The Companies Act, 1956

(Private Company Limited by Shares)

ARTICLES OF ASSOCIATION
OF

"Cypress Industries India Private Limited"

PRELIMINARY

1. Subject as hereinafter otherwise provided, the regulations contained in Table A in the Schedule I of the Companies Act, 1956, shall apply to this Company so far as they are applicable to private companies except so far as they have been impliedly or expressly modified by what is contained in the Articles hereinafter mentioned.

DEFINITIONS & INTERPRETATION

2. **Definitions:**

In these articles unless there be something in the subject or context inconsistent therewith, the following words or expressions shall have the following meanings:-

Word or Expression	Meaning
"Company"	The company above named i.e. "**Cypress Industries India Private Limited**"
"Act"	The Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.
'Director"	Any individual elected or appointed to serve as a director on the Board pursuant to these Articles.
"Board" or "Directors"	The Board of Directors of the Company.
"Board Meeting"	A meeting of the Directors duly called and/or constituted or as the case may be, the Directors assembled at a Board or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
"Month"	A calendar month.
"Year"	A calendar year.
"These Presents"	The Memorandum of Association and these Articles of Association as originally framed or the regulations of the Company for the time being in force.
"Seal"	The common seal for the time being of the Company.
"Ordinary Resolution" and "Special Resolution"	They shall have the meaning assigned thereto respectively in Section 189 of the Act.
"Member"	A duly registered holder of equity share and also includes the holder of preference share from time to time of the Company but does not include the bearer of a share warrant.

"Paid up"	It includes credited as paid up.
"In Writing" and "Written"	It shall include printing, lithography or part printing and part lithography and any other mode or modes or representing or reproducing words in visible form.
"The Office"	The Registered Office of the Company for the time being.

3. **Interpretation:**

- The words imparting the singular number shall include the plural numbers and vice versa.
- The words imparting the masculine gender shall include the feminine gender and vice versa.
- The word 'Debenture" includes debenture stock and bonds.
- The word "person" shall include a Company or corporation.

Subject as aforesaid and except where the subject or context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

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

a) 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, and were Members of the Company while in that employment, have continued to be Members after the employment ceased) shall not exceed fifty but where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this paragraph be treated as a single Member.

b) Any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited; and

c) The right to transfer the shares of the Company shall be restricted as hereinafter provided.

d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

CAPITAL

5. The authorized 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. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes respectively and to attach thereto any right and to consolidate or sub- divide or re-organize the shares and subject to Section 106 of the Act. Such preferential, deferred, or other special rights, privileges, conditions or restrictions, as may be determined by the Directors in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.

6. The Board of Directors may allot and issue shares in the capital of the Company as payment or part payment for any property, goods or machinery, sold or transferred or for services rendered to the Company.

SHARES & CERTIFICATES

7. Except as required by law or ordered by a Court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any benami, equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only by These Presents or by law otherwise provided) any other rights in respect of any share, except in an absolute right to the entirety thereof in the registered holder.

8. Subject to the provisions of the Act, any preference shares may, with the sanction of a special resolution be issued on the terms that they, or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

9. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein-before mentioned no share shall be sub-divided. Every forfeited or numbered share shall continue to bear the number by which the same was originally distinguished.

10. Subject to the provisions of these Articles of Associations and of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit and (subject to the provisions of the Act) either at a premium or at par or at discount.

11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

12. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding two rupees, and on such terms, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence as the Directors think fit.

13. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provision of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

LIEN

14. The Company shall have a first and paramount lien-

    a) on every share (not being a fully paid share), for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
    b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the Company.

    subject to section 205A of the Act. The Board of Directors may at any time declare any share to be wholly or partly exempt from the provisions of this clause.

15. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien; Provided that no sale shall be made:

a) unless a sum in respect of which the lien exists is presently payable, or

b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

17.

i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.

iii. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

18.

i. The proceeds of the sale shall be received by the Company and applied in the payment of such part of the amount in respect of which the lien exists as is presently payable.

ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the shareholders on the date of the sale.

CALLS ON SHARES

19. The Directors may, from time to time, subject to the terms on which any shares may have been issued, make such calls as they think fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotments thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by instalments.

20. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. Not less than fourteen days notice of any call shall be given specifying the time and place of payment and to whom such payment shall be made.

21. The Board may from time to time and at its discretion, extend the time fixed for payment of any call and may extend such time as to any Members as the Board may deem fairly entitled to extension by reason of residence at distance or other cause; but no Member shall be entitled to such extension save as a matter of grace and favour.

22.

i. If any Member fails to pay any call, due from him on the day appointed for payment thereof, or any extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall, from time to time, be fixed by the Board.

ii. The Board shall be at liberty to waive payment of any such interest either wholly or in part.

23. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant or one of the shareholders of the Company or one of the joint holders is entered in the books of the Company as the holder of the shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call, nor that the quorum of Directors was present at the Board meetings at which any call was made, nor that the meeting was duly convened or constituted, nor any other matter but the proof of the matters aforesaid shall be conclusive evidence of the debt.

24. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of calls then made upon the shares in respect of which such advances have been made, the Company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon. Money so paid in excess of the amount of call shall not rank for dividend or participation in profits or any voting rights until the same would, but for such payment become presently payable. The Directors may at any time repay the amount so advanced upon giving to such Member three months notice in writing.

FORFEITURE OF SHARES

25. If any Member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may, at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

26. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of call or instalments, interest and expenses, at or before the time and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.

27. If the requirements of any such notice as aforesaid be not complied with, any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture subject to the provisions of the Act.

28. When any shares shall have been so forfeited, notice of the resolution shall be given to the Member in whose name the shares stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the register but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

29. Any shares so forfeited shall be deemed to be property of the Company and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

30. The Directors may, at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof on such conditions as they think fit.

31. Any Member whose shares have been forfeited shall notwithstanding the forfeiture remain liable to pay and shall forthwith pay to the Company any calls, instalments, interest and expenses, owing upon or in respect of such shares at the time of the forfeiture together with interest thereon, from the time of forfeiture until payment at 12 per cent per annum, and the Directors may enforce the payment thereof, without any deduction or allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so.

32. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

33. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and has been duly authorised by the Board, and that certain shares in the Company have been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt by the Company of the consideration, if any, given for the shares on the sale or disposal thereof shall constitute a good title to such share and shall not be bound to see to the application of the purchase money nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposal.

TRANSFER AND TRANSMISSION OF SHARES

34. The Board may, subject Section 3 of the Act and subject to the right of appeal conferred by Section 111 of the Act, at its own, absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of any shares in the Company to any person of whom it does not approve and in particular, may so decline in any case in which the Company has a lien upon the shares or any of them. The registration of a transfer shall be conclusive evidence of the approval by the Board of the transferee but so far as regards the share or shares in respect of which the transfer is so registered and not further or otherwise and not so as to debar the Board from declining to register any subsequent or other transfer or other shares applied for in the name of such transferee.

35. Any Member desiring to sell any of his shares shall notify in writing to the Board of Directors details of the proposed transaction such as the number of shares, the fair value and the name of the proposed transferee and the Board of Directors shall, within seven days from the date of such notice, notify the non-transferring shareholders about the proposed transaction. In case any of the non-transferring shareholder is willing to purchase the shares on the same or more consideration that shareholder shall notify the Board of Directors his willingness within 21 days from the day of the notice. Upon receipt of such notice the transferring shareholder shall transfer the shares to that non-transferring shareholder.

36. On the death of a Member, the survivor or survivors where the Member was a joint holder and his legal representatives where he was sole holder, shall be the only persons whom the Company may recognise as having any title to or interest in the shares.

37. The Company shall incur no liability or responsibility whatsoever in consequences of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent owner thereof (as shown or appearing in the register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares not withstanding that the Company may have had notice of such equitable right, title or interest by notice prohibiting registrations.

38. The person becoming entitled to a share by reason of the death or insolvency of the holders shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not, before being registered as a Member in respect of the said shares, have or exercise rights conferred by Membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer shares and if notice is not complied with within sixty days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of the share until the requirements of the notice have been complied with.

ALTERATION OF CAPITAL

39. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

40. The Company may, by ordinary resolution.

a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, subject, nevertheless, to the provisions of Companies Act;

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

d) Subdivide the authorised share capital into equity and preference capital.

BORROWING POWERS

41. Subject to the provisions of Section 292 of the Companies Act, 1956, the Board of Directors shall be entitled and are hereby empowered at their discretion to borrow or raise money to any extent and in such manner as they may deem fit and in particular by the issue of debentures or debenture stock perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other Company in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the properties, assets, or revenues of the Company present or future including its uncalled capital.

42. If any uncalled capital of the Company is included in or charged by any mortgage or other securities, the Directors may subject to the provision of the Act and These Presents, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

43. The Company shall comply with all the provisions of the Act in respect of the mortgages or charges created by the Company and the registration thereof and the transfer of the debentures of the Company and the register required to be kept in respect of such mortgages, charges and debentures.

44. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

DIVIDEND AND RESERVE

45. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

46. The Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

47. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves, which shall, at the discretion of the Board, be applicable, for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investment (other than the shares of the Company) as the Board may, from time to time, think fit.

48. The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

49. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof, the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the nominal value of the shares.

50. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on a share.

51. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such shares shall rank for dividend accordingly.

52. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

53. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of one of the joint holders who is first named on the register of Members, or to such person and to such address as the holder or joint holders may in writing direct.

54. Every such cheque or warrant shall be made payable to the address of the person to whom it is sent.

55. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

56. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

57. No dividend shall bear interest against the Company.

58. For the purpose of voting at the General Meeting, on a poll being demanded, the holder of equity shares in person or by proxy shall have one vote for every share held by him. Holders of preference shares, as and when issued, shall not have any voting rights.

GENERAL MEETING

59. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

60. The Board may, whenever it thinks fit, call an extra-ordinary general meeting.

61. At least twenty one (21) days notice specifying the place, the day and the hour of General Meeting (whether annual or extra-ordinary) and in the case of special business, the general nature of such business, shall be given to the Members, but accidental omission to give such notice to or non-receipt of such notice by any Member shall not invalidate the proceedings of the General Meeting. A General Meeting may, with the consent of all the Members, be called on shorter notice and in such manner as the Members think fit.

62. The Chairman of the Board of Directors shall preside at the General Meeting but if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same or is unwilling to preside, the Members present shall choose another Director or if no Directors be present or if all the Directors present decline to take the chair, the Members shall choose a Member present to be the Chairman of the Meeting.

63. The Chairman may, with the consent of any Meeting of which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting from which adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned Meeting.

64. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

BOARD OF DIRECTORS

65. Subject to Section 252 of the Companies Act, 1956 and unless and until otherwise determined by the Members of the Company in General Meeting, the number of Directors shall not be less than two (2) nor more than Twelve (12). The Directors shall not be liable to retire by rotation.

66. The Board of Directors will have power to appoint Additional Directors, subject to the maximum mentioned above, who shall hold office until the next General Meeting but, however, such Additional Director shall be eligible for re-appointment at the General Meeting.

67. The Board shall have the power to appoint Alternate Directors in the manner mentioned in Section 313 of the Act.

68. The first Directors of the Company shall be:

I. Mr. Thomas James Lonsdale II

II. Mr. Timothy Cullen O'Grady

III. Mr. Matthew Ross Conkey

IV. Mr. Vijayendra Shekhar

69. A Director of the Company shall not be required to hold any qualification shares.

70. The Board of Directors shall have power at any time and from time to time to appoint any one or more persons as special or technical or patron Director or Directors for such time and on such terms as they may determine. Such Directors shall not be required to hold any qualification shares and need not be Members of the Company.

71. The remuneration of each Director shall be such as the Board may fix from time to time. The Director may also be paid travelling and other out of pocket expenses incurred, if any, for attending meetings of the Board and/or any other work of the Company as the Board of Directors may determine.

72. Not less than seven day's notice of every meeting of the Board shall be given to every Director and to any alternate Director appointed in his place provided that any Director or alternate Director may by notice in writing to the Company waive this requirement either generally for all meetings within a specified period or specifically with regard to a particular meeting.

73. Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 292 thereof the Board may, from time, entrust to and confer upon any Director for the time being such of the powers exercisable under these present by the Directors as they may think fit and may confer such powers for the time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as they may think fit, and they may confer such powers, either collaterally with, or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF BOARD

74. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of equality of votes, the Chairman of the Board shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Board.

75. A meeting of the Board of Directors shall be held at least once in every three calendar months as required by Section 285 of the Act or any statutory modification thereof.

76. The quorum for meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher.

77. All acts done at any meeting of the Board or a Committee thereof or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or such person has been duly appointed and was qualified to be a Director.

78. Save as otherwise expressly provided in the Act, a resolution in writing signed by the required majority of the Members of the Board or a Committee thereof for the time being entitled to receive notice of meeting of the Board or Committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee, duly convened and held.

POWERS AND DUTIES OF DIRECTORS

79. The management and control of the business of the Company shall be vested in the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not, by the Act, expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

80. The Board may, subject to the provisions of the Act delegate any of its powers to a Committee consisting of such Member or Members of its body as it thinks fit. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.

81. All questions arising at any meeting of the Board shall be decided by a majority of votes of Directors present and voting. In case of equality of votes, the Chairman of the Board shall not have a second or casting vote.

INSPECTION OF ACCOUNTS

82. The Board shall cause proper books of accounts to be maintained under Section 209 of the Act.

83. The Board shall also, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations accounts books of the Company or any of them, shall be open to the inspection of members not being Directors.

84. No member (not being a Director) shall have any right of inspecting any account book or document of the Company except as conferred by law or authorized by the Board or by the Company in general meetings.

SECRECY

85. Subject to the provisions of the Act, every member, Director, manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall observe strict secrecy in respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall not 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 Board of Directors or by any general meeting or by a law of the country.

OPERATION OF BANK ACCOUNTS

86. 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 authorize any other person or persons to exercise such powers.

CAPITALISATION

87. The company in General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the company standing to the credit of the Reserve Fund or any Capital Redemption Reserve Account, or in the hands of the company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the Share Premium Account) be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of

dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any un-issued shares or debentures or debenture stock and that such satisfaction of their interest in the said capitalized sum. Provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purpose of this Article only be applied in the paying up of un-issued shares to be issued to Members of the Company as fully paid bonus shares.

INDEMNITY

88. Subject to the provisions of Section 201 of the Act, the Chairman, Directors, Auditors, Managing Directors and other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, administrators shall be indemnified out of the assets and funds of the Company from or against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee.

WINDING UP

89. If the Company shall be wound-up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or in kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

90. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

91. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

92. The Directors shall lay before each Annual General Meeting, the profit and loss account for the financial year of the Company and balance sheet made up to the end of the financial year only and audited by a qualified auditor under the provisions of the Act.

AUDIT

93. The Board of Directors shall appoint the first Auditors of the Company within one month after its incorporation who shall hold office till the conclusion of first annual general meeting.

94. The Directors may fill up any casual vacancy in the office of the Auditors.

95. The Company in the Annual General Meeting shall fix the remuneration of the Auditors except that remuneration of the first or any Auditors appointed by the Board of Directors may be fixed by the Board of Directors.

BUY BACK OF SHARES

96. Subject to the provisions of section 77A of the Act, the Company may purchase its own shares other specified securities (hereinafter referred to as ("Buy Back") out of its free reserves or the securities premium account or the proceeds of any shares or other specified securities by passing a special resolution in the General Meeting.

ISSUE OF SWEAT EQUITY

97. Subject to the provisions of section 79A of the Act, the Company may issue sweat equity of a class of shares already issued, in the General Meeting by passing a special resolution specifying the number of shares, current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued.

NOMINATION OF SHARES

98. The Company shall recognize the right of every holder of shares in, or holder of debentures of the Company at any time to nominate, in the prescribed manner, a person to whom his shares in, or debentures of, the Company shall vest in the event of his death subject to the provisions of Section 109A of the Act.

INTER-CORPORATE LOANS AND INVESTMENTS

99. Subject to the provisions of section 372 A of the Act, the Board shall have the power, from time to time and at their discretion to make any loan to any other body corporate, give any guarantee, or provide security, in connection with a loan made by any other person to or to any other person, and acquire by way of subscription, purchase or otherwise the securities of any other body corporate.

THE SEAL

100. The Company shall have a Common Seal and the Board shall provide for the safe custody thereof. The Seal shall not be applied 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 in the presence of one Director or such other person as the Board may appoint for the purpose, and such Director or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in his presence.

101. Subject to Section 201 of the Act, every Director, officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability, cost or expense incurred by him in defending any proceedings (including attorneys' fees and expenses) 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.

102. Wherever in the said Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry such transaction as has been permitted by the Act, without there being any specific regulation in that behalf herein provided.

ALTERATION OF ARTICLES

103. The Articles set out hereinabove may be altered or amended at any time subject to the provisions of the Act, any statutory modification or re- enactment thereof and/ or rules and regulations framed there-under.

Sl. No.	Name, address, description and occupation of each subscriber	Signature of Subscriber	Signature of witness with address, description and occupation
1.	CYPRESS HOLDINGS, Ltd. (A Company under the laws of United States of America having it's registered office at 325 N St. Paul St, Suite 4400, Dallas, Texas 75201 Through its authorized Power of Attorney holder/authorized signatory: Mr. Thomas J. Lonsdale II S/o Mr. Thomas J. Lonsdale Sr. R/o 5909 Mountain Villa Dr, Austin Texas 78731, USA (Occupation - CEO)		Witness The Signatures Of All Subscribers Who Have Signed In My Presence 11/20/12 Samantha Conkey SAMANTHA CONKEY Notary Public, State of Texas My Commission Expires FEBRUARY 6, 2016
2.	Mr. Thomas James Lonsdale II S/o Mr. Thomas James Lonsdale Sr. R/o 5909 Mountain Villa Drive, Austin, Texas 78731 USA (Occupation - CEO) Nominee Shareholder for Cypress Holdings Ltd. having its registered office at 325 N St. Paul Street, Suite 4400, Dallas, Texas 75201		

Dated: 20th November 2012
Place: Texas, USA

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 puhlic 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-881253	
9. Seal	**10. Signature:**

Hope Andrade
Secretary of State

ST/eg