

**THE COMPANIES ACT, 1956**  
**(1 OF 1956)**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**DXN MARKETING INDIA PRIVATE LIMITED**

**CONSTITUTION OF THE COMPANY**

**1. Table A**

The regulations contained in Table 'A' of the first schedule to the Companies Act, 1956, shall apply to this Company so far as they are applicable to private companies except to the extent that they are modified or supplemented as hereunder. In the absence of any provision in these Articles or Table A, the relevant sections of the Act will apply.

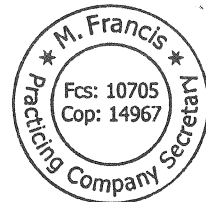
**INTERPRETATION CLAUSE**

**2. Interpretation**

The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings, unless excluded by the subject or subjects:

- I. "The Articles or the Company's Regulations" means the Articles of Association of this Company and includes the Memorandum where the context so requires.
- II. "The Act" or "The Companies Act" means, the Companies Act 1956.
- III. "The Board" or "The Board of Directors" means a meeting of Directors duly called and constituted or as the case may be the Directors assembled at a Board Meeting or the requisite number of Directors, entitled to pass a circular resolution in accordance with these Articles.
- IV. "The Company" or "this Company" shall mean "**DXN MARKETING INDIA PRIVATE LIMITED**"
- V. 'Directors' means the Directors for the time being of the Company or as the case may be the Directors assembled at a Board Meeting.

*M. Francis*



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