provisions of the companies Act, 1956 and the Rules framed thereunder, each Director shall receive out of the funds of the Company by way of sitting fees for his services a sum not exceeding Rs. 250/- (Two Hundred and Fifty) for every Board meeting attended by him.
34. A Director shall not be required to hold any qualification shares in the Company and also not required to retire by rotation.
35. 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.

POWER AND DUTIES OF DIRECTORS

36. 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

Audgrew

For Glowmore Finance Pvt. Ltd.

Abhinav Kumar
Director

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.

37. 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

38. 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 as may be approved by the Directors.
39. 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.
40. 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.

ACCOUNTS

41. (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.
42. 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.

[Handwritten signature]

AUDIT

43. (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 at 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.

COMMON SEAL

44. (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 at least 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

45. 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 person 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 individu's 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

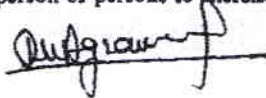
46. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 1956 or statutory modification thereto.

INDEMNITY

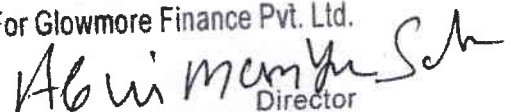
47. Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgement 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.

OPERATION OF BANK ACCOUNTS

48. 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.



For Glowmore Finance Pvt. Ltd.


Director



Names, description, occupation and addresses of Subscribers

Signature of Subscribers

1. PRADEEP GOYAL
Sp. Sh. B. D. GOYAL
B-468, New Friends Colony
New Delhi - 110065
(Business)

Goyal

2. MUKTA GOYAL
w/o. Sh. Pradeep GOYAL
B-468 New Friends Colony
New Delhi - 110065
(Housewife)

Mukta Goyal

S/N 233
अब मोर
पुनः 26/12/86
73717

I declare that witness the signatures of both the subscribers who have signed in my presence.

Pragrawal
CRAKEESH KUMAR AGRAWAL
Sp. Sh. Ullam Chand Agrawal
1/c Agrawal & Kumar & Co.
Chartered Accountants
21, Mansa combap, B-28, Patach Chowk, Laxmi Nagar, DELHI - 110028

Place: New Delhi

Dated this 26th

day of Dec.

1986

Pragrawal