

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGIONAL DIRECTOR
NORTHERN REGION
PDIL BHAWAN, A-14, SECTOR-I
NOIDA (U.P)**

No.2/7/T-1/07/D

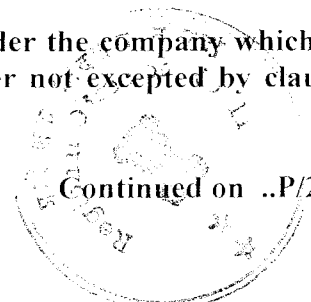
LICENCE UNDER SECTION 25 OF THE COMPANIES ACT,1956.

WHEREAS it has been proved to my satisfaction that the M/S Export Promotion Council of Indian Manpower (Proposed) an association is to be registered as a Company under the Companies Act,1956, for promoting objects of the nature specified in Section 25, sub-section (1), Clause (a) of the said Act and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members;

NOW THEREFORE, in exercise of the powers conferred by Section 25 of the said Act, read with the Notification of the Government of India, Ministry of Law, Justice and Company Affairs, Department of Company Affairs No.GSR 288(E) dated 31.5.1991, I, Dhan Raj, Regional Director, Ministry of Corporate Affairs at Noida hereby grant this Licence, directing that the said association be registered as a company with limited liability without the addition of the word "Limited" or the words "Private Limited" to its name, subject to the following conditions namely :-

- (1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum of Association;
- (2) that the income and property of the said company whensoever derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;
- (3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members whether officers or servants of the company or not except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;
- (4) that no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not excepted by clause (3);

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- (5) that nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officer or servants (not being members) or to any other person (not being a member), in return for any services actually rendered to the company;
- (6) that nothing in clauses (3), (4) and (5) shall prevent the payment by the company in good faith, with the previous approval of the Central Government, of reasonable and proper remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
- (7) that no alteration shall be made to the Memorandum of Association or to the Articles of Association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government; and
- (8) that the licence and the registration of the said company pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this licence shall be revoked in accordance with the provisions of the said section 25 of the Companies Act, 1956.

Dated this 18th day of February, 2008


(DHAN RAJ)
REGIONAL DIRECTOR