The Companies Act, 1956

Memorandum of Association

of

Cypress Industries India Private Limited

(A company limited by shares under the Companies Act, 1956)

I. The name of the Company is Cypress Industries 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 OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. To design, manufacture, testing, distribution, importing, exporting, assembling, repairing, maintaining, supplying and to deal in all types of complex Custom Cable Assemblies, Wire Harnesses and Control Boxes for the high-tech, industrial, automotive and electronics industries abroad as well as in India.

2. To engage in sales, after sales maintenance, repair, technical support and marketing of complex Custom Cable Assemblies, Wire Harnesses and Control Boxes

3. To deal with business of purchasing, sale, re-sale, transfer, exchange or otherwise deal in all articles and things used in the manufacture of all types of complex Custom Cable Assemblies, Wire Harnesses and Control Boxes for the high-tech, industrial, automotive and electronics industries

4. To render technical, commercial, management or any other types of consultancy services to provide and render partial or total guidance to individuals, firms, companies, persons and institutions working or engaged in any activity relating to development, manufacture, marketing or purchase of all types of complex Custom Cable Assemblies, Wire Harnesses and Control Boxes for the high-tech, industrial, automotive and electronics industries or any other items to prepare techno economic feasibility and projects report and to take the whole project on turn key basis.

5. To become a sourcing agent for metal and plastic parts and components.

B **The Company shall also be entitled to carry on all or any of the under mentioned objects as being incidental or ancillary to the attainment of the main objects specified in clause A hereof:**

1. To procure the incorporation, registration, or other recognition of the Company in India, and to establish and regulate agencies for the purposes of the Company's business and to apply or join in applying to governmental, local, municipal or other authority or body for concessions, orders, rights or privileges that is or may be conducive to the Company's objects or any of them and to oppose any proceedings or applications which are or may be calculated directly or indirectly to prejudice the Company's interests.

2. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall construe to be preliminary, including therein the costs of advertising, commission for underwriting brokerage, printing and stationery and the expenses attendant upon the formation of agencies and ocal boards.

3. To procure and arrange for registration, incorporation or recognition of a Company in or under the laws of any country and do all acts necessary for carrying on in any foreign country any business of the Company, to petition either singly or jointly with others to legislature, authorities, local, municipal and other foreign bodies for the purpose of getting enacted acts and laws or for obtaining decrees, interest, orders, rights and privileges that are conducive to the interest of the Company or to protest against such petition and transactions as are likely to be prejudicial to the interest of the Company to give the Company the rights and privileges in any part of the world as are possessed by local companies or partnership of a similar nature.

4. To open current, fixed, overdraft or other accounts with any Bank, and to pay into and to draw money from such accounts

5. To draw, make, accept, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

6. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks and securities or obligations of any other company, whether Indian or Foreign.

7. To invest the funds of the Company from time to time in such assets, properties, securities, shares, bullion, investments or otherwise as may from time to time be determined appropriate by the Directors and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

8 To create any reserve fund, sinking fund, insurance fund, dividend equalisation 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 any other purposes conducive to the interests of the Company.

Timothy O'Shea

9. To place, to reserve or to distribute as dividend or bonus among the Members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.

10. To guarantee the performance of the obligations of and the payment of dividends and interest on any stock, shares or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interest of its shareholders.

11 To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures stock, debentures, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or any person, firm, or Company whomsoever whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts and obligations.

12. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or funds in anyway connected with any particular trade or business or with trade or commerce generally and particularly with the trade including any association, institution or funds for the protection of the interests of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen, or others at any time employed by the Company or any of its predecessors business or their families or dependants.

13. To lend money, either with or without security and generally to such persons and upon such terms and conditions as may seem expedient and in particular to customers of and persons having dealings with the Company but not to do any banking business.

14. Subject to such regulations as may be applicable, to borrow or raise moneys or loans for the purposes of the Company by promissory notes, bills of exchange, hundies, and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge, or by debentures or by debenture stock, perpetual or otherwise, charged upon all or any of the Company's property and assets, both present and future, movable and immovable, including its uncalled capital, upon such terms as the Directors may deem appropriate or expedient or in such other manner, or to take money on deposit or otherwise (merely for the purpose of financing the business of the Company) with or without allowance of interest thereon and to execute all deeds, writings and assurances for any of the aforesaid purposes.

15. To enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture, reciprocal concession or otherwise, or

collaborate with any person or company, carrying on or engaged in, any business or transaction, either in India or abroad, which this Company is authorised to carry on or engage in or any business or transaction, capable of being conducted so as directly or indirectly to benefit the Company.

16. To assist any other company under the same management, within the meaning of the Companies Act, 1956 or any statutory modification thereof, in any manner and to any extent including the giving of loan and guarantees of any kind in connection with any loan given to the later by any person, firm or body corporate.

17. To enter into contracts with any other company or person as to interchange of traffic, running powers, sidings, carriage of goods, wares and merchandise or otherwise which the Company may deem expedient.

18. To act in conjunction with, unite or amalgamate with, create or constitute or assist in creating or constituting any other company or association of a kind similar wholly or partially to this Company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to buy up or absorb all or any part of the business or property of any such company or association and to acquire and secure membership seat or privilege in and of any association, exchange market or institution in India or any part of the world.

19. To manage lands, buildings, houses and any other property belonging to the Company and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages.

20. To purchase or otherwise acquire all or any part of the business, property including all assets such as machinery, housing, buildings, workshops etc., and liabilities of any persons, corporation, Government or company the business of which is capable of being conducted so as directly or indirectly to benefit this Company.

21. To promote and undertake the formation of any institution or company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purposes which may seem directly or indirectly calculated to benefit the Company or form any subsidiary company or companies.

22. To enter into any arrangements with any government or authorities, municipal, local or otherwise, or any persons or company in India or abroad, that is or may be conducive to the objects of the Company or any of them and to obtain from any such government, authority, persons or company, any rights, privileges, charters, contracts, licenses and concessions which the Company deems desirable and to carry out exercise and comply therewith.

23. To obtain Order or Act of Legislature in India or from the authorities of any other country, as may be necessary for enabling the Company to obtain all powers and authorities necessary or expedient and to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

Timothy C. O'Brady

24 To apply for, tender, purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution carrying out, equipment, improvement, management, administration or control of works and convenience.

25. To enter into arrangements for rendering and obtaining of technical know-how, services and /or technical collaboration with individuals, firms, research laboratory, body corporate whether in or outside India.

26. To buy, purchase, lease, take on lease, exchange or otherwise acquire lands, buildings, flats and hereditament of any tenure or description in India or elsewhere whether for residential, business or other purposes and any rights, easements, advantages and privileges relating thereto and either for investment or resale and to turn the same into account as may seem appropriate or expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, buildings and other structures, works and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the Company and to lease, sell, deal in or to otherwise dispose of the same.

27. To alter, manage, develop, exchange, lease, mortgage, underlet, give in gifts or otherwise dispose of, improve or deal with the land, property, assets and rights and resources and undertaking of the Company or any part thereof for such considerations as the Company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and to distribute among the members of the Company in cash or in specie any property or assets of the Company provided that no such distribution amounts to reduction of share capital except in accordance with the provisions of the Companies Act, 1956 in this behalf.

28. To insure with any other company, firms or persons against any losses, damages and risks of all kinds which may effect the company provided that nothing herein contained shall empower the company to carry on the business of life assurance, accident assurance, sire assurance, employee liability assurance or industrial assurance, or any business of insurance or reinsurance within the meaning of the Insurance Act, 1938 or any Act amending, extending or re-enacting the same.

29. To accept gifts of property, shares or assets in connection with the attainment of main objects of the Company.

30. To employ, engage, accept experts, consultants, collaborators, Indian and foreign, and to acquire technical information, processes, engineering, manufacturing and operating data plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the businesses or in connection with any of the operations of the Company and pay them for rendering services to company in any manner in particular by issue of stocks, shares, debentures of the Company.

31. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants and laborers and to remunerate any such person at such rate as shall be thought fit.

32. Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commissior agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or issue of shares, debentures or other securities of the Company by the granting of options to take the same or in any other manner al owed by law.

33. To purchase or by other means acquire and protect, prolong and renew whether in India or elsewhere any patents, rights, brevets d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and manufacture and to spend money in experimenting upon and testing and improving or seeking to improve any patent, inventions or rights which the Company may acquire or propose to acquire.

34. To spend money in experimenting on and in testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or proposes to acquire.

35. To sink wells, and shafts, lay down pipes, construct, maintain and improve any tramways, roads, sidings, railways, telegraph and telephone lines wharves, piers, docks, canals, reservoirs, watercourses, warehouse, sheds and other buildings and work calculated directly or indirectly to advance the interest of the Company and to pay or contribute to the expenses of constructing, maintaining and improving any such works.

36. To acquire, use, develop or otherwise turn to account any method, system or process of construction by the use of steel, iron, cement, concrete, wood or other material or any combination thereof in connection with the business of the Company.

37. To buy, sell, manufacture, repair, refine, manipulate, alter, improve, exchange, let out on hire, import, export, and deal in all factories, engines, works, plants, machinery wagons, rolling stock, tools, implements, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business which may seem capable of being profitably dealt with, in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the Company.

38. To purchase, charter, hire, build or otherwise acquire vehicles and vessels of any or every sort or description for use on or under land water or in the air and to employ, equip and load the same for the carriage of merchandise of kinds or passengers, and to let out, to hire and to trade with any such vehicles, vessels or any part thereof when not required for the Company's business at such rates of freight and on such terms as may be considered advantageous to the Company.

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39 To subsidize or contribute to or otherwise assist in or take part in the construction, maintenance, improvement, management, working control or superintendance of any operations of works or buildings useful or expedient or convenient or adaptable for the purposes of the Company which may be constructed or may belong to or be worked by or be under the control or superintendence of others, and to subsidize or otherwise assist any persons or Companies responsible for or concerned or interested in any undertaking or operation in conjunction with the Company.

40. (a). To establish, maintain and operate general educational institutions, schools, colleges and hostels for the benefit of the children of the employees or ex-employees of the Company, their dependents or connection of such persons and others and to make grant and awards and grant scholarships.

(b). To establish, maintain, and operate technical training colleges, schools, and other institutions for the training, education and instruction of students and other who may desire to avail themselves of the same, hostels for chemicals engineers, power engineers, civil engineers, mechanical engineers, production engineers, and other engineers of al types, technologists, surveyors, draftsman, and all other technical staff and artisans and mechanics of all types and kinds, and accountants and others in India or in any part of the world, to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, storekeepers and other personnel likely to be useful to or assist in any business which the Company is authorised to carry on.

(c). To establish, maintain and operate hospitals, dispensaries, first aid centers and other medical institutions, public health installations, markets, shops and stores, clubs, cinemas and entertainment places, motor transport services, housing colonies, hotels and restaurants, guest houses, hostels, dairies, fire service stations for the benefit of employees and their families and others.

(d). To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical search and experiments, to undertake and carry on scientific and technical researches, experiments, and tests of all kinds, to promote studies and researches both scientific and technical investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers, to grant donations and by providing or contributing to the awards of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

41 (a) To provide for welfare of the Directors or former Directors or the employees or former employees of the Company, and the wives, widows and families of such persons, by building or by contributing to the building of houses, dwelling houses, or by grant of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing to provident and other funds and providing or subscribing towards schools, places of instructions and recreation and hospitals,

dispensaries, medical and other attendance and other assistance as the Company shall think fit and to form, subscribe, assist or guarantee money for charitable, benevolent, religious, scientific, national, public or other institutions or objects or purposes.

(b) To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national pubic or local interest to any national, trust, public body, museum, corporation or authority or any trustees on behalf of any of the same or of the public.

42. To aid, peculiarly or otherwise, any association, body or movement having for an object the solution, settlement, or summoning of industrial or labour problems or troubles or the promotion of industry or trade.

43. To undertake and execute any trusts and undertaking which may seem to benefit the Company either gratuitously or otherwise.

44. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, circulars, publication of books and periodicals and granting prizes, rewards and donations.

45. To institute and defend any suit, appeal application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.

46. To take up all or any one or more of the above mentioned objects simultaneously or one after the other or to keep any one or more of the objects in abeyance for any period of time if and when necessary.

47. To do all or any of the things hereby authorised either alone or in conjunction with, or in partnership with any person, firm or body corporate, or as factors, trustees or agents of any other companies or persons or by or through any factors, trustees, or agents.

48. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herewith 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 or parts thereof.

C. **The other objects for which the Company is established** are:

1. To buy, sell, manufacture, and deal in goods, wares and merchandise (including all conveniences or necessaries of life which may be used or required by workmen or others whether employed by the Company or not) and to open and keep shops or stores, and generally to carry on manufacturing, trading or other business.

2. To issue, place, underwrite or guarantee the subscription of or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture-stocks, bonds, stocks and securities of any company, whether limited or unlimited or incorporated in India or elsewhere at such time as may be agreed upon.

3. To construct, execute, carry out, equip, improve, work, purchase or otherwise acquire, hire, lease, develop, administer, manage or control in India or elsewhere works and conveniences of all kinds including workshops and engineering establishments of all kinds, quarries, barrages, dams, sluices, locks, embankments, moles, breakwaters, docks, quays, harbours, piers, wharves, canals, tanks, bridges, aqueducts, reservoirs, irrigation, reclamation, improvement, river works of all kinds, barges, steamers, ships and all kinds of craft capable of being used for transport of all kinds of goods and articles on water, railways, ropeways, tramways, roads, sewage, drainage, sanitary, paving, water, gas, electric, light, telephonic, telegraphic, wireless, hydroelectric, and power supply works, and hotels and warehouses, markets, cinemas, theatres, schools, colleges and all kinds of educational institutions, and buildings, private or public houses, villages, sheds, dwelling, offices, shops and stores and all other works or conveniences whatsoever.

4. To carry on the business of running motor lories, motor taxis, mini buses, and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.

5. To trade, deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime and building construction requisites and to carry on the business of builders, contractors, architects, decorators and furnishers.

6. To carry on the business as manufacturers of or dealers in pulp and paper of all kinds and articles made from paper and pulp, card boards, wall ceiling papers, and packaging cartons, and newspapers and newsprint's.

7. It is hereby declared that the word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or body of persons whether incorporated or not.

IV The liability of the members is limited.

V. The Authorized Share capital of the company is 2,00,00,000/- (Rs. Two Crore Only) divided into 2,00,000 (Two Lacs only) equity shares of Rs. 100/- each (Rupees Hundred only) each.

We the several persons whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance to 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.

Name, addresses, Description & occupation of subscribers	Numbers of equity shares taken by each subscriber	Signature of Subscriber	Name, Addresses description, occupation and signature of the witness
① Cypress Holdings Ltd. (A company formed under the laws of United States of America having its registered office at 325 N. St. Paul St, Suite 4900, Dallas, Texas 75201 Through its authorized power of attorney holder/ authorized signatory: Mr. Thomas J. Lousdale II S/o Mr Thomas J. Lousdale Sr. R/o 5909 Mountain View DRIVE, Austin, Texas 78731 USA (Occupation - CEO)	999 (Nine hundred and ninety Nine only) equity shares of Rs. 100/- (Rupees one hundred only)		Witness The Signatures of all Subscribers who have signed in my presence. SAMANTHA CONKEY Notary Public, State of Texas My Commission Expires FEBRUARY 3 2016
② Mr. Thomas J. Lousdale II S/o Mr. Thomas J. Lousdale Sr R/o 5909 Mountain View Drive, Austin, TEXAS, 78731 USA (Occupation - CEO) Nominee Shareholder for Cypress Holdings Ltd having its registered office at 325 N St. Paul street, Suite 4900, DALLAS, TEXAS 75201 USA	1 (One only) equity share of Rs 100/- (Rupees One hundred only)		

Place: Texas, USA
Date: 20th November 2012

The State of Texas

Secretary of State

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This Apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued.

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

1. Country	United States of America
This public document 2. has been signed by	SAMANTHA CONKEY
3. acting in the capacity of	Notary Public, State of Texas
4. and bears the seal/stamp of	SAMANTHA CONKEY, Notary Public, State of Texas, Commission Expires: 02-06-16

CERTIFIED

5. at Austin, Texas	6. on November 20, 2012
7. by the Secretary of State of Texas	
8. Certificate No. N-881254	
9. Seal	10. Signature:

Hope Andrade
Secretary of State

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