



FO2000000447

02 JAN 25 PM 1:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Lenny's Fax
352-867-1459

1 November 2001

The Registration Section,
Division of Corporations,
409, E.Gaines Street,
Tallahassee, FL 32399

300004674123--4
-11/09/01--01040--009
****160.00 ****160.00

Dear Sir,

Re: Transmittal letter seeking authorization to transact business in Florida

We hereby seek your authorization for Nittany Decision Services located at 141, Old Mahabalipuram Road, Kottivakkam, Chennai 600 041 to transact business in the state of Florida. We enclose herewith for your review, the related application form, the duly authenticated records for existence of company, and the check towards payment for this purpose. Kindly issue a letter of acknowledgement to us upon registration of this application.

Sincerely

Urath Mohan Krishna
Chief Executive Officer

{ - mes

Sub's
Corp.
352-840-9593
2031a

W01-26375

Name	alt
Availability	2040
Examiner	te/let

FF \$70.00
Certs \$17.50
CP \$72.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 16, 2001

URATH MOHAN KRISHNA
141 OLD MAHABALIPURAM ROAD
KOTTIVAKKAM, CHENNAI INDIA, 600-0041

SUBJECT: NITTANY DECISION SERVICES PRIVATE LIMITED
Ref. Number: W01000026375

We have received your document for NITTANY DECISION SERVICES PRIVATE LIMITED and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 801A00061854



Florida House of Representatives
District 24

Dennis K. Baxley, State Representative
111 S.E. 25th Avenue
Ocala, FL 34471-9179
(352) 732-1313 district phone
(352) 732-1360 district fax
400 House Office Building
402 South Monroe Street
Tallahassee, FL 32399-1300
(850) 488-0335 Tallahassee phone

Colleges and Universities, Vice Chair
Education Appropriations
House Redistricting
Child & Family Security
Natural Resources & Environ. Protection
e-mail: BAXLEY.DENNIS@leg.state.fl.us
Asst: NEHRING.SHARON@leg.state.fl.us
Sec.: WRIGHT.BRENDA@leg.state.fl.us
(850) 921-2125 Tallahassee fax

Fax

To: Brenda From: Sharon

Fax: 410-1015 Date: Dec 4, 2001

Phone: _____ Pages: _____

Re: _____

- Urgent For Review Please Comment Please Reply Please Recycle

•Comments:

Company D called regarding
status of application

Thank you

NDS USA LLC
221 SW 17TH STREET
OCALA, FL 34474
352-840-9593

FACSIMILE TRANSMITTAL SHEET

TO: SHARON	FROM: NDS USA LLC
	ZOSIA DABROWSKI
COMPANY:	DATE: DECEMBER 4, 2001
FAX NUMBER: 850-921-2125	TOTAL NO. OF PAGES INCLUDING COVER: 26
PHONE NUMBER: 850-488-0335	SENDER'S REFERENCE NUMBER:
RE: APPLICATION INFO.	YOUR REFERENCE NUMBER:

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

December 4, 2001

Dear Sharon:

As per our conversation today, I am sending your office pages, which are part of the application. I was not involved in the first place. Today, I made sure our office has the copies of the necessary papers needed to assist you.

Furthermore, I was told by Nirral Kumar that Tallahassee received the original papers.

However, certain information was missing and papers were sent to India.

Thank you.

Zosia Dabrowski
Zosia Dabrowski

Administrative Assistant to NDS USA LLC

18 December 2001

The Registration Section,
Division of Corporations,
409, E.Gaines Street,
Tallahassee, FL 32399

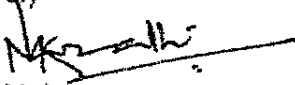
Dear Sir,

Re: Transmittal letter seeking authorization to transact business in Florida

We hereby seek your authorization for Nittany Decision Services located at 141, Old Mahabalipuram Road, Kottivakkam, Chennai 600 041 to transact business in the state of Florida. We enclose herewith for your review, the related application form.

Please note that we had applied earlier on the foreign LLC form and were advised by your office to apply using the foreign corporation form. The duly authenticated records for existence of company, and the check towards payment for this purpose have already been dispatched to your office. Kindly issue a letter of acknowledgement to us upon registration of this application.

Sincerely


Urath Mohan Krishna
Chief Executive Officer



January 7, 2002

To,
The Registration Section,
Division of Corporations,
409, E. Gaines Street,
Tallahassee, FL 32399

Dear Sir,

**RE: TRANSMITTAL LETTER SEEKING AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

We refer to our application dated 1st November, 2001 seeking your authorisation for our company to transact business in the State of Florida.

We have been informed that we have to submit a certificate of good standing by the government, a certificate for no litigation pending or status of litigation and a certificate for no pending income tax issues etc.

In this connection, we would like to submit that in India there is no such procedure for issue of the certificates that have been requested by you. The relevant department in India for registering and monitoring incorporated companies is the Registrar of Companies being a part of Department of Company Affairs.

While submitting our application dated 1st November, 2001 we had already submitted following documents which were given by and certified by the said Registrar of Companies :

- a) Certificate of Incorporation ;
- b) Memorandum of Association ("MoA") ;
- c) Articles of Association ("AoA") ;
- d) Amendment of MoA/AoA relating to alteration of authorized capital ;
- e) Amendment of MoA/AoA relating to increase of authorized capital ;
- f) Registration acknowledging appointment of S. R. Batliboi & Associates (an affiliate of Ernst & Young) as auditors of company ;

As regards, no litigation or status of litigation pending against the company, I, being Chief Executive Office of the company do hereby certify that as of date there are no litigation pending or threatened against the company. If you require this certificate from the solicitors of the company then we will submit the same. However, we are again unable to procure any such certificate from any governmental agency.

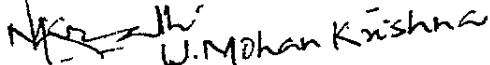
Under the circumstances, we request your goodself to process our application based on the documents already submitted as under the prevalent laws no other certificate can be obtained and submitted to you.

For your ready reference, we once again enclose xerox copies of the above deferred documents submitted to your office vide our application dated 1st November, 2001.

We hope the above shall meet with your requirements and will oblige us by processing the application at your earliest. Should you require any further details in the matter, please let us know.

Sincerely yours,

For Nittany Decision Services Private limited


U. Mahan Krishna
Chief Executive Officer

Encl : As Above

24



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 17, 2002

DANNY GAEKWAD
NDS USA LLC
221 SW 17TH ST.
OCALA, FL 34474

SUBJECT: NITTANY DECISION SERVICES PRIVATE LIMITED
Ref. Number: W01000026375

We have received your document for NITTANY DECISION SERVICES PRIVATE LIMITED and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1503(2), F.S., your corporation must submit a certificate of existence (or a document of similar import) duly authenticated, not more than 90 days prior to the delivery of the application to the Department of State, by the official having custody of corporate records in India.

Please note a photocopy of a certified copy is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 202A00002549

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NITTANY DECISION SERVICES PRIVATE LIMITED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>DANNY GAEKWAD</u>	02 JAN 25 PM 1:45 SECRETARY OF STATE DIVISION OF CORPORATIONS
(Name of Person)	
<u>NDS USA LLC</u>	
(Firm/Company)	
<u>221 SW 17th ST</u>	02 JAN 25 PM 1:45 SECRETARY OF STATE DIVISION OF CORPORATIONS
(Address)	
<u>Ocala Florida 34474</u>	
(City/State and Zip code)	

For further information concerning this matter, please call:

DANNY GAEKWAD at (352) 804 9122 OR 352 840 9593
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NITTANY DECISION SERVICES PRIVATE LIMITED, COMPANY

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. INDIA 3. N.A.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 17 OCTOBER 1994 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 141 OLD MAHABALIPURAM ROAD KOTTIVAKKAM CHENNAI 600041 INDIA
(Principal office address)

141 OLD MAHABALIPURAM ROAD KOTTIVAKKAM CHENNAI 600041 INDIA
(Current mailing address)

8. THIRD PARTY ADMINISTRATION OF INSURANCE CLAIMS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: DANNY GAEKWAD

Office Address: NDS USA LLC
221 SW 17th ST Ocala, Florida 34474
(City) (Zip code)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 25 PM 1:45

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

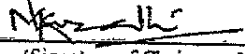
A. DIRECTORS

Chairman: DIRECTOR: PRAVEEN NARATE
Address: 32, YOTAK ARTEK APARTMENT, MADHUSUDAN KALELKAR MARG
BANDRA EAST, MUMBAI 400051 INDIA
Vice-Chairman: DIRECTOR: RAJU VASANTRAJ
Address: 32, YOTAK ARTEK APARTMENT, MADHUSUDAN KALELKAR MARG
BANDRA EAST, MUMBAI 400051 INDIA
Director: RATENDRA JADHAV
Address: 32, YOTAK ARTEK APARTMENT, MADHUSUDHAN KALELKAR MARG
BANDRA EAST, MUMBAI 400051 INDIA
Director: HIREN VED
Address: 606-B MISTRY APARTMENT, PARSII PANCHAYAT
ANDHERI EAST, MUMBAI 400069

B. OFFICERS

President: CEO: URATH MOHAN KRISHNA
Address: 141, OLD MAHABALIPURAM ROAD, KOTTIVAKKAM, CHENNAI
600041 INDIA
Vice President: _____
Address: _____
Secretary: _____
Address: _____
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. x 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. URATH MOHAN KRISHNA, CHIEF EXECUTIVE OFFICER
(Typed or printed name and capacity of person signing application)

ADDENDIUM

A. DIRECTORS

Director : DR. SANJAY PARIKH

Address : 1A, JEEVAN ASHA, 60A, PEDDAR ROAD,

MUMBAI 400026

Director : _____

Address : _____

FORM I R.



सत्यमेव जयते

CERTIFICATE OF INCORPORATION

No. 18-28935.....of 19..94...

I hereby certify that..NITTANY...DECISION...SERVICES...

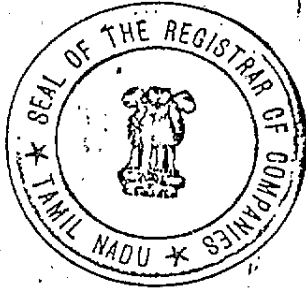
.....PRIVATE...LIMITED.....

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

Given under my hand at.....MADRAS

this.....SEVENTEENTH.....day of.....OCTOBER.....
TWENTY FIFTH.....ASVINA

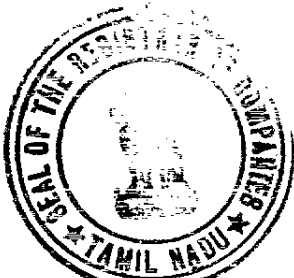
One thousand nine hundred and NINETY FOUR
One thousand nine hundred and SIXTEEN(SAKA)



AC
28
(P.GANGADHARA RAO)
ASST. Registrar of Companies
TAMIL NADU

J.S.C-1

CERTIFIED TO BE TRUE COPY OF THE CERTIFICATE OF INCORPORATION
GIVEN UNDER MY HAND AT CHENNAI THIS 20th DAY OF NOVEMBER 2001.



V Swamidason

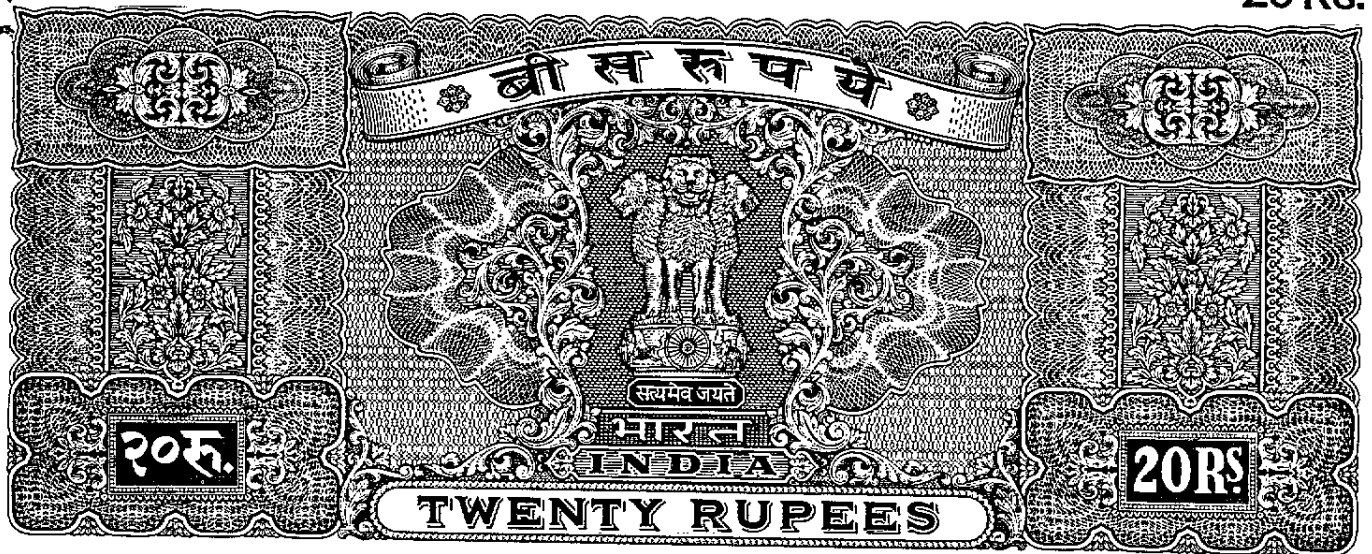
वी. स्वामिदासन
V: SWAMIDASON

सहायक कंपनी पंजीयक,

ASST. REGISTRAR OF COMPANIES

चेन्नई/तमिलनाडु चेंनई/TAMILNADU CHENNAI.

20 Rs.



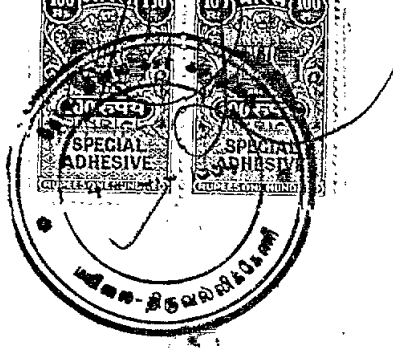
6993
15.11.2001

NITTANY DECISION SERVICES (P) LTD, *D. Rahamathullah*
D. RAHAMATHULLAH
 Stamp Vendor
 No. 25, Flower's Street,
 Suidapet, Madras-15,
 Licence No. 18194/E192

NITTANY DECISION SERVICES (P) LIMITED



ASST. TREASURY OFFICER
MIL. PRE-TRIPICANE SUB TR.
ORAS - 600 005



Receipt No. 257
Amount Rs. 8500/-
- 4 OCT 1994
Register/Fil./Record
Checked by
Passed by

THE COMPANIES ACT, 1956
MEMORANDUM OF ASSOCIATION

OF
NITTANY DECISION SERVICES PRIVATE LIMITED

- I. The name of the Company is NITTANY DECISION SERVICES PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of TAMILNADU.
- III. A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
 - 1. To carry on the business of providing throughout the world through the medium of high speed telecommunication computer networking, satellite all kinds of data analysing, processing services including relating to medical profession, legal profession, book-keeping, computer software, billing services, insurance, accounting attending to and dealing with all telephonic inquiries from all over the world routed from U.S.A. or otherwise, training persons to provide the aforementioned services and business.

in accordance with Regulation 16 (2) of the Companies Regulations 1955 a Copy of the Certificate of Incorporation is attached.

Registrar

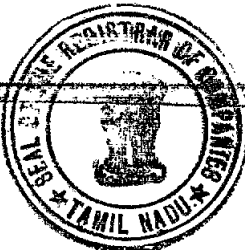


B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE
ATTAINMENT OF THE MAIN OBJECTS :

1. To establish, acquire, set-up and run the required infrastructural facilities, equipment, satellite links, telephone, fax and all types of communication links and connections for receiving necessary details, data, documents, analysing, processing it, remitting, forwarding the analysed and processed information, details for the purpose of the business of the Company.
2. Train persons and parties in receiving obtaining, collecting, analysing, processing data, information, details and transmitting the same for the purpose of the business of the Company.
3. To engage, employ, contract with persons, parties, firms, companies, entities including Government authorities, bodies and to engage services of professionals, technical personnel, engineers, specialists for carrying out the businesses, services and activities of the Company.
4. To establish and run data processing/computer centres and to offer consultancy and data processing and other services that are normally offered by data processing/computer centres to industrial, business and other types of customers and to impart training on Electronic Data Processing, Computer Software and Hardware, to customers and others for the purpose of the business of the Company.
5. To conduct and to carry on experiments and to provide funds for research works and for scholarships, stipend, remuneration and/or other payments or aid to any person or persons engaged in research work, or work connected with or conducive to research and to encourage and to improve knowledge of the persons who are engaged or likely to be engaged in telecommunication, computer net-work services, data processing.



6. To acquire rights, licences and leases from any Government or authority (Municipal, local or otherwise) or person or Corporation for the purpose of attaining the objects of the Company.
7. To lend, advance or deposit money belonging to or entrusted to or at the disposal of the Company. However, the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
8. To amalgamate with any other company whose objects include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to liabilities of this Company or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this Company or any such other company as aforesaid or in any other manner.
9. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, jointventures, reciprocal concessions, or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this Company is authorised to carry on engage in or any business or undertaking or transaction which may seem capable of being carried on and to lend money to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, re-issue with or without guarantee or otherwise deal with the same.
10. To enter into any arrangement with any Government or authorities (municipal, local or otherwise) or any corporations, companies or persons,



which may seem conducive or beneficial to the Company's objects or any of them and to apply for and obtain from any such Government, authority, corporation, company or person any contracts, rights, privileges and concessions to enable the Company to carry out its objects or for extending the powers of the Company and to carry out, exercise or company with any such contracts, rights, privileges and concessions.

11. To give guarantees, and indemnities and carry on and transact every kind of guarantee and counter guarantee business with or without security and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debenture, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities, and the payments of dividends on and the repayment of the capital of stocks and shares of all kinds and description for such consideration, as may be thought fit, including any stocks, shares or securities, of any other company, whether partly or fully paid up.
12. To be interested in, promote and undertake the formation and establishment of such institutions, business companies as may be considered to be conducive to the profit and interest of the Company.
13. To establish and maintain agencies, branches or appoint representatives, agents, canvasers, selling and buying agents in India or abroad for sale, purchase, exchange, hire, distribution for attaining any one or more of the objects of the Company and to regulate and discontinue the same.
14. To pay all the costs, charges and expenses of and incidental to the promotion and formation,



registration and establishment of the Company and the issue of its capital including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

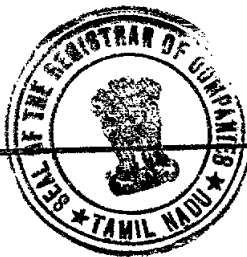
- 15. To remunerate or pay commissions (by cash or in kind or by allotment of fully or partly paid share or shares credited as fully or partly paid up or in any other manner) out of the Company's profits, Capital or otherwise any persons, firms, associations, or companies for services rendered or to be rendered or in rendering technical aid and advice, granting licences or permission for the use of patents, trade secrets, trade marks, processes and acting as trustees for debenture holders or debenture stockholders of the Company or for subscribing or agreeing to subscribe or guaranteeing subscription or payment, or for procuring or agreeing to procure subscriptions whether absolutely or conditionally, for any shares, debentures, or debenture stock or other securities or interest thereon of the Company or of any company promoted by this Company for services rendered in or about the formation or promotion for the Company or any company promoted by this Company or in introducing any property or business to the Company or about the conduct of the business of this Company.

- 16. To procure the incorporation, registration or other recognition of the Company in any country, State or place and to apply or join in applying to any Parliament, Central or State Government, Local Government, Municipal or other authority or body, Indian or foreign, for any acts of Parliament, law, decrees, concessions, orders, rights, licences or privileges to enable the Company to carry its objects into effect or for effecting any modification in the Company's



constitution or for any other purpose that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly or prejudice the Company's interest.

17. To open and keep a register or registers in any State in India or abroad wherever it may be deemed necessary and expedient so to do and to allocate any number of shares in the Company to such register or registers.
18. To undertake and execute any trusts, the undertaking whereof may seem desirable, either gratuitously or otherwise.
19. To draw, make issue, accept and to endorse, discount and negotiate promissory notes, cheques, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keepers certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company, subject to the Banking Regulation Act, 1949.
20. To open account or accounts with any individual, firm or company or with any bank or banks and to pay into or deposit therein and to pay into or deposit therein and to draw cheques on and to withdraw moneys from such account whether overdraft or not or accounts and generally to operate upon the same.
21. Subject to the provisions of the Companies Act, 1956, to invest, apply for, take, purchase, and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company upon securities, units of Unit Trust of India, stocks, debentures, debentures stock, public sector bonds, bonds, savings certificates, shares with or without security, upon such terms as may be thought proper and, from



time to time, to vary such transactions in such manner as the Company may think fit.

22. To place, to reserve, or to distribute as bonus shares among the members of the Company or otherwise to apply any moneys received by way of premium on shares, or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.

23. Subject to the provisions of the Companies Act, 1956, to distribute among the members, in specie or kind, any property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of winding up.

24. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of this Company.

25. To make advances upon or for the purchase of materials, goods, machinery, and stores required for the purpose of the Company.

26. To receive money, securities, valuables of all kinds on deposit of safe custody (not amounting to the business of banking as defined under the Banking Regulation Act, 1949).

27. To borrow or raise money on deposit at interest, or otherwise in such manner as the Company may think fit, for the purposes of financing the business of the company and in particular by the issue or sale of any bonds, mortgages debentures or debenture-stocks, perpetual or otherwise, including debentures or debentures stock convertible into shares of this or any

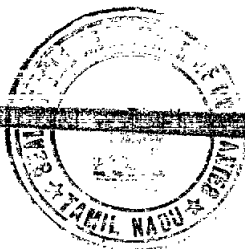


other company or perpetual annuities, and in security of any such money so borrowed, raised, or received to mortgage, hypothecate, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by assignment or otherwise and to transfer or sell and exercise other powers as may seem expedient and to purchase, redeem, or pay of any such securities subject to the directives of the Reserve Bank of India and provisions of Section 58A of the Companies Act, 1956.

28. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debetures and other securities of any other company having objects altogether or in part similar to those of this Company.
29. To improve, manage, work develop, alter, exchange, lease, mortgage, turn to account, abandon, or otherwise deal with all or any part of the property rights and concessions of the Company.
30. To create any depreciation fund, reserve fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any property of the company or for any other purpose conducive to the interest of the Company.
31. To purchase or otherwise acquire, and to sell, assign, exchange, surrender, lease, mortgage, charge, convert, improve, manage, work, develop, alter, hold, turn to account dispose of or otherwise deal with real and personal, moveable and immoveable property and rights of all kinds



- and in particular lands, buildings, hereditaments, business concerns, undertakings, designs, inventions, processes, trademarks, copyrights, tradenames, formulas, patents, annuities, licences, stocks, policies, book debts, claims, privileges and choses in action of all kinds, including any interest in real or personal property or against any person or company and to carry on any business concern or undertaking so acquired.
32. To donate to, aid or promote any institution, body, co-operative society or any other association; whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such association such information as may be likely to forward the objects of the Company.
33. To apply for, tender, offer, purchase or otherwise acquire any contracts, sub-contracts, licences, option and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, performs or dispose off or otherwise turn to account the same.
34. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on, any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being so conducted.
35. To become a member of any institution, body, co-operative society or other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to such association such information as may be likely to promote or be conducive to the objects of the Company.



36. To undertake, carry out, donate, procure and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral upliftment of the public or any section of the public and to undertake, carry out, promote and sponsor any activity for publishing of any books, literature, newspapers, or any other assistance, to deserving students, scholars or other persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institutions, funds, trust, having any one of the aforesaid objects as one of the its objects and in order to implement any of the abovementioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to the provisions of the Act divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds.
37. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental stations, workshops for scientific, commercial and technical researches, experiments and tests of all kinds and to promote studies and researches, both scientific and technical, investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, training colleges, schools and other institutions for training, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes, grants and bursaries to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions



of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

38. To take into consideration and to approve and confirm and to carry out all acts, deeds or things that may be done or entered into with any person, firm, body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
39. To establish and maintain or procure the establishment and maintenance of any provident fund or any employees welfare fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuity, pension, allowances, emoluments, bonuses, profit sharing bonuses, benefits or any other payment to any persons, who are or were at any time in the employment or service of the Company or its successors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors of the Company or any such other company as aforesaid and the wives, widows, families, dependents or connections of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising or contributing to any institution, association, funds, clubs, trusts, profit sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places or institutions of recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards

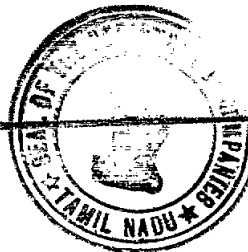


the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

40. To aid pecuniarily or otherwise any association, body or movement having for its objects the solution, settlement or summoning of industrial or personal problems or the promotion of industry or trade.
41. Subject to the provisions of the Gift Tax Act, 1958 and statutory amendments thereof the Company has power to make and receive gifts in cash or other movable or immovable properties.
42. To do the above things and such things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of world and as principals agents, contractors, trustees or otherwise and by or through trustees, attorneys, agents or otherwise and either along or in conjunction with others and to establish offices, agencies, branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of the Company or companies having objects altogether or in part similar to those of the Company.

C. OTHER OBJECTS :

1. To manufacture, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhaul, alter, maintain, and improve all types of electronic components, devices, equipments and appliances equipments such as television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipments, photographs and other equipments used in and/or for audio and visual communications apparatus and equipment including those using electromagnetic waves intended



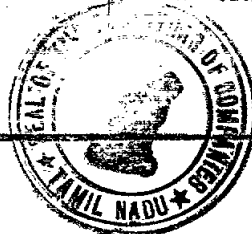
for radio-telegraphic or radio-telephonic communication, photocopiers, electronic lighting controls, computers.

2. To carry on the business of providing, creating services in business and technical consultancy, phototypesetting, data capture, laser printing, copy editing, publishing and all related printing and publishing activities.
3. To carry on the business of manufacturers, dealers importers, exporters, designers and developers of all kinds of computer software.
4. To carry on all kinds of businesses of designers, manufacturers, processors, assemblers, dealers, traders, distributors, importers, exporters, agents consultants, system designers and contractors for erection and commissioning on turn key basis or to deal in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing, maintenance of all types, varieties and kinds of (i) telephone instruments, inter-coms, accessories and components thereof for tele-communications, (ii) radio communication equipments like receivers, transmitters, trans-receivers, walkie talkie radio relay equipment, point to point communication equipments, antennas and associated equipment.
5. To design, invent, prepare, own, make use of, lease, sell or otherwise dispose of, and generally, to deal in and with computers data processing machines, types, cards, memory equipment or any other equipment ~~and materials of every kind~~ and description useful in connection with foregary business. To licence or otherwise authorise others to engage in the foregoing, and to engage in general research and development in areas related to or involving foregoing.
6. To carry on the business of printers and the reproduction of words, pictures and diagrams in any form and by any process.



7. To acquire, establish and maintain one or more hospital/hospitals for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention, or rehabilitation, solely for philanthropic purposes and not for purposes of profit.
8. To provide medical relief to the public in all the branches of medical sciences by all available means.
9. To carry out medical Research by engaging in the research and development of all fields of medical sciences, and in all therapies of medical treatment including cancer, radiation so as to afford medical relief in a better way.
10. To provide research facilities for carrying on research, basic and applied, in all systems and discipline of medical and surgical knowledge, keeping in view the socio-medical and socio-economic needs of the afflicted community.
11. To found, establish or take-over, and/or otherwise conduct research institutions in all discipline of medical and surgical knowledge.
12. To encourage the discovery of new medical and/or surgical management of diseases and afflictions and to investigate and make known the nature and merits of investigations and findings and research in the said field and to acquire any patent and licences or other protective devices relating to the results of any discovery, investigations, findings or researches and to acquire any processes upon such terms as may seem expedient and to improve the same. ~~and to undertake the manufacture of any product developed, discovered or improved and/or to give licences for the manufacture of the same to others and either to market~~

Handwritten signature/initials



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purat

~~the same or to grant licences to others to market the same on such terms as the society may deem it fit to do.~~

13. To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases.

IV. The Liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs.10,00,000/- (Rupees Ten Lacs Only) divided into 1,00,000 (One Lac) Equity Shares of Rs.10/- (Rupees Ten only) each with the rights, privileges or conditions as provided by the Articles of Association of the Company for the time being. But the Company shall have power to increase or reduce its capital; and to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by the law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force; and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law and as may be provided by te Articles of Association of the Company for the time being in force.

purat



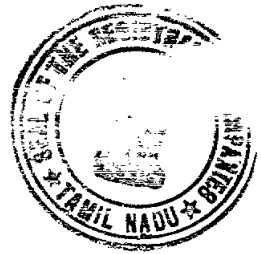
We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, Addresses, description and Occupation of the Subscribers	Number of Shares taken by each Subscriber	Signature of the Subscriber	Signature of witnesses with address and occupation
<p><i>Sd/-</i> <i>And</i> ASHOK GIRI ✓ S/O MAS. A. GIRI 15/15 2ND MAIN ROAD R.A. PURAM MADRAS 600 028 OCCUPATION: BUSINESS</p>	100 (ONE HUNDRED) ✓	<i>[Signature]</i>	<p><i>[Signature]</i> T. KRISHNA S/O: K. THIRUMALAI 8 Natar Apartment Mandaveli Madras 28 Occupation: Business</p>
<p><i>2)</i> <i>V. P. Jeyaraj</i> BAI MENON ✓ S/O (LATE) I. P. N. MENON 4/18 2ND MAIN ROAD R. A. PURAM MADRAS 600 028 Occupation: BUSINESS</p>	100 (ONE HUNDRED) ✓	<i>[Signature]</i>	<p><i>[Signature]</i> T. KRISHNA S/O: K. THIRUMALAI 8 Natar Apartment Mandaveli Madras 28 Occupation: Business</p>
Total	200 (Two Hundred) ✓		

MADRAS dated 4th day of OCTOBER 1994



No. of Co 18-28935
Serial No. 17
Date of bill of exchange 17/10/97 Registration 2/10/97
To be paid in 11 Years
Date of 17/10/97
D. Registrar
OR



REGN. NO. OF THE COMPANY : 28935
NAME OF THE DOCUMENT : Memorandum of Association
SL. NO. OF THE DOCUMENTS : 1
DATE OF FILING : 4.10.94
NUMBER OF PAGES : 17
NUMBER OF CORRECTIONS : Nil
PREPARED BY : L. Nalin
CHECKED BY : L. Nalin

CERTIFIED TO BE TRUE COPY/EXTRACT

Y. Swamidason

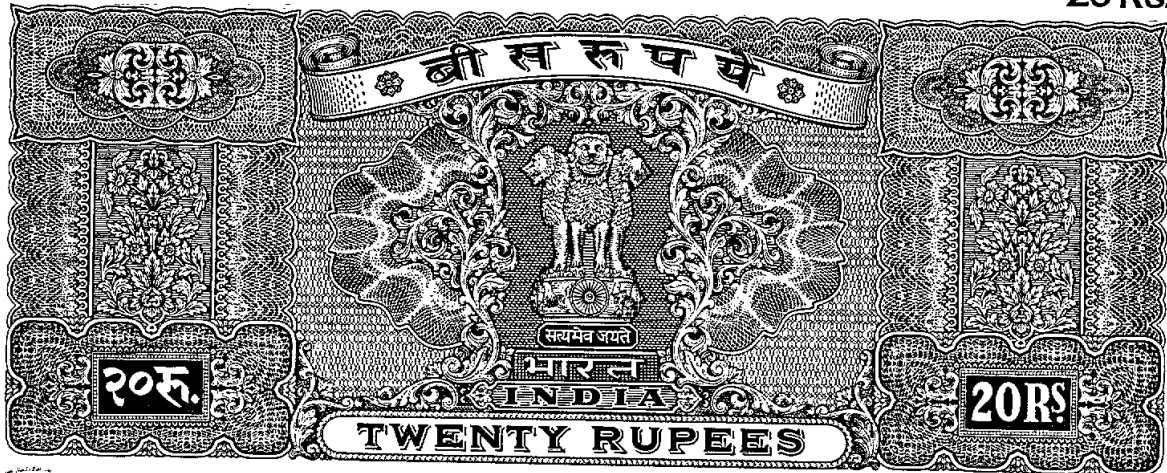
(Y. SWAMIDASON)
ASST. REGISTRAR OF COMPANIES,
TAMILNADU, CHENNAI

DATE: 21/11/01.

PLACE : CHENNAI.



20 Rs.



NITTANY DECISION SERVICES (P) LTD.

6976
14-11-2001

D. Rahamathullah
D. RAHAMATHULLAH
 Stamp Vendor
 No. 25, Flower's Street,
 Saidapet, Madras-15.
 Licence No. 18194/E192

NITTANY DECISION SERVICES (P) LIMITED



REGISTRATION OF RESOLUTION(S) AND AGREEMENT(S)
[Pursuant to Section 192]

Name of Company **NITTANY DECISION SERVICES PRIVATE LIMITED**
 Date of Despatch of notice 10-10-2000
 Date of passing 17-11-2000
 Place of meeting Registered Office

A. Copy of the resolution(s) each passed/agreed to by the

Board
Shareholders
Class of Shareholders
Creditors

the particulars of which are given below is/are filed alongwith the certified true copy of the explanatory statement under section 173, where applicable, for record :

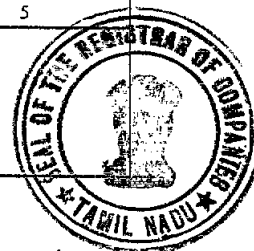
Sr. No.	Subject matter of resolution	Reference to requirement under the Companies Act, 1956	Whether ordinary or special resolution or with requisite majority	Authority passing/agreeing to the resolution
1	2	3	4	5
1	Appointment of S. R. Batliboi & Co., Chartered Accountants as Auditors of the company to fill in casual vacancy caused by resignation	Section 224(6a)	Ordinary	Shareholders

Stamp: 28/11/2000
 Filed Recd. Reg. of
 Filed by
 9/11/01
 ADDL. SECY.

REC.NO. : 6393
 REG.NO. : 18-028935
 FORM 23
 30/11/2000
 H 500
 A 2000
 T***2500
 DRAFT
 11232
 23/05/2001
 KS

B. Copy of the Agreement made, whose particulars are given below is enclosed for record :

Sr. No.	Subject matter of agreement	Reference to section of the Companies Act, 1956, if applicable	Date of Agreement	Authority adopting the Agreement
1	2	3	4	5
	-----Not Applicable-----			



C. It is certified that copy of the agreement(s) filed herewith is/are a true copy(ies) of the original.

Signature

MR. RAJU VASANTRAJ

Name

MR. RAJU VASANTRAJ

Date the 30TH NOVEMBER, 2000

Designation

Director

REGN. NO. OF THE COMPANY : 28935
NAME OF THE DOCUMENT : F. 23 dated 30.11.2000
SL. NO. OF THE DOCUMENTS : 39
DATE OF FILING : 23.5.2001.
NUMBER OF PAGES : 1
NUMBER OF CORRECTIONS : Nd
PREPARED BY : K. Nalin
CHECKED BY : K. Nalin

CERTIFIED TO BE TRUE COPY/EXTRACT

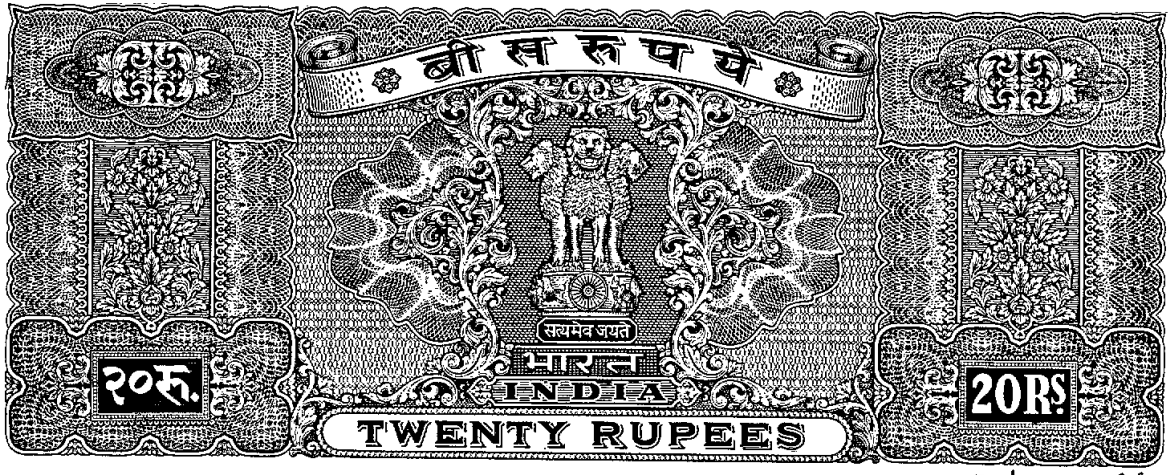
V. Swamidason

(V. SWAMIDASON)
ASST. REGISTRAR OF COMPANIES,
TAMILNADU, CHENNAI

DATE: 21/11/01

PLACE: CHENNAI.





6928
14-11-2001

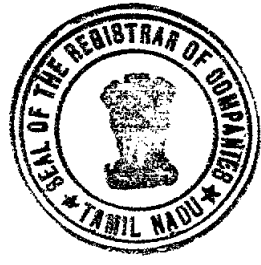
NITTANY DECISION SERVICES (P) LTD

D. Rahamathullah

D. RAHAMATHULLAH

Stamp Vendor
No. 25, Flower's Street,
Saidapet, Madras-15.
Licence No. 18194/E192

NITTANY DECISION SERVICES
PRIVATE LIMITED



FORM NO. 23

Registration No. 18-28935 of 1994

THE COMPANIES ACT, 1956

Nominal Capital Rs. 6,00,00,000/-

REGISTRATION OF RESOLUTION(S) AND AGREEMENT(S) (Pursuant to Section 192)

Name of the Company

NITTANY DECISION SERVICES PVT LTD

Date of despatch of notice

20/02/96

Date of passing

26/02/96

Place of meeting

ROAD OFFICE :- 4 & 5, 11 CANAL CROSS ROAD,
VAIDHINATHAR, ADYAR, MADRAS 600020.

Copy of resolution(s) each passed / agreed to by the

Board

Shareholders

Class of shareholders

Creditors

the particulars of which are given below is/are filed along with the certified true copy of the explanatory statement under section 173, where applicable, for record:

Sl. No. (1)	Subject-matter of resolution (2)	Reference to requirement under the Companies Act, 1956 (3)	Whether ordinary or special resolution or with requisite majority (4)	Authority passing/ agreeing to the resolution (5)
	AMENDMENT OF MEMORANDUM OF ASSOCIATION	INCREASE IN AUTHORIZED SHARE CAPITAL	SPECIAL	ABSOLUTE MAJORITY
	AMENDMENT OF ARTICLES OF ASSOCIATION	INCREASE IN AUTHORIZED SHARE CAPITAL	SPECIAL	ABSOLUTE MAJORITY

REG. NO. 18-28935
FORM NO. 23
22/02/96
DRAFT
109416
22/02/96
REG. NO. 57336
FORM NO. 18-28935
REG. NO. 120

DORIS
CORP. 28935
10
29.03.96
Checked by [Signature]
REG. ASST. ROC.

CSB 323

[P.T.O.]



(B) Copy of the agreement made, whose particulars are given below, is enclosed for record:

Sl. No. (1)	Subject-matter of agreement (2)	Reference to section of the Companies Act, if applicable (3)	Date of agreement (4)	Authority adopting the agreement (5)

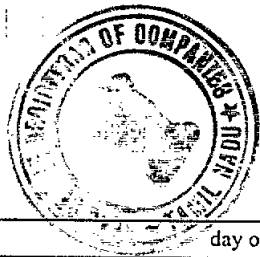
(C) It is certified that copy of the agreement(s) filed herewith is / are true copy (ies), of the original.

For INTTANY DECISION SERVICES PVT. LTD.

Signature: _____
Authorized Signatory

Name: P. S. SUNDARARAMAN
Manager Finance
For Director (IN BLOCK CAPITALS)
INTTANY DECISION SERVICES PVT. LTD.

Designation: _____



Dated the _____ day of _____ 19 _____

- Notes:—
1. Authority adopting the agreement should be specified with reference to the requirements of the Act, as to the validity of the agreement.
 2. Copies of resolutions should contain reference to the serial number given in 'A' above.

Supplied by : C. SITARAMAN & BROS. 37, Royapettah High Road, Madras-600 014 Ph:8261516 / 8267069
Branch at : Basement of Regina Mansion, 46, Moore Street, (Opp.) High Court, Madras-600 001 Ph:5342503

REGN. NO. OF THE COMPANY : 28935
NAME OF THE DOCUMENT : F23 dr ml
SL. NO. OF THE DOCUMENTS : 10
DATE OF FILING : 22.3.96
NUMBER OF PAGES : 2
NUMBER OF CORRECTIONS : Nil
PREPARED BY : L. Naha
CHECKED BY : L. Naha

CERTIFIED TO BE TRUE COPY/EXTRACT

V. Swamidason

(V. SWAMIDASON)
ASST. REGISTRAR OF COMPANIES,
TAMILNADU, CHENNAI

DATE: 21/11/01

PLACE : CHENNAI





NITANY DECISION SERVICES (P) LTD,
2001
15/11/2011

D. Rahamathullah
D. RAHAMATHULLAH
Stamp Vendor
No. 25, Flower's Street,
Saidapet, Madras-15,
Licence No. 18194/E192

NITANY DECISION SERVICES (P)
LIMITED



FORM NO. 23

Registration No. 18-28935/1994

THE COMPANIES ACT, 1956

Nominal Capital Rs. 30,00,000/-

REGISTRATION OF RESOLUTION(S) AND AGREEMENT(S) (Pursuant to Section 192)

Name of the Company

NITTANY DECISION SERVICES PRIVATE LTD.

Date of despatch of notice

19/04/95

Date of passing

15/05/95

Place of meeting

REGD. OFFICE : 425, 11 CANAL CROSS ROAD, GRANDHINAGAR,
ADYAR, MADRAS 600020.

REC. NO. 55823

(A) Copy of resolution(s) each passed / agreed to by the

Board

Shareholders ✓

Class of shareholders

Creditors

REC. NO. 18-28935
FORM 23
13/02/96
N
A 120
720
T*****840
CASH
106220
13/03/96
PVB

the particulars of which are given below is/are filed along with the certified true copy of the explanation under section 173, where applicable, for record:

under

Sl. No. (1)	Subject-matter of resolution. (2)	Reference to requirement under the Companies Act, 1956 (3)	Whether ordinary or special resolution or with requisite majority (4)	Authority passing/ agreeing to the resolution (5)
1.	AMENDMENT OF MEMORANDUM OF ASSOCIATION	ALTERATION OF AUTHORIZED SHARE CAPITAL	SPECIAL	ABSOLUTE MAJORITY
2.	AMENDMENT OF ARTICLES OF ASSOCIATION	ALTERATION OF AUTHORIZED SHARE CAPITAL	SPECIAL	ABSOLUTE MAJORITY

DOES
S.No. H3
No. 28935
Ind. No. / Reg. on. 2/10/2001
Checked by
MDDL ASST. SEC.

CSB 323



[P.T.O.]

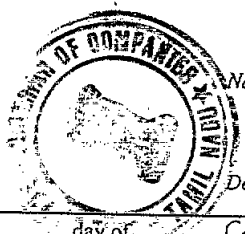
(B) Copy of the agreement made, whose particulars are given below, is enclosed for record:

Sl. No. (1)	Subject-matter of agreement (2)	Reference to section of the Companies Act, if applicable (3)	Date of agreement (4)	Authority adopting the agreement (5)

(C) It is certified that copy of the agreement(s) filed herewith is / are true copy (ies), of the original.

Signature: 

P. S. SUNDARARAMAN
Manager Finance
For Director



Name: WITNEY PETROLEUM SERVICES PVT. LTD.
(IN BLOCK CAPITALS)

Designation: _____

Dated the 13TH day of FEBRUARY 1996

- Notes:--
1. Authority adopting the agreement should be specified with reference to the requirements of the Act, as to the validity of the agreement.
 2. Copies of resolutions should contain reference to the serial number given in 'A' above.

Applied by : **C. SITARAMAN & BROS.** 37, Royapettah High Road, Madras-600 014 Ph:8261516 / 8267069
 Anch at : Basement of Regina Mansion, 46, Moore Street, (Opp.) High Court, Madras-600 001 Ph:5342503

REGN. NO. OF THE COMPANY : 28935
NAME OF THE DOCUMENT : F 23 dt. 13 2.96
SL. NO. OF THE DOCUMENTS : 43
DATE OF FILING : 13 3.96
NUMBER OF PAGES : 2
NUMBER OF CORRECTIONS : Nil
PREPARED BY : C. Nalin
CHECKED BY : C. Nalin

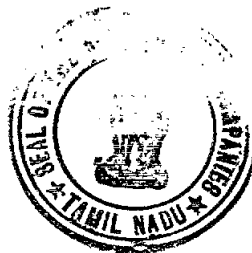
CERTIFIED TO BE TRUE COPY/EXTRACT



(V. SWAMIDASON)
ASST. REGISTRAR OF COMPANIES,
TAMILNADU, CHENNAI

DATE: 21/11/01

PLACE: CHENNAI.



20 Rs.



6995
15.11.2001

NITTANY DECISION SERVICES P) LTD,

D. Rahamathullah
D. RAHAMATHULLAH

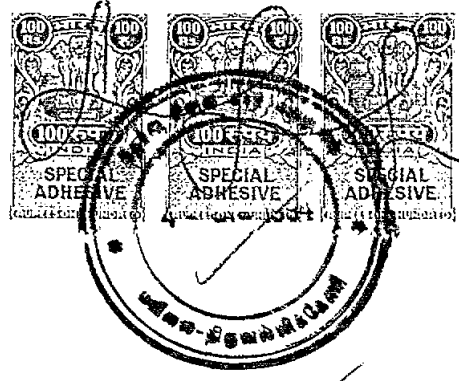
Stamp Vendor
No. 25, Flower's Street,
Saidapet, Madras-15.
Licence No. 18194 / E192

NITTANY DECISION SERVICES

PRIVATE LIMITED



ASST. TREASURY OFFICER,
MYL. TRE-TRIPLICANE SUB TR
MADRAS-600 004



Handwritten notes and a stamp: "Amount Rs. 2.57", "Amount Rs. 600", "14 OCT 1964", "Registered/Exec./Record", "Checked by", "Passed by".

COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NITTANY DECISION SERVICES PRIVATE LIMITED

I. PRELIMINARY

Table "A"

1. Subject as hereinafter otherwise provided, the regulations contained in Table "A" of Schedule I to the Companies Act, I of 1956 shall apply to the Company, except so far as they might be impliedly or expressly excluded, varied or modified by the following Articles.

Certain provisions of Table "A" not to apply.

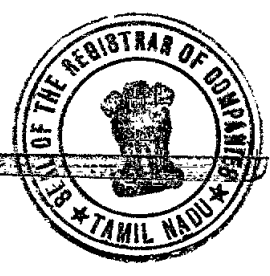
2. (a) Regulations 1(1), 2, 13(1), 64, 66, 74, 83 and 84 of Table "A" shall not apply to the Company :

(b) Clause (a) of Regulation 21 of Table "A" be deleted.

II. INTERPRETATION

Interpretation Clause.

3. In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context:-



"The Act" or "the said Act" and reference to any section or provision thereof respectively means and includes the Companies Act, 1956 (1 of 1956) and any statutory-modification thereof for the time being in force and reference to the section or provision of the said Act or such statutory modification thereof.

"The Act" or
"The said Act"

"The Board" or the "Board of Directors" means a meeting of the Directors duly called and constituted or as the case may be the directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.

"The Board" or
"Board of
Directors"

"The Company" or "This Company" means
"NITTANY DECISION SERVICES PRIVATE LIMITED"

"The Company"
or "This Company"

"Directors" means the Directors for the time being of the Company or, as the case may be the Directors assembled at a Board.

"Directors"

"Persons" includes Corporations as well as individuals.

"Persons"

"These Articles" or "Regulations" means these Articles of Association as originally framed or altered from time to time and includes the Memorandum where the context so requires.

"These Articles"
or "Regulations"

"The Seal" means the Common Seal of the Company.

"The Seal"

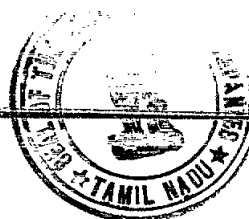
"In Writing" means written, printed or lithographed or in any other mode of representing or reproducing words in visible form.

"In writing"

Words importing the singular number include the plural number and vice-versa.

"Singular
number"

Words importing masculine gender include the feminine gender.



Marginal Notes

The marginal notes are inserted for convenience and shall not affect the construction of these Articles.

III. PRIVATE COMPANY

Private Company

4. *with in the meaning of Sec 3 (1) (a) of the Act*

The Company is a private Company and accordingly:

- (a) right to transfer the shares of the Company shall be restricted in the manner and to the extent hereinafter provided :
- (b) the number of members of the Company (exclusive of :-
 - (i) persons who are in the employment of the Company; and
 - (ii) 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 the employment ceased shall be limited to 50; PROVIDED THAT for the purpose of these Articles where two or more persons hold one or more shares jointly in the Company, they shall be treated as a single member;
 - (iii) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company.

IV. SHARE CAPITAL

Authorized Capital.

5. The authorized share capital of the Company is Rs.10,00,000 (Rupees Ten Lacs only) divided into 1,00,000 Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce the share capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in



4
force in this behalf and with power to divide the share in the capital for the time being into equity share capital and preference share capital and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these Articles.

6. The Company shall have power to issue preference shares carrying a right of redemption out of profits or out of the proceeds of a fresh issue of shares and the Directors may subject to the provisions of Section 80 of the act exercise such power in any manner as they may think fit.

Power to
issue
Redeemable
Preference
Shares

V. REDUCTION OF CAPITAL

7. The Company may from, time to time, by a Special Resolution of and subject to the provisions of Section 100 to 104 of the Act reduce its share capital, Capital Redemption Reserve Account or Share Premium Account in any way and in particular, without prejudice to the generality of the foregoing power, by :

Reduction
of Capital

- (a) extinguishing or deducting the liability on any of its shares in respect of share capital not paid up; or
- (b) cancelling, either with or without extinguishing or reducing liability on any of its shares, any paid up capital which is lost or unrepresented by available assets; or
- (c) paying off, either with or without extinguishing or reducing liability, on any paid up share capital which is in excess of the wants of the Company, and capital may be paid off upon the footing that it may be called up again or otherwise and paid up capital may be cancelled as aforesaid without reducing the nominal amount



of the shares by the like amount to the intent that the unpaid and callable capital shall be increased by the like amount.

VI SHARES AND SHAREHOLDERS

Further Issue of Shares

8. Subject to the provisions of the Act and these Articles, the share in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors who may issue, allot or otherwise dispose of the same of any one of them such persons in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of the Act) at a discount and at such times as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting to give to any person the option to call for or be allotted shares of any class of the Company either at par or at premium or subject as aforesaid at a discount during such time and for such consideration and such option being exercisable at such times as the Directors think fit and may allot and issue shares in the capital of the Company in lieu of services rendered to the Company or in the conduct of its business; and any shares which may be so allotted may be issued, as fully paid-up shares and if so issued shall be deemed to be fully paid-up shares.

Registered holder only the owner of the shares

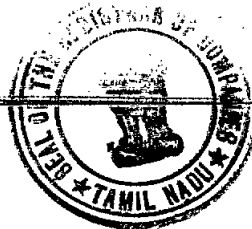
9. Save as herein or by the otherwise expressly provided, the Company shall be entitled to treat the registered holder of any share as to absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction, or as by statute required, be bound to recognise any benami trusts whatsoever or equitable, contingent, future, partial or other claim to or interest in such share, on the part of any other person whether or not it shall have express or implied notice thereof. The provisions of the Act shall apply and save as aforesaid, no notice of any trust expressed, implied or constructive, shall be entered in the Register; the Directors shall however, be at



liberty, at their sole discretion to Register any share in the joint names of any two or more persons, and the survivor or survivors of them.

VII. JOINT HOLDERS

10. Where two or more persons are registered as Joint-holders the holders of any shares they shall be deemed (so far as the Company is concerned) to hold the same as joint-holders with benefits of survivorship subject to the following and other provisions contained in these Articles :
- (a) The Company shall be entitled to decline to register more than four persons as the joint-holders of any shares. No transfer to more than four persons.
- (b) The joint-holders of any shares shall be liable, severally as well as jointly, for and in respect of all calls or installments and other payments which ought to be made in respect of such shares. Liabilities of joint-holders
- (c) On the death of any one or more of such joint-holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. Death of joint-holders
- (d) Any one of such joint-holders may give effectual receipts for any dividends or other moneys payable in respect of such shares. Receipt of one sufficient
- (e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any shares shall be entitled to delivery of the certificate relating to such Delivery of Certificate and giving of notice to first-named holder.



share or to receive notices (which expression shall be deemed to include all documents as defined in section 2 of the Act) from the Company and any notice given to such person shall be deemed notice to all the joint-holders.

Vote of
joint-holders

- (f) Any one of two or more joint-holders may vote at any meeting either personally or by any agent duly authorised under a power of attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such share shall alone be entitled to vote in respect thereof. Provided always that a person present at any meeting personally shall be entitled to vote in preference to a person, present by an agent, duly authorised under power of attorney or by proxy although the name of such person present by an agent or proxy stands first in Register in respect of such shares. Several executors of a deceased member in whose (deceased member) sole name any share stands shall for the purpose of this sub-clause be deemed joint-holders.

VII. UNDERWRITING AND BROKERAGE

Underwriting
Commission,
brokerage.

11. The Company may, subject to the provisions of Section 76 and other applicable provisions (if any) of the Act, at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or his procuring or agreeing to procure, subscriptions, whether absolutely or conditionally, for any shares in or debentures of the Company but so that the amount or rate of commission does not exceed in the case of shares 5% of the price at which the shares are issued and in the case of debentures 2 1/2% of the price at which the debentures are issued. The Commission may



8
be satisfied by the payment of cash or the allotment of fully or partly-paid shares or debentures or partly in the one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

IX. TRANSFER AND TRANSMISSION OF SHARES

12. Right of members to transfer shares shall be restricted in the manner and to the extent hereinafter provided. Restriction on Transfer
13. It shall be not lawful for the Company to register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company alongwith the share Certificate. Where, however, it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnity as the Directors may think fit. Form of Transfer
14. A share may, at any time, be transferred to any member of the Company. Any Shares may be transferred at any time by a member to his or her wife or husband or to his or her son or daughter and any share of a deceased member may be transferred by his or her executors or administrators (after furnishing to the Directors such documentary evidence as the Directors may in their absolute discretion require including an appropriate indemnity) to the widow or widower or any such relative as aforesaid of such deceased member but only where such widow, widower or relative is a legatee under a Will of the deceased or a heir(s), where the deceased has died intestate. Transfer to Relative
15. No share shall in any circumstances be transferred to a minor, insolvent or a person of unsound mind. Transfer to minor, etc.



Board's power to refuse Transfer.

16. Save as provided in Regulation 13 and 15 of these Articles and subject to the provisions of Section 111 of the Act, the Board of Directors may in their own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares but in such case it shall within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of refusal to register such transfer.

Death of Member.

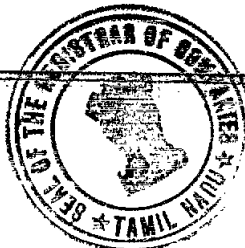
17. In the case of death of any one or more of the persons named in the Register of Members as the Joint holders of any shares, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained, shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

Executors, etc. of Deceased Member

18. The executors or administrators or holders of Succession Certificate or the legal representatives of a deceased member (not being one or two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such members and the Company shall not be bound to recognise such executor or administrators or holders of a Succession Certificate or the legal representatives unless such executors or administrators or the legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be, from a duly constituted Court in India PROVIDED THAT in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate and under Article 20 register the name of any persons who claims to be absolutely entitled to the share standing in the name of a deceased member, as a member.

Person entitled on death etc.

19. Subject to the provisions of Article 18 and 19, any person becoming entitled to shares in consequence



of the death, lunacy, bankruptcy insolvency or liquidation of any Member, by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Regulation or such title, as the Board think sufficient, either be registered himself/himself as the holder of the shares or elect to have some persons nominated by it/him and approved by the Board, registered as such holder, provided, nevertheless, that if such persons shall elect to have its/his nominee registered, it/he shall testify the election by execution in favour of its/his nominee and instrument of transfer in accordance with the provisions herein contained; and, until it/he does so, it/he shall not be freed from any liability in respect of the shares. If the Board Refuses to Register the transmission or transfer by the person becoming entitled to shares as aforesaid the Company shall comply with the provisions of Section 111 of the Act.

X. GENERAL MEETING

20. All General Meetings other than Annual General Meetings shall be called Extra Ordinary Meetings.

Meetings
of the
Company

21. All General Meetings (including Extra Ordinary General Meetings) shall be called by giving at least 21 clear days notice in writing. A General Meeting (whether Annual or Extra Ordinary) may be called after giving a shorter notice if consent is accorded thereto in case of an Annual General Meeting, by all the members of the Company entitled to vote thereat and in the case of any other General Meeting by members of the Company holding not less than 95% of the paid up share capital of the Company.

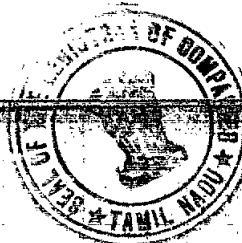
Notice for
calling
general
meetings.

22. The Board may, whenever it thinks fit, call an Extra Ordinary Meetings.

Extra
Ordinary
General Meeting.

23. Five members personally present shall be the meeting quorum for any general meeting of the Company

Quorum for
general meeting



and the provisions of Section 174 of the Act shall apply.

Chairman
of General
meeting.

24. The Directors shall elect one of themselves to be Chairman of the meeting. If none of the directors are willing to act as Chairman, the majority of the members personally present shall elect one of themselves to be Chairman of such meeting.

XI. DIRECTORS

Directors

25. Until otherwise determined by the Company in a General Meeting the number of Directors shall not be less than 2 and not more than 12.

First
Directors

26. The first Directors of the Company shall be the following :-

1. MR. DOUGLAS R. COLKITT
2. MR. ASHOK GIRI
3. MR. DONALD L. CONOVER

Qualification
of Directors

27. A Directors shall not be required to hold any qualification shares.

Sitting Fees

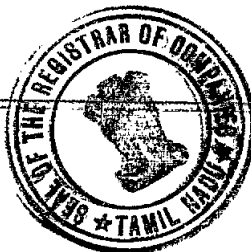
28. Every Directors (including alternate Directors, if any) shall be paid out of the funds of the Company by way of sitting fees a sum not exceeding Rs.500/- for each meeting of the Board or Committee of the Board attended by him or her, as the Board of Directors may determine.

Further
remuneration

29. The Directos shall be paid such further remuneration (if any) as may be fixed by the Shareholders in general meeting from time to time and such further remuneration shall be divided among the Directors in such proportion and manner as the Directors may, agree among themselves.

Special
Remuneration

30. If any Director be called upon to go or reside out of his usual place of business on the Company's business or otherwise to perform extra services or special exertions or efforts the Board may arrange with such



Director for such special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or otherwise as may be determined by the Board subject to the provisions of the Act and such remuneration may be either in addition to or in substitution for his remuneration provided hereinabove.

31. The Directors may appoint Alternate Directors to act for a Director (hereinafter in this clause called "the original director") during his absence for a period of not less than three months from the state in which the meetings of the Board are ordinarily held. An alternate director so appointed shall not hold office as such for a period longer than that permissible to the original director in whose place he is appointed and shall vacate office if and when the original director returns to the State in which meetings of the Board are ordinarily held. If the term of office of the original director is determined before he so returns to the State aforesaid any provisions for the automatic reappointment of a Retiring Director in default of another appointment shall apply to the original and not to the alternate director. //

Alternate
Director

XII. MANAGER MANAGING OR WHOLE-TIME DIRECTOR

32. (1) Subject to the provisions of the Act the Directors may, from time to time, appoint Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company on such terms as they may deem proper and may from time to time subject to the provisions of any contract between the Company and him or them remove or dismiss him or them from office and appoint another or others in his or their place or places.
- (2) The Managing Director or Managing Directors or Whole-time Director or Whole-time Directors while he or they continue to hold that office shall not be subject to retirement by rotation and shall not be taken into account in determining the number of Directors liable to retire by

Appointment
of Managing
Director or
whole-time
Director.



rotation but he or they shall be subject to the same provisions as to resignation or removal as the other Directors of the Company or he or they shall ipso facto immediately cease to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors if he or they shall cease to hold office of a Director or Directors for any reasons.

Appointment
of Manager

- (3) Subject to the provisions of the Act, the Directors may, from time to time, appoint one or more of their body to be the Manager or Managers of the Company on such terms as they may deem proper and may from time to time subject to the provisions of any contract between the Company and him or them remove or dismiss him or them from office and appoint another or others in his or their places.

Remuneration
of Managing
↑
Director,
Whole-time
Director or
Manager

- (4) The remuneration of a Managing Director or Managing Directors or Whole-time Director or Whole-time Directors or Manager or Managers shall subject to the provisions of any contract between the Company and him or them be from time to time determined by the Directors and subject to the provisions of the Act may be by way of a fixed salary or commission and or in any other mode and may be in additions to the remuneration for attendance at the Board meetings and any other remuneration which may be provided under any other clause.

Powers of
Managing
Director,
Whole-time
Director or
Manager

- (5) The Directors may from time to time subject to the provisions of the Act entrust or confer upon the Managing Director or Managing Directors, Whole-time Director or Whole-time Directors or Manager or Managers for the time being such of the powers exercisable by the Directors under these presents or by law, as they may think fit, and may confer such owners for such time and to be exercised for such objects and purposes and such terms and conditions and



with such restrictions as they think expedient and may confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may, from time to time, revoke all or any such powers.

XII. PROCEEDINGS OF DIRECTORS

33. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director at least 30 days in advance at his usual address in India and to every other Director. Provided that notice of less than 30 days may be given if consent for shorter notice has been obtained of not less than three-fourth of the total number of Directors.

Notice of
Board
Meetings

34. (1) The quorum for the meeting of directors shall be one-third of the total strength of the Directors (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher.

Quorum for
Board Meeting.

(2) For the purpose of sub-section (1) "total strength" means the total strength of the Board of Directors of the Company as determined in pursuance of the Act.

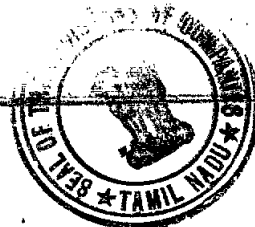
Total
Strength

35. The Board may elect a Chairman of their meeting and determine the period for which he is to hold office but if no such chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairman of the meeting.

Chairman of
Board meeting

36. Subject to the provisions of Section 291 of the Act and these Articles, the Directors of the Company shall be entitled to exercise all such power and do all such acts and things as the Company is authorised to exercise and do provided that the Directors shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other Act or by the Memorandum of Association of the Company or these Articles or otherwise to be exercise or done

General
Powers



by the Company in General Meeting provided further that in exercising any such powers or doing any such act or thing, the Directors shall be subject to the provisions contained in this behalf in the Act or in any other Act or in the Memorandum of Association of the Company or these Articles or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting. No regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Questions
at Board
Meeting

37. All question arising at any meeting of the Directors shall be decided by majority of votes.

Directors
may appoint
Committees

38. subject to the provisions of the said Act, the Directors may delegate any of their powers, to committees consisting of such member or members of their body as they may think fit, and they may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors and all acts done by any such Committee in conformity, with such regulations and in fulfillment of the purpose of their appointment, but not otherwise shall have like force and effect as if done by the Board.

Questions at
Committee
Meeting
how decided

39. Questions arising at any meeting of the Committee of Directors, shall be decided by a majority of votes.

Meetings and
proceedings
of Committees
how governed

40. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by the express terms of the appointment of any such Committee, or by any regulations made by the Directors.

Resolution
by Circular

41. Subject to section 289 of the Act, a resolution in writing signed by all the Directors as are then in



India or by a majority of such of them as are entitled to vote on the resolution shall be as if it has been passed at a meeting of the Directors duly convened and held.

42. All acts done by a person as a Director shall be valid, notwithstanding that it may be afterwards discovered that this appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the said Act or in these Articles, Provided that this Article shall not give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

Validity of
acts of
Directors

XIV. BORROWING POWERS

43. SUBJECT to the provisions of Section 292 of the Act the Directors may, from time to time, at their discretion and by means of resolutions passed at their meetings accept deposits from members either in advance of calls or otherwise raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

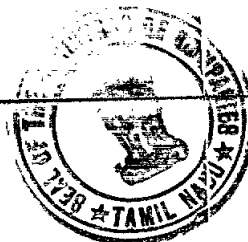
Power to
Borrow

44. (1) The Directors may raise or secure the repayment of such sum of sums in such manner and upon such terms and conditions in all respects as they may think fit, and in particular by issue of bonds, perpetual or redeemable debentures or debenture-stock or may mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including the uncalled capital for the time being. The Directors shall exercise such power only by means of resolutions passed at their meetings and not by circular resolutions.

Conditions
on which
money may
be borrowed

(2) Any such debenture, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Securities
may be made
assignable



Issue of
Debenture
etc.

45. Any Debenture, Debenture-stock, bonds or Debentures other securities may be issued at discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at General Meetings of the Company, appointment of Directors and otherwise PROVIDED HOWEVER that no debentures with right to conversion into or allotment of shares shall be issued except with the sanction of the Company in General Meeting.

XV. SEAL

Common Seal

46. (a) The Board shall provide a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new Seal in place thereof and the Board shall provide for the Safe custody of the Seal for the time being and the Seal shall not be used except by the authority of the Board or a Committee of the Board previously given and in the presence of one Director of the Company or some other person duly authorised by the Directors for the purpose;

u/s

Seal for use
outside India

(b) The Company shall also be at liberty to have an Official Seal, in accordance with Section 50 of the Act, for use in any territory, district or place outside India.

Affixation
of Common
Seal

47. Every deed or other instrument, to which the Seal of the Company is required to be affixed, shall be signed by a least one Director or by some other persons duly authorised by the Directors for the purpose.

XVI. INDEMNITY

Director
etc. to be

48. Subject to the provisions of the Act every Director, Managing Director, Manager or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor shall be indemnified out of the assets of the Company against all



liabilities incurred by him as such director, manager, managing director, officer or auditor of which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court, Nothing herein contained shall apply to the constituted attorney of the Company unless such attorney is or is deemed to be an Officer of the Company.

49. Subject to the provisions of the Act and other laws no director, auditor or other officer of the Company shall be liable for the acts, receipts neglects, or defaults of any other directors or officers or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency or title to any property acquired by order of the directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upto which any of the moneys of the Company shall be invested, or for any loss or damages arising from the insolvency or tortuous act of any person, firm or company to or with any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error or judgement, omission, default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

Liability
of Director
etc. for
acts of
others

XVII. SECRECY

50. No member shall be entitled to require discovery of any information respecting any detail of the Company's trading or any matter in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it may not be expedient in the interest of the Company to communicate to the Public.

Secrecy
Clause



We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

d. d. n. n.

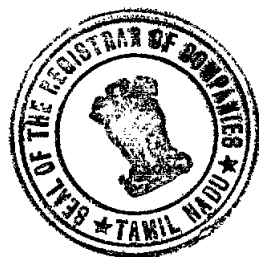
15

Names, Addresses, description and Occupation of the Subscribers	Number of Shares taken by each Subscriber	Signature of the Subscriber	Signature of witnesses with address and occupation
<p>ASHOK GIRI S/O MAS. A. GIRI 15/15 2ND MAIN ROAD R. A. PURAM MADRAS 600 028 OCCUPATION: BUSINESS</p>	<p>100 (ONE HUNDRED)</p>	<p><i>[Signature]</i></p>	<p><i>[Signature]</i> T. KRISHNA S/O K. THIRUPATHI & Nalin Apartments Mendaveli Madras 28 Occupation: Business</p>
<p>P. N. MENON S/O (LATE) I. P. N. MENON 4/18 2ND MAIN ROAD R. A. PURAM MADRAS 600 028 OCCUPATION: BUSINESS</p>	<p>100 (ONE HUNDRED)</p>	<p><i>[Signature]</i></p>	<p><i>[Signature]</i> T. KRISHNA S/O K. THIRUPATHI & Nalin Apartments Mendaveli Madras Occupation: Business</p>
<p>Total</p>	<p>200 (Two hundred)</p>	<p><i>[Signature]</i></p>	<p><i>[Signature]</i></p>

MADRAS ~~SECRETARY~~ dated 4th day of OCTOBER 1994




No. of Co 18-28935
Serial No 2
Date of Billing 17/6/94
Date of Registration
To be present 17 Years
Date of
Avt. Registrar
MAURAS.



REGN. NO. OF THE COMPANY : 28935
NAME OF THE DOCUMENT : Order of Procreation
SL. NO. OF THE DOCUMENTS : 2
DATE OF FILING : 4.10.94
NUMBER OF PAGES : 20
NUMBER OF CORRECTIONS : Nil
PREPARED BY : L. Nataraj
CHECKED BY : L. Nataraj

CERTIFIED TO BE TRUE COPY/EXTRACT


(V. SWAMIDASON)
ASST. REGISTRAR OF COMPANIES,
TAMILNADU, CHENNAI

DATE: 20/1/01
PLACE: CHENNAI.

