

(Section 18(1) of the Companies Act 1956)

CERTIFICATE OF REGISTRATION OF SPECIAL RESOLUTION PASSED FOR ALTERATION OF OBJECTS

M/s. LANDMARC LEISURE CORPORATION LIMITED
having by Special Resolution passed on 31st March 2005
altered the provisions of its Memorandum of Association
with respect to its objects, and a copy of the said resolution
having been filed with this office on 20th April 2005
I hereby certify that the Special Resolution passed on31/03/05
together with the printed copy of the Memorandum of
Association, as altered, has this days been registered.

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MAHARASHTRA MUMBAI.



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CERTIFICATE OF INCORPORATION

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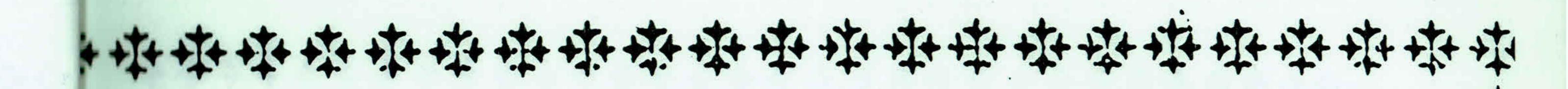
ी ःतद्दारा प्रमाणित करता हूं कि आज
कामानी अगिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह भागनी परिमाणित है।
I hereby certify that S. KUMARS FINANCE AND ELIVESTMENTS PRIVATE LIMITED
s thin day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.
itरे हालाकर से आज ता । Given under my hand at POMBAY this TWENTYSEVENTH

Che thousand nine hundred and NINETYONE

(B.L.PANIGAR)

कग्पनियों का रजिस्ट्रार

Nicil. Registrar of Companies Maharashtra



No. 11-60535

CERTIFICATE OF CHANGE OF NAME UNDER THE COMPANIES ACT, 1956.

In the matter of INVESTMENTS PRIVATE

I do hereby certify that pursuant to the provisions of section 23 of Companies Act, 1956 and the Special Resolution passed by the Company at its *** Extra-Ordinary General Meeting on the 17TH NCVEMBER, 1993

The name of S. KUMARS
FINANCE AND INVESTMENTS PRIVATE LIMITED

has this day been changed to " S. KUMARS FINANCE AND INVESTMENTS LIMITED

And that the said company has been duly incorporated as a company under the provisions of the said Act.

Unterlated this TWENTYFOURTH day of JANUARY One thousand nine hundred and ninety NXXX. FCUR.



(S.R.V.V.SATYANARAYANA)
ADDL. Registrar of Companies
Maharashtra, Bombay

No. 11- 60535

(Section 18(1) of the Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF SPECIAL RESOLUTION PASSED FOR ALTERATION OF OBJECTS

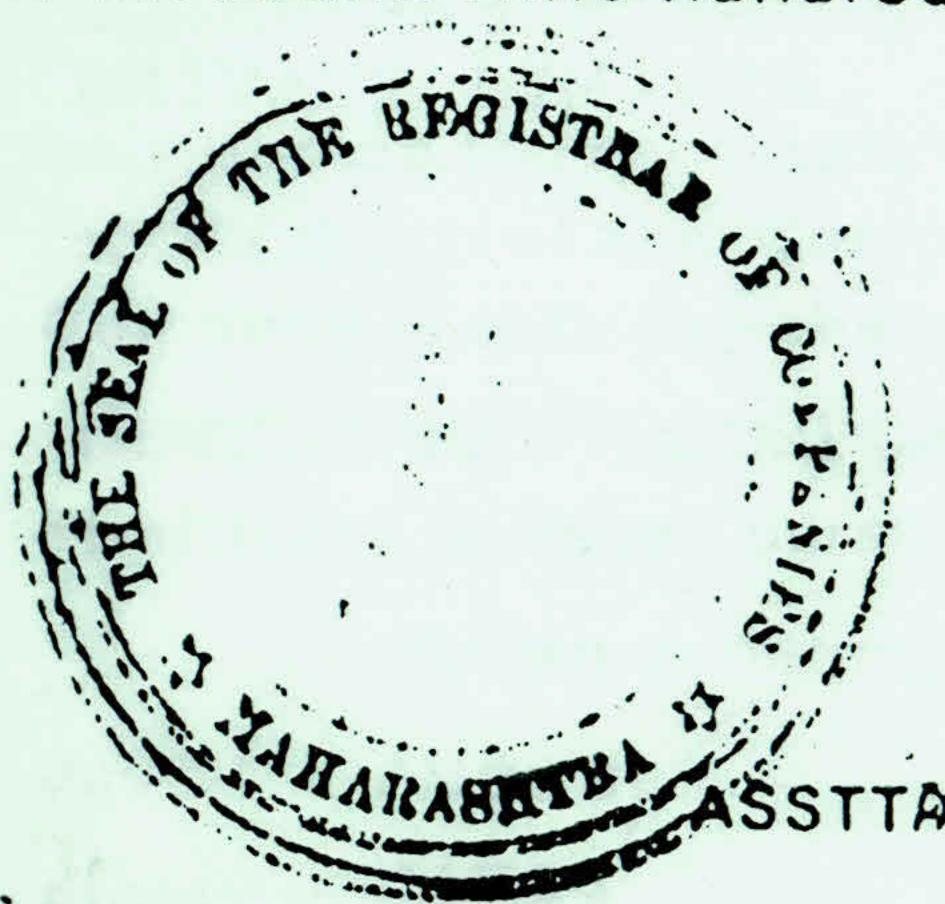
altered the provisions of its Memorandum of Association with respect to its objects, and a copy of the said resolution having been filed with this office on 19-7-1999 I hereby certify that the Special Resolution passed on 14-7- 1999 together with the printed copy of the Memorandum	M/s. S.KUMARS FINANCE AND INVESTMENTS LIMITED
with respect to its objects, and a copy of the said resolution having been filed with this office on 19-7-1999 I hereby certify that the Special Resolution passed on 14-7- 1999 together with the printed copy of the Memorandum	having by Special Resolution passed on 14-7-1999
having been filed with this office on 19-7-1999 I hereby certify that the Special Resolution passed on 14-7- 1999 together with the printed copy of the Memorandum	altered the provisions of its Memorandum of Association
I hereby certify that the Special Resolution passed on 14-7-	with respect to its objects, and a copy of the said resolution
1999 together with the printed copy of the Memorandum	having been filed with this office on 19-7-1999
	I hereby certify that the Special Resolution passed on 14-7-
of Association, as altered, has this days been registered.	1999 together with the printed copy of the Memorandum
	of Association, as altered, has this days been registered.

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Given under my hand at MUMBAI

Twenty-sixth day of July

One thousand Nine hundred ninety - nine.

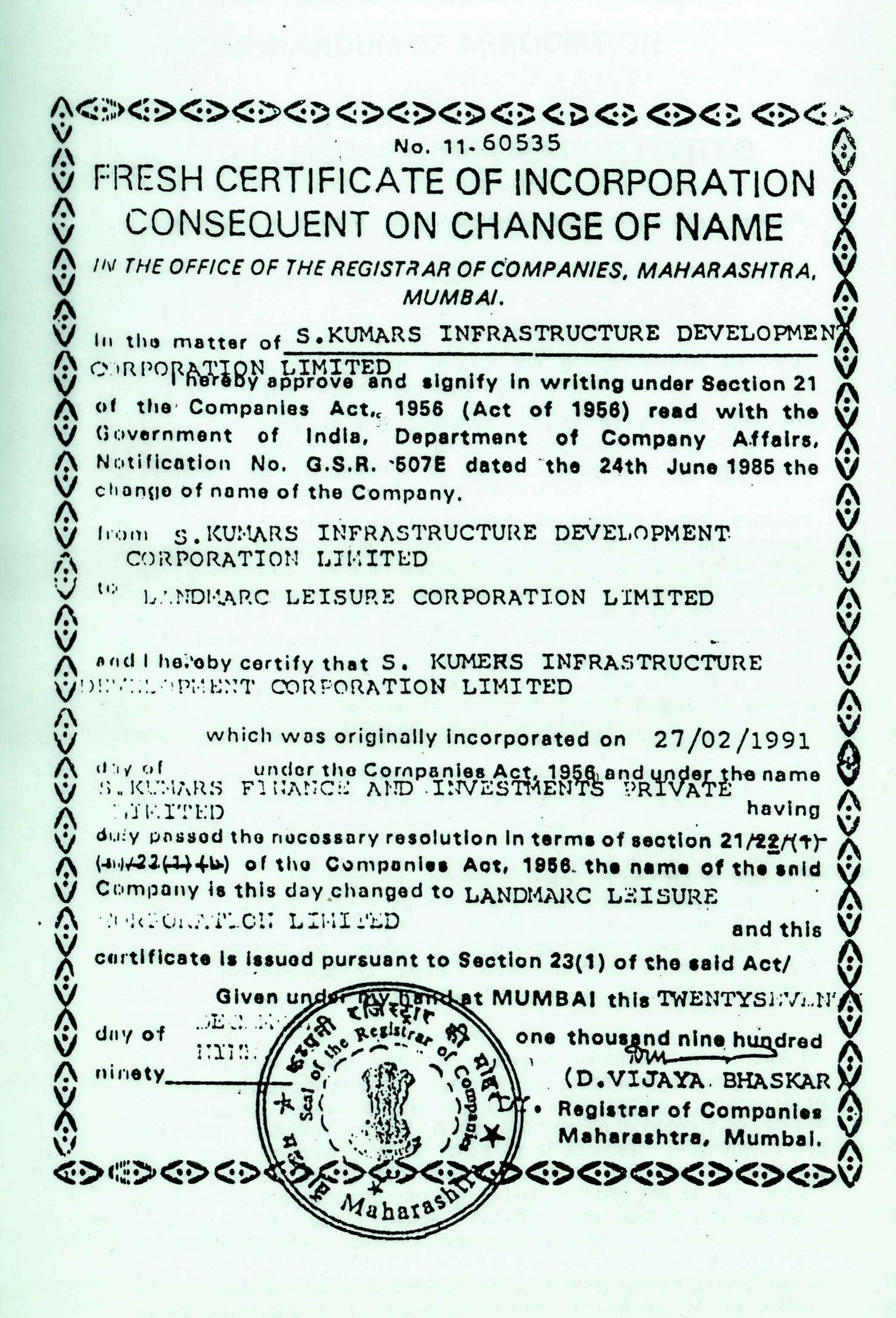


M.S. KARAMBE

SSTTANON / REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI.

じんしくうくうくりくりくりょうくりくりくりくりくう FRESH CERTIFICATE OF INCORPORATION A CONSEQUENT ON CHANGE OF NAME IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI. In the matter of S. KUMARS FINANCE AND INVESTMENTSA I lieraby approve and signify in writing under Section 21 of the Companies Act. 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, A Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company. S. KUMARS FINANCE AND INVESTMENTS LIMITED S.KUMARS INFRASTRUCTURE DEVELOPMENT 10 CORPORATION LIMITED and I hereby certify that S. KUMARS FINANCE AND INVESTMENTS LIMITED Twentywhich was originally incorporated on seventh day of Feb-9 under the Companies Act, 1956 and under the name S. KUMARS FINANCE AND INVESTMENTS having PRIVATE LIMITED duly passed the necessary resolution in terms of section 21/2001) Company is this day changed to S.KUMARS INFRASTRUCTUREA and this DEVELOPMENT CORPORATION cortificate is issued pursuant to Section 23(1) of the said Act/. Given under-my hand at MUMBAI'this Tenth one thousand nine hundred August day of ninoty - nine ; Registrar of Companies Maharashtra, Mumbai.

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THE COMPANIES ACT, 1956 COMPANIES LIMITED BY SHARES MEMORANDUM OF ASSOCIATION

OF

LANDMARC LEISURE CORPORATION LIMITED

- The name of the Company is LANDMARC LEISURE CORPORATION LIMITED.
- II. The Registered office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is established are:
- A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.
- 1. To Carry on business and publishers of any newspapers, journals, magazines, books and other literary works undertakings and publications including printings of reports, accounts statements and stationery, calendars, pictures and other works of arts
 - 1A. To carry on the trade or business as manufacturers suppliers broadcasters, marketers or in any other manner of audio programmes audio commercials, in flight audio for airlines, in store audio for retail business, tailor made audio programmes for local and export markets, for advertisers and their agencies, audio programming for other parties and for these purposes to apply for bid, establish, expand and acquire by any means, radio stations, time slots on the radio channels of All India Radio (AIR) and other Channels under AIR's scheme to permit private operators to operate segments of AM/FM output on stations owned by Government, AIR or any other person or body.
 - 1B. To carry on the business of manufacturers, producers, exhibitors, importers, exporters and distributors of television programs, television films and television software.
 - 1C. To Carry on the business of Advertising Agents and for that purpose to purchase and sell advertising time or space on any Radio Station or Television centre in India or abroad or any other kind of Media currently in vogue or which may be in vogue at any time like cinematography and including newspapers, souvenirs, hoardings, neon signs, buses, bus shelters, railways stations, electric poles and other display device of all kinds and descriptions to promote the sale or any other interest of clients.
 - 1D. To provide on-line and / or interactive information and news for business and general use and systems or processes relating to the productions, storage, distributions, marketing, networking and research through internet / portals and satellite technology and sale of goods and / or relating to the rendering of services, e-commerce and provide data processing techniques for systems, software and hardware solutions and programming work and to buy, sell hire, let on hire, lease, import, export, use, operate, convert, alter and in any manner, considered expedient to deal in such software systems.
 - 1E. To deal in internet commerce and all internet related activity thereby taking advantage of Electronic commerce possibilities on the internet including telemarketing, database marketing, internet marketing automated sales calls and interactive voice response electronic catalogs supply chain management merchandizing, trading storage, delivery of goods, internet based post sales and maintenance, support and electronic payment system.
 - 1F. To engage in the production, distribution, commissioning, acquisition of copyrights of films, entertainment programmes, music videos,

Entertainments events, game shows, talk shows etc, and t deal in such properties, whether in India or Overseas, for all kind of exhibition and commercial exploitation of such rights.

1G. To set up TV Stations, radio stations, broadcasting stations, cable networks and web casting facilities for the distribution of all products and services for the purpose of consumer entertainment information, education, knowledge, music and other emerging products/ services."

1H. To carry out the trade or business of setting up and running wellness centers, wellness stores, spas, salons, gymnasiums, yoga centers, fitness and weight loss clinics in India and abroad and retailing/selling/ wholesaling spa, beauty and wellness products, food and beverages and other related items.

11 To establish and run training centers for imparting training and knowledge by holding classes and practical's in relation to the wellness, beauty and fitness industry.

- 2. To acquire, buy take or give on lease, develop, renovate, improve, maintain, exchange or otherwise own property, dams, powerhouse, radio & TV station, air-ports, roads, ports, transmission lines, estate, ands, buildings, flats, garages, houses, halls, Jettys, godowns, retail shops/ showrooms, departmental stores, warehouses, office premises, towers, mills, factories, hotels, leisure centers, water parks, amusement park, dewelling houses, bridges or other immovable properties and preparing building site by planting, paving, draining and cultivating land and by demolishing constructing, reconstructing, altering, improving, furnishing maintaining, administering, equipping or subdividing properties by leasing or otherwise disposing of the same.
- 3. To carry on the business of Information Technology and Information Technology related, telecommunication, telecommunication related, communication systems, satellite and satellite related, software andsoftware related, computer hardware and hardware related, network and networking related, ERP and ERP Related, Internet and Internet related, E-Commerce and E-Commerce related and generally all business related to computers, computing and information technology both in India and overseas.
- 4. To generate, develop, accumulate, distribute, buy, sale, transmit or otherwise deal in all forms of energy including electricity, power, wind power, any type of hydel power, gas, coal and light and to promote and develop any project including power project, generation, transmission, distribution and refurbishing of power and to carry on any other activity related to power and generally to act as developers of infrastructure projects and to finance, amalgamate, enter into partnership or into any any agreement for sharing profits or losses, in joint venture with any company involved in Power Projects or related activities which the company is authorised to carry on and to give or accept by way of consideration for any of the acts, or things aforesaid or property acquired, any shares, debentures or other securities of any kind that may be agreed upon and to hold, retain, sell mortgage, or deal with the same.

Note: The objects Clauses Nos. 1A to 1G were added vide Special Resolution passed in Annual General Meeting of the Members of the Company held on Thursday, March 31, 2005 and clauses III(A) 1 and 2 were shifted under clause III(C) and subsequent clauses were re-arranged serially.

- B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY.
- To carry on the business of hire purchase and leasing transaction and to undertake the buying, selling, letting on hire, hire purchase or easy payment system of machinery and accessories and tools of all kinds, equipments all kinds for the transportation of goods and/or passengers by road rail, air or water, immovable, properties of all kinds, agricultural implements and machinery of all sorts, domestic or business appliance furniture, fittings, installation and all other things of whatsoever nature or description capable of being used therewith, or in the construction, manufacture, maintenance and/or working thereof.
- 6. To draw, make, accept, endorse discount, buy sell, and deal in bills of exchanges, promissory notes, bills of lading, warrants, coupons, import entitlements or other negotiable or transferable security or documents.
- 7. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
- 8. To acquire any shares, debentures, bonds, commercial papers notes, obligations or securities by original subscription, contract, tender,

- To carry on all or any business of guaranteeing the performance of any contract or obligation, guaranteeing the payment or repayment of capital, interest, including bank overdrafts, bills of exchanges and promissory notes and provide indemnities in connection therewith and become sureties for performance of any contracts or obligations and to act as promoters, underwriters, trustees, financial advisors and supervisors.
- To lend money either with or without security to such persons, firms or companies and upon such terms and conditions as the company may think fit.
- To borrow or raise or secure payment of money or received on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be through fit and it particular, by the issue of debenture or otherwise to mortgage, pledge or charge the whole or any part of the property or assets of the company so however that the company shall not carry on any Banking Business as defined by the Banking Regulation Act, 1949, subject to provisions of Section 58 A of the Companies Act & the Rules and Reserve Bank of India directives.
- To purchase or otherwise acquire and undertake the whole or any partof or any interest in the business, goodwill, property, contracts agreements, rights, privileges, effects and liabilities of any other company, corporation, partnership, body, person or persons carrying on or having ceased to carry on any business which the company is authorised to carry on upon such terms and conditions as may be deemed advisable.
- To Amalgamate, enter into partnership or into any agreement for sharing profits or losses in joint venture, which the Company is authorised to carry on and to give or accept by way of consideration for any of the acts, or things aforesaid or property acquire, any share, debentures or other securities of any kind that may be agreed upon and to hold, retain, sell mortgage or deal with the same.
- 15. Subjects to the provisions of Section 293 A of the Companies Act, to make donations to any persons, Company or association and to subscribe or guarantee money for any national, international charitable, benevolent, educational, public objects, which appear to be conducive to the interests of the company or its members.
- To pay out of the funds of the company all expenses which the company may lawfully pay with respects to the promotion, formation or registration of the Company or the issue of its capital.
- 17. To provide for the welfare of employees, their families and dependents, by creating and from time to time subscribing or contributing to contributory or non contributory provident fund or gratuity fund or pension fund or super annuation fund or other or other funds as the company shall think fit.
- 18. To create any depreciation funds, sinking fund, or other funds whether for appreciation or for repairing, improving, extending or maintaining any of the property of the company or for redemption of debenture or redemption of preference shares or for any other purpose whatsoever conducive to the interest fo the company.
- 19. To create any reserve or any other funds for any other purpose conducive to the interest of the company.
- 20. To place to reserve or to distribute as bonus shares among the members or otherwise 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 monies received in respect of dividends accured on forfeited shares, and monies arising from the sale by the company of forfeited shares.

- 21. To vest any movable or immovable property, rights or interests acquire or belonging to the company in any persons or company on behalf of c for the benefit of the company and with or without any declared trust i favour of the Company, subject to the provisions of the Companies Ac 1956 to distribute amongst the members in specie any property of the company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
- 22. To indemnify, officers, directors, agents and servants of the Compan against proceedings, cost, damages, claims and demands in respect of any thing done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which may happen in the execution of duties of their officer or relating thereof.
- 23. To employ, experts to investigate and examine into the condition management, prospects, value, character and encumbrances of an business concerns and undertaking and generally of any assests properties or rights.
- 24. To refer to or to agree to refer any claims, demands, dispute or question of any other matter by or against the company or in which the company is interested or concerned and whether between the company and the members or his or their representatives or between the company and third parties, to arbitration and to observe and perform and to do all acts deeds, matters, and things to carry out or enforce the awards.
- The Company may at any time receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and lagacies either from the shareholders or from any other person for all any of the objects of the company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the object of the company and the same shall be treated as forming part of the property of the Company and be applied accordingly.
- 26. To apply, tender, purchase or otherwise acquire any contracts, sub contracts; licenses and concessions, for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out dispose of or otherwise turn to account the same.
- To pay for any property or rights acquired by the Company either in cash or by the allotment of the shares of this company or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.
- 28. To carry on business or branch of business which this company is authorised to carry on by means of or through the agency of any subsidiary company or companies or otherwise and to enter into any arrangement with any such subsidiary company or companies for taking the profits and bearing the losses of any business or the branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to business or branch so carried on including power at any time, either temporarily or permanently to close any such business or branch and/or appoint directors or managers of any such subsidiary company.
- Subject to the provisions of the Companies Act, 1956 to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefits of the Company and with or without any declared trust in favour of the Company.
- 30. To acquire and hold by way of investment or resale, metals, bullion, gold, silver, diamonds, previous stones or ornaments and jewellery and paintings and coins and manuscripts and objects of art by tender, purchase, exchange or otherwise and to excercise and enforce all rights and powers conferred by or incidental to the ownership thereof and other things capable of being held by way of investments.
- 31. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as issue house, Registers and share transfer agents, financial advisers.

- To help, promote, implement, contribute to rural development schemes, associations clubs and institutions connected with rural development.
- 33. Subject to the provisions of the Companies Act to invest any moneys of the company, not for the time being required for any of the purpose of the Company in such investments as may be thought proper and to hold, sell, or otherwise deal with such investments.
- To amalgamate, enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint ventures or reciprocal concessions directly with the company whose objects are or include objects similar to those of this company.
- To carry on business either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, Sub contractors, or trustees or otherwise and to do all such things as are incidental or conductive to the attainment of the above objects.
- To spend on money on experimenting upon, testing, improving, security any process or processes, patent or protecting any invention or inventions which the company may acquire or propose to acquire or deal in with.
- To purchase, take on lease or in exchange or otherwise acquire any lands and building and any estate or interest in, and any rights connected with any such lands and buildings and to develop and turn to account any land and/or buildings acquired by the company and in particular by laying out and preparing the same for building purpose, constructing, altering, pulling down decorating, maintaining furnishing, fitting up and improving buildings and by planting, paving, draining, framing, cultivating, leting and/or selling and by advancing money to and entering into contracts and arrangement of all kinds with builders tenants and others

C. OTHER OBJECTS:

- To act and carry on business as carriers, ware housemans, snipping and forwarding agents.
- To undertake and execute any contracts for works involving the supply or use of any machinery or other materials or articles and to carry out any ancillary or other works comprised in such contracts.
- To Carry on the business as proprietors and publishers of newspapers, journals, Magazines, books and other literary works undertaking relating to management finance and investments.
- To carry on the business as consultants, advisers, planners and coordinators for or in respect of any civil, military industrial, commercial, government, semi government, local or public body projects, engineering and other amenities and/or prepare plans, designs, projects, schemes, survey reports, valuation reports and generally to act as consultants and valuers in respect of all works and conveniences which may appear to the Company to be profitable.
- To undertake or conduct market research and surveys for the purpose of establishing the data base relating to companies and other persons and to carry on studies and provide such services and facilities, conveniences and the like for the purpose of carrying on the business of financial consultants.
- To purchase or otherwise acquire land with or without buildings and machinery and/or to give, accept lease thereof and on such land to erect building also to purchase and erect plant and machinery for the works and purpose of the company and/or for leasing.
- To carry on business as importers, exporters, buyers and sellers and merchants and dealers in, merchandise goods, materials and machinery of all kinds, spare parts, accessories and equipments.
- To buy, sell market, merchandise and deal in, trade, develop, import, export and to manufacture and get manufactured all types of fibre, yarns, dyes, chemicals, fabrics, apparels hosiery and threads, either solely or in partnership with others.
- To act as stockist, distributors, commission agents, manufacturers, representatives or agents, selling and purchasing agents, distributors, brokers for any other company, firm corporation or persons.

- 47. To carry on business as traders, merchants, dealers, buyers, sellers, importers, exporters, brokers, adatias, distributors agents or otherwise in cotton fibre, yarn, fabrics & commodities of all types & kinds, raw materials, semi finished and finished materials.
- 48. To carry on the profession of consultants on management, employment, engineering, industrial and technical matters to industry and business and to act as employment agents.
- 49. To carry on the business as financiers and investors and for that purpose to provide financial facilities, enter into financial arrangements, hire purchasers, leases, deferred payments, financing industrial, commercial and other enterprises by way of accepting and/or giving short term and long term loans, advances and deposits, whether secured or unsecured in all kinds of immovable and movable properties, negotiate loan in any form or manner, to draw, accept, endorse, discount, buy, sale and deal in bills of exchange, hundies, promissory notes and other negotiable instruments and securities and to carry out all such operations and transactions as financiers and investors.
- To act as an investment company and for this purpose to invest money of the Company to acquire, purchase, sale, exchange, subscribe for hold and otherwise dispose off and deal in any shares, debentures, bonds, stocks, commercial papers, notes, units, securities, immovables, mortgages, obligations, including any rights, privileges or advantages therein.

AND IT IS HEREBY DECLARED THAT:

- The objects incidental or ancillary to the attainment of the main objects of the company aforesaid shall also be incidental or ancillary to the attainment of the other objects of the company herein mentioned.
- The word company (save when used with reference to this company) in the memorandum shall by deemed to include any partnership of other body or association of persons whether incorporated or not or whether domiciled.
- The objects set forth in each of the several clauses of paragraph III hereof shall extend to any part of the world.
- And that the intention is that of the object set forth in each of the several paragraphs of this clause, shall have the widest possible construction and shall be in no ways limited or restriced by reference to or inference from the terms of any other paragraphs of this clause or the name of the company, but may be carried out in as full ample manner and construction applied in as wide as sense as if each of the said Paragraphs defined the objects of a separate, distinct and independent company.
- v. Nothing in this Paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949 or the Insurance Act, 1938.
- IV. The Liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs 110,00,00,000/- (Rupees Hundred And Ten Crores) divided into 99,40,00,000 (Ninety Nine Crores Forty Lacs) Equity Shares of Rs 1(Rupees One) each, 10,60,000 (Ten Lacs Sixty Thousand) 1% Redeemable Cumulative Preference Shares of Rs 100/- (Rupees Hundred)each with the rights, privileges or conditions as are provided by the Articles of Association of the Company for the time being." (The Shares of the Company were subdivided from Rs. 10/- per share to Re. 1/- per share vide special resolution passed in the Extra Ordinary General Meeting held on 15th July, 2005)

We, the several persons, whose names, addresses and occupations are hereunder subscribed below, are desirous of being formed into a Company in pursuance of this memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Name, address, description and occupation of each Subscriber	Number of Equity shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and occupation
AMBUJ A. KASLIWAL S/o. Shri. Abhyakumarji Kasliwal, Padam 2, Flat 2, 4B, Peddar Road, BOMBAY - 400 026.		Sd/-	
INDUSTRIALIST			
WIKAS S. KASLIWAL S/o. Shri. Shambhukumarji Kasliwal Padam-1, Flat 17,		Sd/-	CHOKSHI, hokshi, ar Lane, Kano 0.067.
48, G. Deshmukh Marg, BOMBAY - 400 026. INDUSTRIALIST			Sd/- DRAVADAN A. S/o. Amratlal C. Apartment, Shank BOMBAY - 400
MUKUL S. KASLIWAL S/o. Shri, Shambhukumarji Kasliwal Padam-1, Flat 17, 4-B. Peddar Road, BOMBAY - 400 026.		Sd/-	4-B, Darshan
INDUSTRIALIST			

Bombay, 18th February, 1991