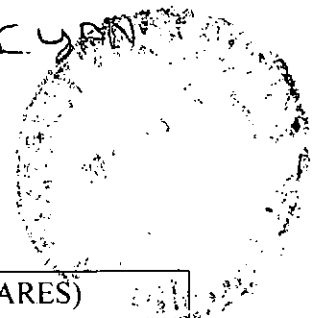


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K. RATHINAM, 2-1-32005,
D.R. Office Stamp Vendor,
Coimbatore.
Tamil Nadu 1.944/B1/83

RUKMINI KARITHIKEYAN
COIMBATORE



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

PRELIMINARY

1. The regulations contained in Table A of the First Schedule to the Companies Act, 1956 shall apply to this company in so far as they are applicable to a private company, except to the extent excluded or modified by the articles hereinafter following :

[Signature]
CONSTITUTION

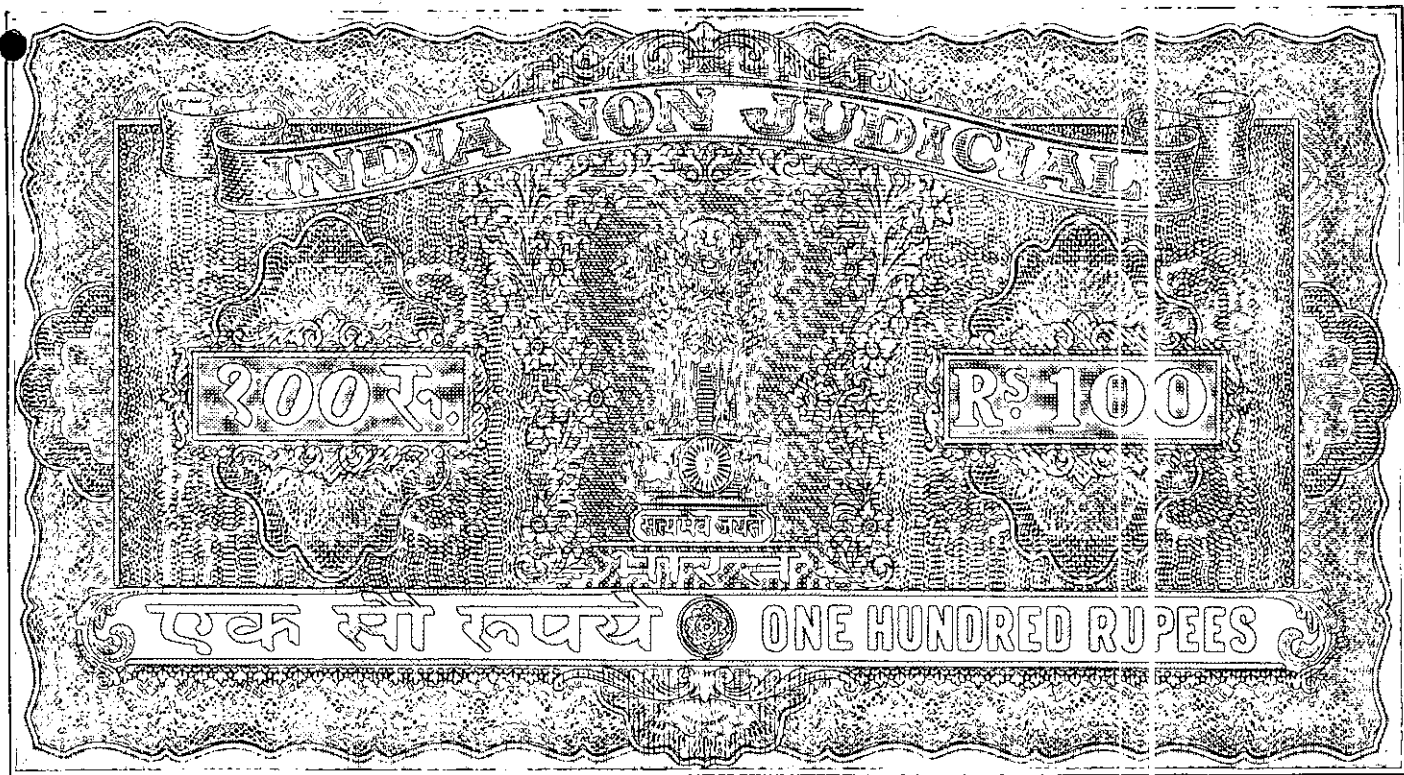
2. The Company is a private company within the meaning of Section 3(1)(iii) of the Companies Act, 1956 and accordingly :

(a) The Minimum paidup capital of the company shall be Rupees one lakh or such higher amount as may be prescribed.

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K. RATHINAM, 27-6-2005
D.R. Office Stamp Vendor,
Chennai
Tamil Nadu 600 016

RUCKMINI KARAIKKEYAN
CHENNAI



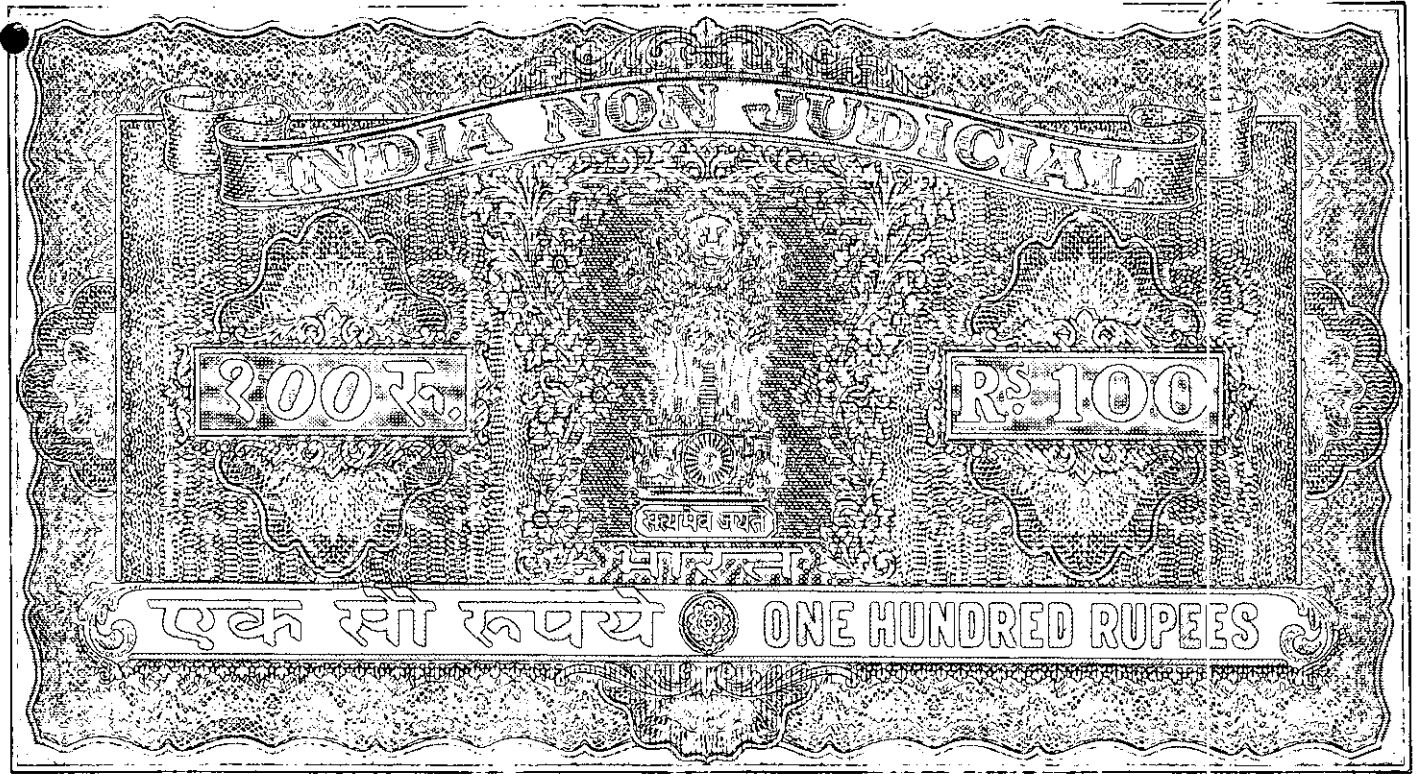
(b)The number of members excluding those who are in the employment of the company and persons who having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after employment ceased, shall not exceed fifty provided that where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this definition be treated as a single member.

©Prohibits any invitation to the public to subscribe for any shares in or debentures of the company.

(d)The right to transfer the shares of the company is restricted as mentioned hereunder

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

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RUCKMINI KARTHIKEYAN

C. SIMBAKONE

CAPITAL

3.The Authorised Share Capital of the company is Rs.2,00,000 (Rupees Two lakhs only) divided into 20,000 (Twenty Thousand) equity shares of Rs.10 (Rupees Ten each) each with powers to increase or reduce the capital in accordance with the Companies Act, 1956. The share capital can be altered including by reclassification and division into capital of different kinds.

4.The shares shall be under the control of the board of directors who may allot or otherwise dispose of the same.

5.The company's lien on shares shall extend to all dividends payable thereon.

x _____

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x B. K. V

x J. S. S.

TRANSFER AND TRANSMISSION OF SHARES

6. The board of directors may, without assigning reason, decline to register any transfer of shares to a person to whom they do not approve or over which the company has a lien. A share may be transferred by a member to another selected by him but no shares shall be transferred to any person who is not a member of the company so long as any member of the company is willing to purchase the same at fair value by the board of directors.

7. Any share may be transferred by a shareholder to his or her children, grand children, wife, husband, father, mother, brother, sister, son-in-law or daughter-in-law or any share of the deceased member shall be transferred to his heirs.

8. Except as aforesaid no share shall be transferred to any person who is not a member of the company so long as any member is willing to purchase the same at the fair value which may be determined by the board of directors having regard to the financial position and future prospects of the company.

9. Provided that in the event of any dispute regarding the amount of the fair value of such share, the decision of the board in relation to the same will be final.

10. In order to ascertain whether any member is willing to purchase a share at the fair value, the member proposing to transfer the same (hereinafter called the proposed transferor) shall give a notice in writing (hereinafter referred to as the transfer notice) to the company that he decides to transfer the same. Every transfer notice shall specify the distinctive numbers of the shares which the proposed transferor desires to transfer and shall constitute the company his agent for the sale of such shares. No transfer notice shall be withdrawn except with the sanction of the directors.

11. If the directors shall not within sixty days after the service of a transfer notice find a purchasing member for all or any share comprised therein or if through no default of the proposed transferor the purchase of any share shall not be completed within sixty days from the service of notice, the proposed transferor shall be at liberty, at any time within three months thereafter, to sell and transfer the shares comprised in his transfer notice or such of them as shall not have been sold to a purchasing member to any persons and at any price provided that notwithstanding anything contained herein before the directors may refuse without assigning any reason whatsoever to register any transfer of shares to a person whom they do not consider desirable to be admitted to membership and may also decline to register any transfer of shares on which the company has lien.

12. The directors may decline to recognize any instrument of transfer unless the instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

x Chul
x B. S. V.
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13.If the directors refuse to register transfer of any shares, they shall within two months after the date on which the transfer notice was lodged with the company send to the transferee and transferor the notice of the refusal.

14.The legal representative of a deceased shareholder holding a probate or letters of administration shall, upon such proof or their title as may be required by the directors be the only person recognized by the company as having any title to the share, in the case of share registered in the name of two or more holders, the survivors or the legal representatives of the last survivor holding the probate or letters of administration shall upon such proof as aforesaid be the only person recognized by the company as having any title to the refusal.

15.The holder of a succession certificate in respect of the shares of the deceased shareholder may, subject to the regulations as to transfer hereinbefore contained, transfer the shares without becoming member of the company.

DIRECTORS

16.Number of directors shall not be less than two and not more than nine. The qualification of the director shall be, holding of atleast 10 equity shares in the company which shall be acquired within a period of six months from the date of appointment of director.

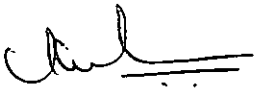

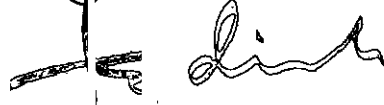
17.The Board, shall subject to the provision of the act, and upon such terms and conditions as the board may deem it fit, be entitled to agree with any person, firm, bank, corporation, central or state government that he or it shall have the right to appoint or its nominee on the board of the company with the liberty to remove such nominee from office as such director and also that on such removal or a vacancy being caused for whatsoever be reason, to appoint another nominee in his place instead. The director appointed under this article shall be called "Nominated Directors" and shall not be required to hold any qualification shares.

18.The following directors shall be the first directors of the company

- 1.Ruckmini Karthikeyan
- 2.V.Bharathi
- 3.V.Jagadish

(a)At the Annual General Meeting every year one-third of the directors shall retire from office and are eligible for reelection.

19.The directors shall have power at any time and from time to time appoint any person other than a person who has been removed from the office of a director of the company as a director or as an addition to the board but the total number of directors shall not at any time exceed the maximum number fixed by the articles 16. But any director so appointed shall hold office only until the next following annual general meeting of the company and shall be eligible for reelection.

x 
x 


24. The remuneration of the managing director may from time to time be fixed by the board of directors.

25. The managing director may with the sanction of board of directors delegate any of his powers to such person or persons as he may deem fit and shall have powers to revoke the same.

POWERS AND DUTIES OF DIRECTORS

26. The powers and responsibilities of the directors of the company shall be as in the companies act, 1956 and in Table A thereof except in so far as they stand modified by the provision of these articles.

PROCEEDINGS OF DIRECTORS

27. Subject to the provisions contained in section 287 of the companies act, 1956 the quorum necessary for the transaction of the business of the directors shall be one third of its total strength. Any fraction contained in the 1/3 being rounded off as one or two directors whichever is higher.

28. Subject to the provisions of section 289 of the companies act, 1956 any proceeding circulated among the directors and approved and signed by the majority of the directors for the time being shall be as valid and binding as a resolution passed at a duly constituted meeting of the board of directors.

BORROWING POWERS

29. The board of directors may from time to time raise, borrow any sums of money for and on behalf of the company from the members or their relatives, companies or bank or they may themselves advance money to the company on such terms and conditions as may be approved by the directors.

30. The board of directors may from time to time secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the company or charge or by mortgage of all by or any part of the property of the company and of its uncalled capital for the time being.

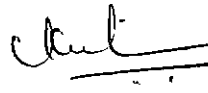

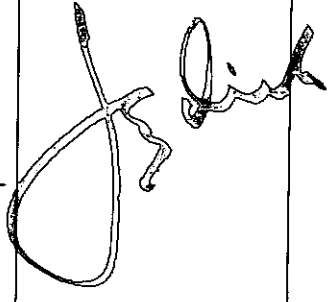
GENERAL MEETING

31. Any general meeting including the annual general of the company may be called by giving not less than 5 days notice in writing and may be held at any place within the city, town or village in which the registered office of the company is situated and as the board may decide.

32. The quorum for the transaction of the business at the general meeting shall be two members personally present at the meeting.

x Chul
x P. S. V.
x Director

40. The remuneration of the auditor shall be fixed by the company in the general meeting except that the remuneration of any auditor appointed by the directors may be fixed by the directors.

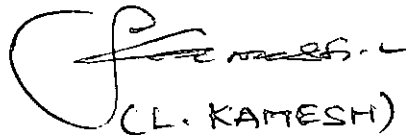
S.No.	Names of the Subscribers	Address, Description, Occupation,	Signature of the signatories
1.	RUCKMINI KARTHIKEYAN W/O. P. KARTHIGE -YAN	3, VILK MENON STREET, VELANDI PALAYAM COIMBATORE - 25 BUSINESS	
2.	BHARATHI.V D/o N.V.V.S MURTHI	166, RACE COURSE COIMBATORE - 18 BUSINESS	
3	JAGADESH .V S/o Dr. B.V. NA SUDEV	2711/7, 'Prashanth', Gokulam Road, V.V. Mohalla, MYSORE-570002 (Business)	

Dated the 28th day of June 2005

Place : Coimbatore

Witness to the above signatures

All signed before me at Coimbatore


(L. KAMESH)

S/O S LAKSHMINARAYANAN
"LAKSHYA"

1056/1, AVINASHI ROAD



COIMBATORE - 641 018

CHARTERED ACCOUNTANT.

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Filed/Recd/Reg. on 6/7/2005...	
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