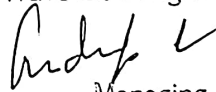

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
WAVE BEVERAGES PRIVATE LIMITED

For Wave Beverages (P) Ltd.


Managing Director


Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar





प्राप्त आर्क-आर

FORM NO. I.R.



निगमन का प्रमाण-पत्र CERTIFICATE OF INCORPORATION

सी आई एन... ३३००० पी वी २००४ टी सी २७७३१
CIN... U00000FB2004ETC27731

मैं यहाँ द्वारा प्रमाणित करता हूँ कि आज... वेव बेवरेज प्राइवेट लिमिटेड

कम्पनी अधिनियम १९५६ (१९५६ का १) के अधीन निगमित की गई है और यह कम्पनी परीक्षित है।

I hereby certify that... WAVE BEVERAGES PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No.1 of 1956) and the Company is limited.

मेरे हस्ताक्षर से आज तां... १५-१२-२००४ को दिया गया।

Given under my hand at JALANDEH this... 15th day of December... Two Thousand Four,

(24th Agrayayana, Saka, 1926)

(DIWAN CHAND)

कम्पनियों का रजिस्ट्रार
पंजाब हि० प्र० एवं चण्डीगढ़
Registrar of Companies
Punjab, H.P. & Chandigarh.

W

S

Surjit Singh Sahota
I.F.S.

Divisional Forest Officer
Amritsar Forest Division
Amritsar

For Wave Beverages (P) Ltd.

Andr

Managing Director

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

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the company.
4. To vest any movables or immovables property, rights, or interests acquired by or received or belonging to the Company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouses, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the company.
6. To undertake or promote scientific research relating to the business or class of business of the Company.
7. To acquire and takeover the whole or any part of the business, goodwill, trademark, properties and liabilities of any person or persons, firm, companies or undertaking either existing or new, engaged in or carrying on or proposing to carry on the business, this Company is authorized to carry on, possession of any property or right suitable for the purpose of the Company and to pay for the same either in cash or shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activating research and development, manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

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For Wave Beverages (P) Ltd.



Managing Director


Surjit Singh Sahota

I.F.S.

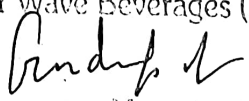
Divisional Forest Officer
Amritsar Forest Division

Amritsar

9. Subject to Sections 391 to 394A of the Act, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subjects to any laws for the time being in force, to undertake or to take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents patent rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licences concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the company on payments of fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with the same and to spend money in experiments upon, testing, or improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege, concession, licences or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any Other such purpose which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, authority person or company any rights, charters, contracts, licenses and concessions which the company may think desirables to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, and such other negotiable or transferable instruments, of all types, or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of business of the Company.

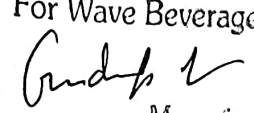

 Surjit Singh Sahota
 I.F.S.
 Divisional Forest Officer
 Amritsar Forest Division
 Amritsar

For Wave Beverages (P) Ltd.


 Managing Director

16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investment and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
17. Subjects to section 58A and 292 - 293 of the Act and the Regulations made thereunder and the Directions issued by the Reserve bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and the profits of the Company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or such other powers as may seem expedient and purchase, redeem or pay off any such securities.
18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirables, either gratuitously or otherwise.
19. To establish or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
20. To mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertaking, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
21. Subject to the Provisions of the Act, to distribute among members in specie or otherwise 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 distribute as dividend or bonus among the members or to place reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any moneys received in respects of forfeited shares, moneys arising from the sale by the Company of forfeited shares, subjects to the provision of the Companies Act 1956.
23. To employ agents or experts to investigate and examine into the condition prospects, value, character and circumstances of any business concerns and undertaking and generally of assets, properties or rights which the Company propose to acquire.


Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

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For Wave Beverages (P) Ltd.

Managing Director

24. To accept gifts, bequests, devises or donations of any movables or immovables property or any rights or interests therein from members or others.
25. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
26. Subject to the provision of Section 293-A, 293-B of the companies act, 1956 to subscribe contribute, gift or donate nay money, rights or assets for any national educational religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individuals or bodies corporate.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or services of the company which is a subsidiary of the Company or is allied to or is associated with the Company or with any such subsidiary company or who are or who were at any time Directors or officers of the Company or with any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.
30. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company Promoted by the Company and also all costs, charges duties, impositions and

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Surjit Singh Sahota

I.F.S.

Divisional Forest Officer

Amritsar Forest Division

Amritsar

For Wave Beverages (P) Ltd.

[Signature]

Managing Director

[Signature]

expenses of and incidental to the acquisition by the Company of any property or assets.

31. To send out to foreign countries, its directors, employees or any other persons or persons for investigating possibilities of main business or trade procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 1956 or such other status or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
33. To agree to refer to arbitration any dispute, present or future between the Company and any other company firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
34. To appoint, sub-agents, dealers, managers canvassers, sales representatives or sales men for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India world.
35. To undertake financial and commercial obligations, transactions and operations of all kinds.
36. To guarantee the performance of any contract or obligations and the payment of money or 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 directly or indirectly to further the main objects of the Company.
37. To Guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any Authority, supreme Municipal local or any persons whether incorporated or of not incorporated and to guarantee or become sureties for the performance of any contracts or obligations which may be necessary for the main business of the company
38. To subscribe for acquire and hold shares, share stock, debentures, bonds, debenture stock, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatever nature and whatsoever constituted or carrying on the main business and to subscribe for, acquire and hold shares, debentures and debentures-stock and debenture-bonds, mortgages, shares

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Divisional Forest Officer
Amritsar Forest Division
Amritsar

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For Wave Beverages (P) Ltd.

Managing Director

debentures and stocks and debenture bonds, mortgages, obligations and such other securities issued or guaranteed by any Government, trust, municipal, local such other authority or body of whatever nature whether in India or elsewhere as may be conducive to the main business of the company.

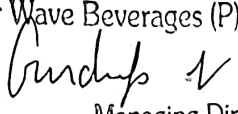
39. To adopt such means of making known the main business of the company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
40. To apply the assets of the company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and interests of masters, owner and employers against loss by bad debt, strike combustion, fire, accident or otherwise or for the benefits of any employee workman or others at any time employed by the Company or of its predecessors in business or other families or dependents and whether or not in common with such other persons or classes of persons and in particular of friendly, co-operative and such other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.
41. To aid pecuniary or otherwise any association, body or movement having for an object the solution, settlement of industrial or labour problems or troubles or the promotion of industry or trade.
42. Subject to the provisions of the Gift Tax Act, 1958 and the statutory amendments thereof, the company has power to make and gifts either in cash or other movables or immovable properties.
43. To do all such other things as may be deemed incidental or conducive to the attainment of the main objectives.

(C) THE OTHER OBJECTS ARE:-

1. To carry on the business as manufactures, traders, importers and exporters of and dealers in aluminum utensils, steel utensils, and other such types of utensils and kitchen requisites of all types.
2. To act business consultant, give advice, to engage in dissemination of information in all aspects of business, organization and industry in India and advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing, and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.


Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

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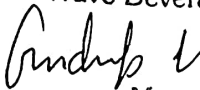

Managing Director

3. To carry on the business motor lorries, motor taxis, mini buses and conveyances of all kinds and to transport passengers, and goods and to do the business of common carriers.
4. To carry on business by wholesale or retail, or otherwise of interior decorators and furnishers, upholsters and dealer in and hirers repairs cleaners, stores and warehouses of furniture, carpets, linoleum's furnishing fabrics and such other floor covering, house hold utensils, china glass goods, fitting, curtains an such other household requisites of all types.
5. To carry on the business as brewers, distillers, bottlers, canners, preservers, coopers, dehydrators, malsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors by products therefrom, whether intoxicating or not, tonics, vitamin-beverages, flavored drinks, nectar, punch aerated waters and drinks whether soft or otherwise.
6. To carry on the business of tobacconists in all its branches and to sell, make up and manufacture tobacco, cigars, cigarettes and snuff.
7. To carry on cargo agents, travel agents, insurance agents, ship brokers, charter party contractors, ship agents, packing forwarding and clearing agents, salvors, wreck removes, wreck raicers, auctioneers, inspectors and observers of quality control custom-house agents, commission agents and general sales agents for any of the air liners, steam ship companies, railway and transport companies or any such person.
8. To carry on, the business of cold storage of fruits, vegetables seeds, fish, meat agricultural products, milk, dairy products and other such perishables items of such type.
9. To carry on business of production, distribution or exhibition of films and motion picture and running of theaters, cinemas, studios and cinematographic shows and exhibitions.
10. To trade, deal in and undertake manufacturing of bricks, tiles, pipes, cement lime and building construction requisites and to carry on all or any of the business of builders, contractors, architects, decorators, furniture and to acquire, hold, mortgage lease, take on lease, exchange or otherwise deal in lands, buildings, house, flats, bungalows, shops, hire- ditta-ments of any tenure or freehold for residential or business purposes.
11. To cultivate, grow, produce or deal in any agricultural, vegetable or fruit products and to carry on all or any of the businesses of farmers, dairyman, milk contractors, dairy farmers, milers, purveyors and vendors of milk and milk products, condensed milk


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For Wave Beverages (P) Ltd.



Managing Director

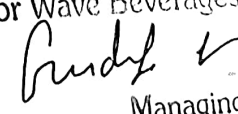
and powered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provision of all kinds.

12. To cultivate, tea, coffee, cinchona and other such similar product and to carry on the business of planters in all its branches, to carry on and do the business of cultivators, winners and buyers of every kind of vegetables mineral or such other produce of the soil, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail.
13. To carry on the business of manufactures of or dealers in pulp and papers of all kinds and articles made from paper and pulp such as card boards and wall and ceiling papers and packaging cartons and news prints.
14. To carry on the business of purchase and sale of petroleum, to act as dealers and distributors for petroleum companies, to run service stations for the repair and serving of automobiles and to manufacturing or deal in fuel oils, cutting oils and greases.
15. To carry on the business of iron-founders, makes of scientific, industrial and surgical instruments, mechanical engineers, and manufacturing of agricultural implements and other machinery, steel casting and forgings and malleable, iron and steel casting, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel converters, smith, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.
16. To carry on the business of hoteliers, motellers, restaurants owners, sweet-meat merchants, refreshments, room proprietors, refreshments room, cafeterias, discotheques, restaurants, and place for sale, custody, bailment, deposit or protection of the valuable goods and commodities.
17. To carry on the business of manufacturing and dealing in assembling, buying, selling, reselling, exchanging, altering repairing, importing, exporting, hiring, letting on hire, distributing, or dealing in motors cars, motor cycles, scooters, motor buses, motor lorries, motor vans, trucks, locomotive engines, trains, and all other road and rail conveyances, ships, boats, barges, launches, steamers, submarines and other underwater vessels, airplanes, aeroengines, flying boats, hydroplanes and aircrafts and aerial conveyances of every description, whether propelled or move as assisted by means of petrol, spirit, electricity, steam, oil vapour gas, petroleum, mechanical, animal or any other such motive power of all types.
18. To carry on the business of manufacturing, dying, coloring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and other fibrous substances and preparations and manufactures and cotton, silk,

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 Surjit Singh Sahota
 I.F.S.
 Divisional Forest Officer
 Amritsar Forest Division
 Amritsar

For Wave Beverages (P) Ltd.


 Managing Director

woolen, linen, hemp, jute, rayon, nylon, artificial silk and such yarn and all kinds of woven, synthetic blended textiles, manufactured from such yarn.

19. To carry on the business manufacturers and dealers in industrial machinery, bearings, speed reduction units, pumps, machine tools, agricultural machinery and earth moving machinery including road rollers, bull-dozer, dumpers, scrapers, loaders, shovels and drag lines and light engineering goods such as, cycles and sewing machines.
20. To carry on the business of manufacturers of all dealers in ferrous or non-ferrous metals iron & aluminum, brass, tin, nickel, special, steel and their products.
21. To carry on the business as manufacturers, stockist, importers and exporters of and dealers in engineering drawing sets, builders requisites steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such allied machinery, plant equipment and appliances of all types.
22. To carry on the business as manufacturers, stockiest, importers and exporters of and dealers in bolts, nuts, nails, hooks and such other hardware items of all types.
23. To carry on the business as manufacturers, stockiest, importers and exporters of and dealers in forging, castings, stamping, of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression molding, steel products and automobile parts.
24. To carry on business as manufacturers, stockiest, importers and exporters and repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch boards, coolers, engines, guns, presses and insulating material.
25. To carry on business as manufacturers, stockiest, importers and exporters of and dealers in wearables and unwearable fabrics, high-density polythene, and polypropylene, woven sacks and tarpaulins.
26. To carry on business as manufacturers of and dealers in and as stockiest, importers and exporters of packing material and belting materials, asbestos materials and fibers, insulation material and welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood glass, plastic, pulp, cellulose films, polythene, rubber metals, metal foils gelatin, tin, flexible, treated and laminated or other materials.
27. To carry on business as manufacturers of and dealers in and as stockiest, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminum foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors.

Surjit Singh Sahota

L.F.S.

Divisional Forest Officer
Amritsar Forest Division
Amritsar

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For Wave Beverages (P) Ltd.

Managing Director

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equipment, required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, batteries, and accumulators.

28. To sell, breed, import, export, improve, prepare, deal and trade in cattle, bird, poultry, game, live and dead stock of every description, eggs, pork pies sausages, pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, tables delicacies, bread, biscuits, wine, biscuits, and such other farinaceous goods and products, cocoa, confectionery, cakes and buns.
29. To carry on the trade and business of meal as manufacturers, dealers in consumables stores and provisions of all kinds, food stuffs, grain flour, seeds, fodder, cane, oils, corn, wheat, wheat products, stores, vegetables oils, ghee and vanaspati products.
30. To set up a tannery and to carry on business as manufacturers and dealers in and importers and exporters of leather and rawhides and skins.
31. To carry on business as manufacturers of and dealers in and as stockiest, importers and exporters of plastics, synthetic, resins, natural resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar other such products, tubes, pipes, sheets, films, whether molded extruded casted, formed or foamed.
32. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and metalliferous lands and to explore, work, exercise, develop and to account all sorts of major and minor mineral working of deposits of all kinds of minerals and subsoil materials and to crush, win, set, quarry, smelt, calcine, refine, dress, manipulate and prepare for the market ores, metals and mineral substances of all kinds and to carry on metallurgical operations in all its branches and to prepare, process, manufacture, assembled, fabricate, cast, fits, press, machine, treat, weld, harden, plate, temper, anneal any kind of metals and consequential products.
33. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, chemicals, acids, gases, compounds, fertilizers, chemical, products of every nature and description, intermediates, derivatives, all types of floatation greagents, wetting agents, insecticides, fumigates, dyestuffs, explosives, catalytic agents, direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin, products, hormones and products derived from phosphate mines, limestone quarries, bauxite mines, petroleum, nature gas and other nature deposits useful or suitable in the manufacturing of chemicals and chemical products to undertake the business of spraying of pesticides.
34. To manufacture generate produce, sell, dispose of and deal in industrial gases, domestic gases for heating and lighting gas, steam, heat / light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.

For Wave Beverages (P) Ltd.

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Managing Director

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Surjit Singh Sahota

I.F.S.

Divisional Forest Officer
Amritsar Forest Division
Amritsar

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35. To manufacture, buy, sell, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of surgical X-Ray units, X-Ray equipments, telecommunication machines, business machines, intercoms, teleprinters, dictating and recording machines, broadcasting apparatuses, loud speakers, radios, auto radios, reverberations, tape players, cassette tapes, head phones, stereo-complex speakers, radio control equipments, cameras, binoculars, microscopes, projectors, telescopes, television sets, refrigerators, coolers, radars, computers and spare parts.
36. To procure or develop and supply technical know how for the manufacture or processing the installation or erection of machinery or plant in the working mines, oil wells or other sources of mineral deposits or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishery or rendering services in connection with the provision of such technical know how.
37. To undertake guarantee and indemnity business to act as trustee, executors, attorneys, receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodians and trustees.
38. To deal in foreign exchange currencies and to convert currencies subject to approval of appropriate authorities.
39. To organize and carry on the business of advertiser, advertising, liputic by consultants and to organize propaganda and advertising campaigns by means of press advertisements, pamphlets, handbills, circulars, advertisements reels, posters, cinema slides or by any other such means of all types or through the means of radio television or any other such media of all types.
40. To undertake and execute, in India or any part of the world, turnkey projects for electrical installations, air-conditioning, refrigeration, heating, cooling, ventilation, humidification, sanitary, thermal and acoustic insulation work.
41. To carry on the business as manufacturers, traders, importers and exporters of and dealers, in all kinds of carpets and floor coverings, whether made of woolen, cotton, synthetic or such other fibers or fibrous materials of all types.
42. To carry on the business as manufacturers, traders, importers and exporters of and dealers, in cotton and jute, whether raw, semi-processed and all kinds of cotton and jute goods.
43. To carry on the business as shares and stockbrokers and to buy, sell and deal in all kind of shares, stocks, securities, bonds, debentures, units and such other instruments of all types.

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Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

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For Wave Beverages (P) Ltd.
Managing Director

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44. To carry on the business of public transporters and to ply all types of commercial vehicles such as trucks, temps and pick up vans for carrying goods of passengers anywhere in India.
45. To carry on the business as importers, export agents, distributors, stockiest, contractors, suppliers, dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchants of commodities, articles, products and merchants of any kind of nature.
46. To carry on the business of importers, exporters, dealers, traders, manufacture of traders, earthmoving equipments, canal equipments, Fuel injection equipments, machine tools and such other allied products thereof.
47. To secure sound investments of foreign capital in Indian undertaking and enterprises and Indian capital in foreign undertaking and enterprises.
48. To carry on the business of leasing and hire purchase Company and to acquire, to provide on lease or to be provided on hire purchase basis all types of Industrial and offices, plant equipments machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business and such other commercial and service business related thereto.
49. Subject to approval of RBI under Reserve Bank of India Act, 1934 as amended by RBI(Amendment) Act, 1997 to carry on the business as financiers (not amounting to banking business within the meaning of Banking Regulation Act, 1949) by way of loaning, lending and advancing money, to industrials, individuals, commercials and other enterprises.
50. To undertake and transact all kinds of agency business and to carry on the promote any business commercial or other wise under sound principals and / or to act as distributors, agents, underwriters, brokers, estate agents, middleman, contract man, representation and indenting agent on commission, allowance, as may be deemed fit in all commodities, merchandise and such other allied articles/lines of business.
51. To carry on the business of printing, publishing, multi-colour printing plate making and to deal in printing Ink, papers, printing machines and other printing materials.
52. To build, construct, establish, own, purchase, sell take on lease or exchange or otherwise acquire, hold, maintain, and manage industrial, commercial or residential buildings, apartment houses, hotels, motels, hostels restaurants, factory premises, godowns, goals, ware houses, flats, hostels, boarding houses, clubs, pleasure grounds and amusement parks, theaters, cinemas or such other show houses, meeting or lecture halls, libraries, health resorts, and sanatoriums, gardens, swimming pools, huts bazaar and markets, Melas and exhibition and to let, subject, give on lease or otherwise to permit use and occupation of the same for rent or hire

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For Wave Beverages (P) Ltd.

[Signature]

Managing Director

[Signature]
Surjit Singh Sahota

I.F.S.

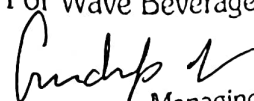
Divisional Forest Officer
Amritsar Forest Division
Amritsar

[Signature]

charges and to provide for the tenants and occupiers there of all or any of the conveniences commonly provided in residential, commercial and industrial quarters.

53. To invest, purchase, acquire, hold, underwrite, sell, exchange, deal in gifts, act as broker, sub-broker, receive or otherwise deal in shares, stocks, securities, deposits, units, real estates, debenture stock, bonds, trusts, instruments and all other instruments and all other types of securities and to render allied services, to act, arrange, manage and to provide all type of services as Managers to issue, advisors to issue, underwriters, Registrar and transfer agents, portfolio Managers, financial consultants, representatives, Management of assets, mutual funds growth fund, chit funds, trusts, indemnity and guarantee business to firms, associations and joint ventures, promote companies and its allied activities; to subscribe, purchase, take on lease or hire, or otherwise acquire membership of one or more stock exchange in India or abroad including OTCEI and to operate, run and manage the same.
54. To develop information technology covering E-Commerce, Internet Call Centers and Voice Call Centers.
55. To carry on the business of investment and to acquire hold or otherwise deal in shares, stocks, debentures, debenture stock, bonds, futures and options, obligations and securities issued and /or guaranteed by any government, sovereign ruler, commissioners, public body, or authority supreme, municipal, local or otherwise, whether in India or elsewhere and to undertake and carry out and execute any such other financial operations through Internet and /or otherwise.
56. To apply for the membership of any stock exchange in India and to carry on the business as shares and stock brokers, dealers of all recognised stock Exchange set up in India under the Securities Contracts (Regulation) Act 1964, and to act as underwriters, sub-underwriters, agents and sub-brokers for holding and dealing in stocks, shares and securities of all kinds.
57. To provide all kinds of internet services, E-commerce, E-mail support, IT Helpdesk, IT Enabled services, Telecom Enabled services, web development, web hosting, domain name services, Internet application development, web hosting, domain name services, Internet application development, data entry and processing, medical transcription, electronic publishing and faxing facilities through computer in India or abroad.
58. To give total consultancy by way of turnkey projects involving supply of technical, civil, financial, administrative, plant and merchandise, information, knowledge and experience, human resource/man power export and as such, undertake for and on behalf of a client to setup any plant or project in or outside India related to information Technology, software developments, software exports, business process reengineering, computer networks and Managerial Information Systems(MIS).

Surjit Singh Sahota 14
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

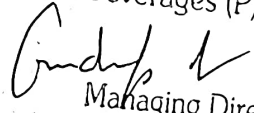
For Wave Beverages (P) Ltd.

Managing Director

59. To develop and export various types of commercial, engineering, Internet and all other kinds of software for worldwide market and to develop new avenues in the field of information technology, software development or allied lines.

60. To carry on the business of providing outsourcing services including field investigation, client verification, retail marketing, back office operations, revenue accounting, data entry, data conversion, processing of data, verification of data insurance claim processing, form processing, data base services order processing, reference data management, customer relationship management (CRM), credit card processing, asset financing, accounts receivables management, collections, third party logistics services and professional consulting services like industry specific consulting to various banks, insurance companies, manufacturing concerns, pharmaceuticals companies, legal firms & Govt. Institutions, Financial Institutions, airlines, travel companies, publishing houses, direct service providers, telecommunications companies etc.

IV. The liability of members is limited.

V. The Authorised Shares Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) Each and 20,00,000 (Twenty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each

For Wave Beverages (P) Ltd.

Managing Director

(W)


Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar


S.No.	Names, Address, Descriptions and Occupations of the subscribers	Signature of Subscriber	Name, Address, Description and Signature of witnesses
1.	RAJINDER SINGH CHADHA S/o S. KULWANT SINGH CHADHA B-508, NEW FRIENDS COLONY, NEW DELHI (BUSINESS)	SD/-	
2.	MANPREET SINGH CHADHA S/o S. GURDEEP SINGH CHADHA B-508, NEW FRIENDS COLONY, NEW DELHI-110065 (BUSINESS)	SD/-	WITNESSED SIGNATURE OF ALL SUBSCRIBERS SD/- (D.P. MAHESHWAR) CHARTERED ACCOUNTANT
3.	HARMADEEP SINGH KANDHARI S/o S. GURDEEP SINGH KANDHARI 74, AJIT NAGAR, PATIALA (BUSINESS)	SD/-	M.No. 81587 C/o ARORA & BANSAL 1401, VIKRAM TOWER, RAJENDER PLACE, NEW DELHI
4.	JASMEET SINGH KANDHARI S/o S. AMARJIT SINGH KANDHARI J-17, SANIK FARMS, NEW DELHI (BUSINESS)	SD/-	
5.	INDERPREET SINGH CHADHA S/o S. CHARANJIT SINGH CHADHA 606, GREEN AVENUE, AMRITSAR (BUSINESS)	SD/-	

Place : NEW DELHI

Dated : 15/12/2004

For Wave Beverages (P) Ltd.

Indip

Managing Director

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Surjit Singh Sahota

I.F.S.

Divisional Forest Officer
Amritsar Forest Division
Amritsar

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

I. PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table 'A' in the First Schedule to the Companies Act 1956 shall apply to the Company.

II. INTERPRETATION

2. (1) In these Regulations:-
- a) "Company" means Wave Beverages Private Limited.
 - (a) "Act" means the Companies Act 1956, and any statutory modifications thereof.
 - (b) "Seal" means the Common Seal of the Company.
 - (c) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
 - (d) "Office" means the Registered Office of the Company.
 - (e) "Board" or "Board of Directors" means the board of directors of the company as constituted from time to time.
 - (f) "Shareholders" mean all holders of shares in the company.
 - (g) "Share" or "Shares" means the equity shares in the company.
 - (h) "Rupees" or "Rs." means Indian rupees, the lawful currency of India for the time being
- (2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the company.

III. PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2(35) and 3 (1) (iii) of the Companies Act, 1956 and accordingly:-
- (a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the company and the persons who having been formerly in the employment of the company were members of the company while in employment and have continued to be members after the employment ceased) shall be limited to fifty; provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the company, they shall be treated as a single member, and
 - (c) The right to transfer shares in the company is restricted in the manner and to the extent hereinafter appearing.
 - (d) Prohibits any invitation or acceptance of deposits from persons other than its members directors or their relatives.

Surjit Singh Sahota
I.F.S.

Divisional Forest Officer
Amritsar Forest Division
Amritsar

For Wave Beverages (P) Ltd.

Managing Director

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IV. CAPITAL

4. 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 payable in the manner as may be determined by the Directors, from time to time be with power to, sub divide the shares or any of them, into shares of smaller amount, increase or reduce the capital in accordance with the company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original or increased or decreased into several classes and attach there to respectively such ordinary, preferential or special rights and conditions in such a manner as may for time being be provided by the Regulations of the Company will be Rs. 1,00,000/- (Rupees One Lac only)
5. The share shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms as the Directors think fit and to give any persons any shares whether at par or at premium and for such consideration as the Directors think fit.
6. The Directors may unanimously decide to give option to subscribe shares (i.e., ESOP's Stock Options) to its employees and Directors and allot shares in the capital of the company with or without voting rights, on such terms and conditions as the directors may deem fit.
7. Notwithstanding anything contained in these Articles, but subject to the provisions of section 77A of the Companies (Amendment) Act 1999 and subject to the Buy-Back Securities Rules, 1999, the company may, as and when it think fit, buy back such of its own shares or securities as it may think necessary subject to such limits and on such terms and conditions and at such times as the Board may at its discretion decide and deem fit.
8. Subject to these presents and the provisions of the Act, the shares of the company whenever issued shall be under the discretionary control and at the disposal of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times and at par or premium or discount with or without voting rights, as they may, from time to time, think fit and proper, may also allot and issue shares in capital of the company in payment or part payment for any property sold or transferred to or for services rendered to the company in or about the conduct of its business and the shares which may be so allotted may be issued as fully paid up shares and if so issued deemed to be fully paid up shares.
9. The company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.

V. LIEN

10. The company shall have a first and paramount lien upon all the shares (not Being a fully paid up share) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the company, whether the period for the payment, fulfillment or discharge thereof shall have actually a lien or not and such lien extend to all dividends from time to time, declared in respect of shares to be wholly or in part exempt from the provisions of this clause.

VI. CALLS ON SHARES AND TRANSFER OF SHARES

11. The Directors are empowered to make call on members of any amount payable at a time fixed by them.

Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

For Wave Beverages (P) Ltd.

Gurdeep Singh
Managing Director

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12. No member shall transfer any of his or her shares in the company to another person who is not a member of the company except in the manner provided in the clause 13 below.
 13. Subject to the provisions of section 108 of the Companies Act, 1956 any member desirous to sell/transfer any of his shares must offer the shares; he desires to sell/transfer, only to the other existing members of the company in the proportion of the shares held by such other members willing to buy the shares so offered. The member so desirous to sell/transfer and the board must offer such shares to the other shareholders in proportion to the number of shares held by such other members. The shares shall be offered at a fair value to be ascertained by the board by applying the prudent methods of valuation and if the offer is accepted by such other members, the shares shall be transferred to such other members in the proportion of the shares accepted within one month from the date of notice to the Board, the members proposing to sell/transfer the shares, may sell/transfer the shares to any other person at his/their discretion.
 14. Subject to approval of Board of Directors, any member of the company may transfer any of his or her shares of the company to his spouse or his child or children or his legal heirs with/without consideration mutually agreed between them.
 15. Subject to section 111 of the Act, the Directors may in their discretion, without assigning any reason, refuse to register the transfer of any shares to any person, whom it shall, in their opinion be undesirable in the interest of the company to admit to membership.
 16. The Directors may refuse to register any transfer of a share (1) where the company has a lien on the share, or (2) where the share is not fully paid up share, subject to Section 111 of the Act.
 17. At the death of any members his or her shares be recognized as the property of his or her heirs upon production of reasonable evidence as may be required by the Board of Directors.
 18. The instrument of transfer must be accompanied by the certificates of shares.
 19. The certificate of share registered in the name of two or more person shall be delivered to the first named person in the register and this shall be a sufficient delivery to all such holders.

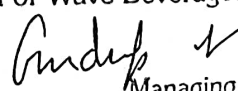
VII. GENERAL MEETINGS

20. All General Meetings other than the Annual General Meeting shall be called Extra-Ordinary General Meetings.
21. a) The Board may, whenever it think fit, call an Extra-Ordinary General Meetings.
b) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or at least any two members of the Company may call an Extra-Ordinary General Meeting in the same manner, as nearly as possible, as that a meeting may be called by the Board of Directors.
23. At least twenty-one days, clear notice of General Meetings of the Company specifying the day, hour and place of meeting and the objects shall be given. In every such notice calling a meeting of the Company, there will appear a statement that member is entitled to appoint a proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty-one days if consent is accorded - in case


Surjit Singh Sahota

Divisional Forest Officer
Amritsar Forest Division

For Wave Beverages (P) Ltd.


Managing Director

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of any general meeting of all the members entitled to vote there at and in each of any other meeting by members holding not less than 95 (Ninety Five) percent of the paid up share capital and is given a right to vote at a meeting.

PROCEEDINGS OF GENERAL MEETINGS

24. a) No business shall be transacted at any general meeting, unless quorum of members is present within half an hour of the time appointed for the meeting.
- b) Subject to regulation 49 of Table 'A' at least two members present in person shall be quorum for general meeting.
25. The Chairman, if any, of the Board, shall preside Chairman of all Board and general meetings of the Company.
26. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the same, the directors and members present shall elect one of the directors present to be the chairman of such meeting.
27. If at any meeting, no director is present or unwilling to act as Chairman, the members present may appoint one of their members as Chairman of the meeting.
28. a. The Chairman may with the consent of any meeting at which the quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and from place to place.
- b. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c. 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.
- d. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. In the case of 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 be entitled to a second or casting vote.
30. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VII. DIRECTORS

31. The Business of the company shall be managed by the Directors who may pay all expenses incurred in getting the company registered and may exercise all such powers of the company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the company in general meeting subject nevertheless, to any regulation of these Articles, the provisions as may be prescribed by the company in General Meeting. Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
32. The number of Directors shall not be less than two and not more than twelve.

Surjit Singh Sahota
IFS.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

For Wave Beverages (P) Ltd.
[Signature]
Managing Director

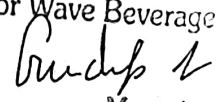
33. The first Directors of the Company shall be
1. Mr. Manpreet Singh Chadha
 2. Mr. Jasmeet Singh Kandhari
 3. Mr. Harmandeep Singh Kandhari
 4. Mr. Rajinder Singh Chadha
 5. Mr. Inderpreet Singh Chadha
34. The Directors may, from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
35. The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another, subject to the provisions of the companies Act, 1956.
36. Subject to the provision of the Provision of the Companies Act, 1956, the director shall receive such remuneration for their services as may, from time to time, be determined by the company in general meeting or may be contained in an agreement, if any, between the company and any Director or Directors.
37. Each Director shall receive out of the funds of the company by way of sitting fee for his services a sum in accordance with the provision of the Companies Act 1956 and Rules made there under for every meeting of the Board or any committees of Directors attended by him.
38. If any Director, being willing shall be called upon to perform extra services or special attention for the purpose of the company, the company may, subject to section 314 of the Act, remunerate such Director which either in addition to or in substitution for remuneration to which he may otherwise be entitled.
38. If any Director, being willing shall be called upon to perform extra services or special attention for the purpose of the company, the company may, subject to section 314 of the Act, remunerate such Director which either in addition to or in substitution for remuneration to which he may otherwise be entitled.
39. A Director shall not be required to hold any qualification shares in the company and also not required to retire by rotation.
40. The Director shall be paid traveling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 314 of the Act.

IX. PROCEEDINGS OF DIRECTORS

41. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meeting shall be called Minimum two Directors or one third of its total strength which ever is higher, present in accordance with Section 287 of the Act, shall form a quorum. Subject to the provisions of the Act, questions arising at any meeting shall be decided by majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.
- 32.

A Director may and on request of a Director, the Secretary, if any shall at any time summons a meeting of Directors. A director who is not in India shall not be entitled to a notice of a meeting of the Directors.


Surjit Singh Sahota
I.F.S.

For Wave Beverages (P) Ltd.

Managing Director

43. The Director may from time to time elect a Chairman who shall preside at the meetings of the Directors and determine the period for which he is to hold office, but if no such Chairman is elected or if at any time, the Chairman is not present, the directors present shall choose one of their members to be the Chairman of such meeting.
44. Except a resolution which the Companies Act, 1956, requires it specifically to be passed in a board meeting, a resolution in writing signed by majority of the Directors shall be effective for all purposes as a resolution passed at a meeting of Directors duly convened, held and constituted, subject to section 289 of the Act.
45. The Board of Directors may, from time to time, pay to the members such interim dividends as appear to be justified from profits of the company.

X. POWERS OF DIRECTORS

46. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles. Any Director so appointed shall hold office only until the next following Annual General Meeting but shall be eligible thereof for election as a Director.
47. Subject to provisions of section 313 of the Act, a Director who may be absent for a period, not less than 3 (three) months from the state in which the meeting of the Board are ordinarily held, have power to appoint any member of the company elected by him as an alternate director by giving notice in writing under his name to the Board and at his discretion to remove, such alternate director. Such alternate director shall vacate office when his appointee is present in person or cease to be director. Same as aforesaid such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote at Director's Meeting on behalf of meeting attended by him.
48. The Directors shall have power for engagement and dismissal of managers, engineers, clerks, assistants and others and shall have power of general direction, and management and superintendence of the business of the company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the company including the power to make and sign such contracts and to draw, make, sign, accept, endorse and negotiate on behalf of the company all bills of exchange, promissory notes, hundies, drafts, Government Promissory Notes and other Government securities such other instruments as shall be necessary proper or expedient for the authority and direction of the company except only such of them as by the Act or by these presents which are expressly directed to be executed by share - holders in the general meeting. And to make such investment of the company's fund as they shall think fit, subject to the limit fixed by the Board or Directors under section 292 of the Act.
49. The Director may delegate all or any of their powers to such other Directors, Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 292 and 312 of the Companies Act, 1956.

XI. BORROWING POWERS

50. Subject to section 58-A and 292 of the Companies Act 1956 and Regulations made there under and Directions issued by the RBI all directors shall have the power, from time to time and at their discretion, to raise or borrow or to secure the payment of any sums of money.

Surjit Singh Sahota

I.F.S.

Divisional Forest Officer
Amritsar Forest Division

Amritsar

For Wave Beverages (P) Ltd.

[Signature]

Managing Director

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and to pledge, mortgage or charge its undertaking, property (both present and future) including its uncalled capital for the time being and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation for and on behalf of the company in such manner and upon such terms and conditions in all respects as they think fit, or they may themselves advance money to the company on such interest as may be approved by the Directors.

51. Any debenture, bonds or other securities may be issued at discount, premium or otherwise and with special privileges as to redemption, surrender, drawing and to allotment of shares of the company and otherwise.

XII. OPERATION OF BANK ACCOUNTS

52. The Directors shall have the power, to open bank accounts, sign cheques on behalf of the company and operate all banking account of the company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills or may authorize any other persons to exercise such powers.

XIII. ACCOUNTS

53. The Board Directors shall cause proper books of accounts to be maintained under section 209 of the Act.

a) The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulation the accounts and books of the company or any of them shall be open to the inspection of members (not being Directors)

b) No members (not being Directors) shall have any right of inspecting any accounts or books of accounts or books of account of the company except as conferred by law or authorized by the Board or by the company in General Meeting.

55. The Directors shall in all respects comply with the provisions of Section 209, 209A, 210, 211, 215, 216, 217, 218, 220, 221 and 222 of the Act, and profits and loss account, Balance Sheet and Auditors Report and every other document required by law to annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the company and every trustee for the holders of the debentures issued by the company at least twenty one days before the date of Annual General Meeting of the company at which they are to be laid, subject to the provisions of section 219 of the Act.

XIV. AUDIT

56. a) The first Auditor of the company shall be appointed by the Board of Directors within one month from the date of registration of the company shall be appointed by the Board of Directors within one month from the date of registration of the company and the Auditors so appointed shall hold office until the conclusion of the General Meeting.
- b) At each annual General Meeting the company shall appoint an Auditor to hold office from the conclusion of the Meeting till the conclusion of the next annual General Meeting.
- c) The remuneration of the Auditor shall be fixed by the company in the Annual General Meeting or in such manner as the company in the Annual General Meeting may determine in case of an Auditor appointed by the Board, his remuneration shall be fixed by the Board.

Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

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For Wave Beverages (P) Ltd.

Managing Director

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

WAVE BEVERAGES PRIVATE LIMITED

- I. The Name of the company is Wave Beverages Private Limited.
- II. The Registered Office of the company will be situated at Punjab.
- III. The objects to which the Company is established are:

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

1. To carry on the business of brewers, distillers, manufacturers, bottlers, canners, preservers, merchants, exporters, importers, producers, buyers, sellers, distributors and dealers in flavored drinks, punch, squashes, syrups, aerated water, drinking water, mineral water, juices, tea, coffee, and all kinds of soft drinks, soft drinks concentrates and or casks, bottles and other receptacles for the same and for malt, hops, grain, meal, yeast and all other materials and things capable of being used in connection with any such manufacturer or business.
2. To engage in and carry on the business as buyers, sellers, manufacturers, importers and dealers in all types of stoppers, bottles, corks including in-plate crown corks, crates and containers, whether of glass or any other materials and to run, maintain all such machinery and equipment and to carry on the business of bottling.

For Wave Beverages (P) Ltd.


Managing Director


1
Surjit Singh Sahota
I.F.S.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

We, the several persons whose names and addresses are subscribed hereto 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 our respective names to take the number of shares in the capital of the company set opposite our respective names.

S.No.	Names, Address, Occupations and Description of the subscribers	Number and type of equity shares	Signature of Subscriber	Name, Address, Description and Signature of witnesses
1.	RAJINDER SINGH CHADHA S/o S. KULWANT SINGH CHADHA B-503, NEW FRIENDS COLONY, NEW DELHI (BUSINESS)	2000 TWO THOUSAND ONLY	SD/-	WITNESSED SIGNATURE OF ALL SUBSCRIBERS SD/- (D.P. MANESHWARD CHARTERED ACCOUNTANT M.No. 51587 C/o ARORA & BANSAL 1401, VIKRAM TOWER, RAJENDER PLACE, NEW DELHI
2.	MANPREET SINGH CHADHA S/o S. GURDEEP SINGH CHADHA B-503, NEW FRIENDS COLONY, NEW DELHI-110065 (BUSINESS)	2000 TWO THOUSAND ONLY	SD/-	
3.	HARMANDEEP SINGH KANDHARI S/o S. GURDEEP SINGH KANDHARI 74, AJIT NAGAR, PATIALA (BUSINESS)	2000 TWO THOUSAND ONLY	SD/-	
4.	JASMEET SINGH KANDHARI S/o S. AMARJIT SINGH KANDHARI J-17, SANIK FARMS, NEW DELHI (BUSINESS)	2000 TWO THOUSAND ONLY	SD/-	
5.	INDERPREET SINGH CHADHA S/o S. CHARANJIT SINGH CHADHA 606, GREEN AVENUE, AMRITSAR (BUSINESS)	2000 TWO THOUSAND ONLY	SD/-	

Place : NEW DELHI

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Dated : 15/12/2004

Surjit Singh Sahota
L.F.O.
Divisional Forest Officer
Amritsar Forest Division
Amritsar

For Wave Beverages (?) Ltd.

Gurdeep
Managing Director

d) The Directors may fill up any casual vacancy caused by death in the office of the auditors.

XV. COMMON SEAL

a) The Common Seal of the company may be made either of metal or of rubber as the directors may decide.

b) The Board shall provide for the safe custody of the company's Common Seal.

c) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf and except in the presence of at least one director who shall sign every instruments to which the seal of the company is so affixed. The share certificate will, however, be signed and sealed in accordance with Rule 5 of the Companies (Issue of share Certificates) Rules, 1960.

XVI. SECRECY

58. Subject to the provisions of law of land and the act, every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the company shall, if so required by the Board of Directors, before entering upon his duties, sign declaration, pledging himself to observe strict secrecy respecting all transactions of the company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

XVII. WINDING UP

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

XVIII. INDEMNITY

60. Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary and other officers or servants of the company shall be indemnified, out of the assets of the company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or connection with any application under section 633 of the Act, in which relief is granted to him by the court.

For Wave Beverages (P) Ltd.

Gurdeep
Managing Director

Surjit Singh Sahota
I.F.S.

Divisional Forest Officer
Amritsar Forest Division
Amritsar