

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
Apr 21 1998 8:00am  
Secretary of State

DOCUMENT # F97000005441 ( )  
1. Corporation Name  
CITICORP OVERSEAS SOFTWARE LTD

Principal Place of Business Mailing Address  
Unit 133, SDFV Unit 133, SDFV  
8eep2, Andheri (E) 8eep2, Andheri (E)  
Bombay 400096, India Bombay 400096  
India

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	1997
22 City & State	27 City & State	4. FEI Number
23 Zip	28 Zip	13-3613726
24 Country	29 Country	Applied For
	30	Not Applicable
		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	As per Annexure 1	2.2 NAME	As per Annexure 2
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

*[Signature]*

U.V.M Rao 4/14/98

CR2E034 (10/97)

PJ 20/5

Annexure - 1

## **Officers/Directors of Citicorp Overseas Software Limited**

**Title** C.E.O  
**Name** U.V.M Rao  
**Street Address** Unit 133, SDF V, SEEPZ  
**City-ST-ZIP** Bombay, India 400 096

**Title** Director  
**Name** Abhijit Sen  
**Street Address** Sakhar Bhavan, Nariman Point  
**City-ST-ZIP** Bombay, India 400 021

**Title** Director  
**Name** Ravindra C. Apte  
**Street Address** 399 Park Avenue  
**City-ST-ZIP** New York 10043

**Title** Director  
**Name** Ashoke Dutt  
**Street Address** Cititower, 61 Dr S S Rao Road  
**City-ST-ZIP** Bombay, India 400 012

**Title** Director  
**Name** Nanoo Pamnani  
**Street Address** Bakhtawar, 8<sup>th</sup> floor,  
**City-ST-ZIP** Nariman Point, Mumbai 400 021.

**Title** Director  
**Name** V Krishnakumar  
**Street Address** 300, Tampines Avenue 5,  
**City-ST-ZIP** Singapore 529653

**Title** Director  
**Name** David Conner  
**Street Address** Sakhar Bhavan, 10<sup>th</sup> floor, Nariman Point  
**City-ST-ZIP** Bombay, India 400 021

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Pf 3 of 5

# **Officers/Directors of Citicorp Overseas Software Limited**

<b>Title</b>	<b>Director</b>
<b>Name</b>	<b>Steve Meadows</b>
<b>Street Address</b>	<b>389, Park Avenue, 2<sup>nd</sup> floor, Zone 1</b>
<b>City-ST-ZIP</b>	<b>New York, NY 10043</b>

<b>Title</b>	<b>Director</b>
<b>Name</b>	<b>Jerry Rao</b>
<b>Street Address</b>	<b>725, South Figureoa St,</b>
<b>City-ST-ZIP</b>	<b>Los Angeles, California 90017, USA</b>

<b>Title</b>	<b>Director</b>
<b>Name</b>	<b>Dominick Cortellessa</b>
<b>Street Address</b>	<b>111, Wall Street, 17<sup>th</sup> floor, Zone 10</b>
<b>City-ST-ZP</b>	<b>New York, NY 10043</b>

For Citicorp Overseas Software Limited



**U. V. M. RAO**  
**CHIEF EXECUTIVE OFFICER**


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Annexure - 2

## **Additions/Changes to Officers/Directors of Citicorp Overseas Software Limited**

### **Change/Addition**

<b>Title</b>	<b>Director</b>	<b>Resigned</b>
<b>Name</b>	Colin Crook	
<b>Street Address</b>	153 E, 53 <sup>rd</sup> St., 23/1	
<b>City-ST-ZIP</b>	New York, NY 10043	
<b>Title</b>	<b>Director</b>	<b>Resigned</b>
<b>Name</b>	Mary Cirillo	
<b>Street Address</b>	399, Park Avenue,	
<b>City-ST-ZIP</b>	New York, NY 10043	
<b>Title</b>	<b>Director</b>	<b>Addition</b>
<b>Name</b>	Steve Meadows	
<b>Street Address</b>	389, Park Avenue, 2 <sup>nd</sup> floor, Zone 1	
<b>City-ST-ZIP</b>	New York, NY 10043,	
<b>Title</b>	<b>Director</b>	<b>Addition</b>
<b>Name</b>	Abhijit Sen	
<b>Street Address</b>	Sahkar Bhavan, 8 <sup>th</sup> flr, Nariman Point	
<b>City-ST-ZIP</b>	Bombay, India 400 021	
<b>Title</b>	<b>Director</b>	<b>Resigned</b>
<b>Name</b>	Gregor S Bailar	
<b>Street Address</b>	One Court Square	
<b>City-ST-ZIP</b>	Long Island City, New York 11120	
<b>Title</b>	<b>Director</b>	<b>Resigned</b>
<b>Name</b>	S. Venkatachalam	
<b>Street Address</b>	Sahkar Bhavan, Nariman Point	
<b>City-ST-ZIP</b>	Bombay, India 400 021	
<b>Title</b>	<b>Director</b>	<b>Addition</b>
<b>Name</b>	Dominick Cortellessa	
<b>Street Address</b>	111, Wall Street, 17 <sup>th</sup> floor, Zone 10	
<b>City-ST-ZIP</b>	New York, NY 10043	
<b>Title</b>	<b>Director</b>	<b>Addition.</b>
<b>Name</b>	John Moore	<b>Resigned subsequently,</b>
<b>Street Address</b>	Citicorp, 4 Campus Circle	<b>to be approved by the</b>
<b>City-ST-ZIP</b>	Westlake, Texas 76262	<b>Board at the next</b>
		<b>Meeting.</b>

  
**U. V. M. RAO**  
CHIEF EXECUTIVE OFFICER

**Citicorp  
Information  
Technology, Inc.**

A subsidiary of  
Citicorp  
4 Sylvan Way  
Parsippany, NJ  
07054

Pl 5/5

**CITICORP<sup>+</sup>**

April 6, 1998

Sandra B Mortham, Secretary of State  
Divisions Corporation  
PO Box 6327, Tallahassee  
Florida 32314

Dear Sandra,

Sub : Filing of Corporation Annual report  
Ref : F97000005441

Citicorp Overseas Software Limited was qualified to do business in Florida from 10/16/97.

Our Annual return for 1998 is due before May 1, 1998. Since we did not receive the 1998 Profit Corporation Annual Report Packet we have taken a xerox copy of the return and have provided all the relevant information in it.

We have also enclosed a cheque of US \$158.75 along with this return.

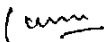
Incase you require any other information please let us know.

We request you to direct all future correspondence at the following address :

- Nancy D'sa (Company Secretary)  
Citicorp Overseas Software Limited  
Unit 133, SDF V  
Seepz, Andheris (E),  
Bombay 400 096, India

Thanking You,

Regards

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Kumar Iyer