

F030000003954

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

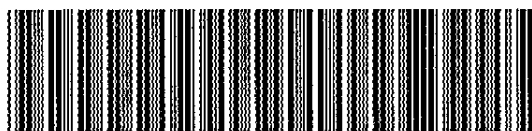
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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08/08/03--01061--023 **70.00

RECEIVED
03 AUG -8 AM 11:31
DIVISION OF CORPORATION

FILED
03 AUG -8 PM 2:53
TALLAHASSEE, FLORIDA

Bp

CT CORPORATION

August 8, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 AUG -8 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5909996 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Siri Technologies Private Limited (INDI)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
03 AUG -8 AM 11:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. SIRI TECHNOLOGIES PRIVATE LIMITED (CORPORATION)

(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 (COUNTRY)

(State or country under the law of which it is incorporated)

3. 23-3036415

(FEI number, if applicable)

4. 02/07/95

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. JUNE, 16 2003

(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. NO. 38/C-23, SOUTH END ROAD, BASAVANGUDI, BANGALORE, INDIA

(Principal office address)

510, TOWNSHIP LINE ROAD BLUE BELL PA 19422

(Current mailing address)

8. IT CONSULTING SERVICES

(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: CT Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, , Florida 33324

(City)

(Zip code)

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.

By: Naseem A. Conde

(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL ASST. SECRETARY**

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: M P SRIKANTH

Address: 38/c-23, SOUTH END ROAD BASAVANAGUDI
BANGALORE 560004, INDIA

Vice Chairman: _____

Address: _____

Director: DILIP PANICKER

Address: 38/c-23, SOUTH END ROAD BASAVANAGUDI
BANGALORE-560004, INDIA

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

CFO

Vice President: BURLE ESWARA KUMAR

Address: 510, TOWNSHIP LINE ROAD
BLUE BELL PA 19422, USA

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

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

14. CHIEF FINANCIAL OFFICER

(Typed or printed name and capacity of person signing application)

SECOND CERTIFICATE
(PURSUANT TO SEC. 610(1)(b))

CERTIFICATE OF INCORPORATION

* Company No. 08 /17128 of 1995

* I hereby certify that

* SIRI TECHNOLOGIES PRIVATE LIMITED

* Was originally incorporated under the Companies Act, 1956 (No. 1 of 1596 under the name

* SIRI SYSTEMS PRIVATE LIMITED

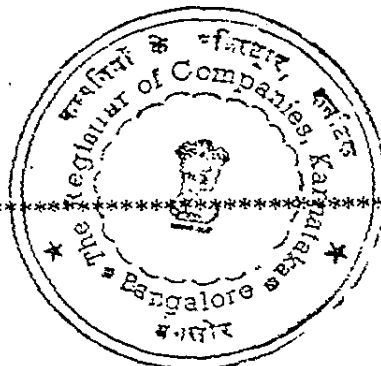
* On 07.02.1995 and the company changed its name to


* SIRI KARYA SYSTEMS PRIVATE LIMITED

* On 14.11.1996 and that company is limited. Subsequently, the company has
* changed its name as

* SIRI TECHNOLOGIES PRIVATE LIMITED w.e.f 27.1.2000

* Given Under my hand at Bangalore this 23rd day of January Two Thousand Two.




(T.S.D PRASADA RAO)
ASST. REGISTRAR OF COMPANIES
KARNATAKA BANGALORE.



ಭಾರತೀಯ ಸ್ಟೇಟ್ ಬ್ಯಾಂಕ್
ಬೆಂಗಳೂರು ವಾಣಿಜ್ಯ ಶಾಖೆ, 1ನೇ ಮಹಡಿ,
ಕ್ರಿಸ್ತಿ ಭವನ್, ಹಡ್ಸನ್ ಸರ್ಕಲ್, ಬೆಂಗಳೂರು - 560 001.

भारतीय स्टेट बैंक
बंगलूर वाणिज्य शाखा, 1 मंजिल,
कृषि भवन, हडसन सर्कल, बंगलूर - 560 001.
STATE BANK OF INDIA
Bangalore Commercial Branch, 1st Floor,
Krishi Bhavan, Hudson Circle, Bangalore - 560 001.

03 AUG -8 PM 2:53
FILED
STATE
TALLAHASSEE, FLORIDA

20.12.2001

TO WHOMSOEVER IT MAY CONCERN

This is to certify that M/s Siril Technologies Pvt. Ltd., 92, Electronics City, Bangalore-561 229 are banking with us for over five years and the conduct of the account is satisfactory.

For STATE BANK OF INDIA

Suraj O/B
CHIEF MANAGER (I.P. DIVISION)

BANGALORE COMMERCIAL BRANCH

CHIEF MANAGER (IB).

siricert*



ಭಾರತೀಯ ಸ್ಟೇಟ್ ಬ್ಯಾಂಕ್
ಬೆಂಗಳೂರು ವಾಣಿಜ್ಯ ಶಾಖೆ, 1ನೇ ಮಹಡಿ,
ಕ್ರಿಶಿ ಭವನ್, ಹಡ್ಸನ್ ಕ್ಲರ್ಕ್, ಬೆಂಗಳೂರು - 560 001.

भारतीय स्टेट बैंक

बैंगलूर वाणिज्य शाखा, 1 मंशील,
कृषि भवन, हडसन सर्कल, बैंगलूर - 560 001.

STATE BANK OF INDIA

Bangalore Commercial Branch, 1st Floor,
Krishi Bhavan, Hudson Circle, Bangalore - 560 001.

IB No.193

June 10, 2003

M/s SIRI TECHNOLOGIES PVT. LTD.,
No.38/C-23, South End Road
Basavanagudi
BANGALORE-560 004

FILED
03 JUN 25 PM 2:58
TALAMONAH, FLORIDA

Dear Sir,

**PERMISSION FOR SETTING BRANCH OFFICE
OF YOUR COMPANY IN FLORIDA, USA**

We refer to your letter dated 05.06.2003. We are pleased to inform you having granted permission for setting up a Branch Office in FLORIDA, USA on the following terms and conditions:

- 1) Initial expenditure : Upto 2% of your average annual sales/income turnover during last two years allowed.
- 2) Recurring expenditure : Upto 1% p.a. of your average annual sales/income turnover during last two years allowed.
- 3) In the case of newly established 100% EOUs or Units in EPZs and Hardware/Software Technology Parks, exchange will be released as per your estimated requirements for initial as well as recurring expenses on verification of suitable documentary evidence during the first two years of your operation. From third year onwards, exchange will be released as per item (1) or (2) above.
- 4) The overseas office should not create any financial liabilities contingent or otherwise for the Head Office in India.
- 5) Exchange released by us should be strictly utilised for the purposes for which it is released. The unused exchange may be repatriated to India under advise to us.
- 6) The approval granted for the purpose should be made valid for six months from the date thereof within which time their overseas offices should be opened. In case the overseas office is not opened or the representative is not posted abroad within this period an intimation in writing to this effect should be sent to us immediately after expiry of six months period. Further, fresh applications for use of exchange should be submitted to us as and when the overseas office is desired to be opened.

Contd. 2.

:2:

- 7) Profits if any, earned by the overseas office should be repatriated to India.
- 8) The following statements should be submitted by you:
- (a) Statement showing details of initial expenses incurred together with suitable documentary evidence wherever possible within three months from the date of release of exchange for the purpose.
 - (b) Annual account of trading/non-trading for the office abroad duly certified by the statutory auditors/chartered accounts.
 - (c) APR (Annual Performance Report) on the functioning of wholly owned subsidiary abroad should be submitted within 30 days of the expiry of the statutory period for the finalisation of the audited annual accounts applicable in the host country of the wholly owned subsidiary.
 - (d) Please submit the statement in the form "ORR" and "FAD 3" as on 31st December.
- 9) The overseas office shall comply with the various regulations for different purposes. For instance, for acquisition of an immovable property, they shall comply with FEM (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2000. Similarly, for investment in securities, they shall follow FEM (Transfer or Issue of any Foreign Security) Regulations, 2000. For this purpose they may obtain necessary approvals, if required.

Kindly return the duplicate copy of this letter as a token of acknowledgement to the said terms and conditions. Please feel free to seek any clarification/guidelines in the said terms and conditions.

Yours faithfully,


CHIEF MANAGER (IB).

03 AUG -8 PM 2:53
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TALLAHASSEE, FLORIDA
03 AUG -8 PM 2:53
RECEIVED
TALLAHASSEE, FLORIDA

C.C. No. 94 2003-04

3

| | |
|--|---|
| Company No. | 17128 |
| Name of the Applicant | SIRI TECHNOLOGIES PRIVATE LIMITED |
| Name of the Company | SIRI TECHNOLOGIES PRIVATE LIMITED |
| Description of document | MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION |
| Date of receipt of Application/Receipt No. | 28-05-2003 / 330288 |
| Date when fees and stamp paper produced | 28.05.2003 |
| Date when copy made ready | 05.06.2003 |
| Date when copy delivered | 06.06.2003 |

Signature of the Officer:

Typed by:

Read by/Examined by:

ASST. REGISTRAR OF COMPANIES
KARNATAKA, BANGALORE

6/6/03

STATSBANKOMMISJONEN STATSBANKOMMISJONEN No A 075426

Certified that a sum of Rs. **20-00** (Rupees **TWENTY ONLY**) has been paid by

Br. Name: **C. G. O. Complex** Br 4582

Date: 27 MAY 2003

S.S. No. 2541

S.S. No. 2541
C.G.O. COMPLEX BR. 4-582 Proper Officer / SS Number

THE COMPANIES ACT, 1956

DOCUMENT NO. 22

M/s. SIRI TECHNOLOGIES PRIVATE LIMITED

Company No. 17126
 Registered/Reconstituted on 27-01-2000
 Date of Destruction
 Registrar

BEC. NO.
 168648
 REG. NO.
 08-017128
 ALT. NOA

N 120
 0
 T*****120
 CASH
 64456
 27/01/2000
 DR-RAJ

**MEMORANDUM
 AND
 ARTICLES OF ASSOCIATION
 OF
 SIRI TECHNOLOGIES PRIVATE LIMITED**

Certified True Copy

For Sri Karya Systems Pvt. Ltd.

[Signature]
 Director



Co.No. 17128.



नाम में तब्दीली के परिणामस्वरूप निगमन के लिए नया प्रमाण-पत्र
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में.....

(कम्पनी अधिनियम 1956 (1956 का 1) के अधीन)

In the Office of the Registrar of Companies, Karnataka, Bangalore.

(Under the Companies Act, 1956 (1 of 1956))

के विषय में

IN THE MATTER OF MESSRS. SIRI SYSTEMS PRIVATE LIMITED.

मैं एतद्वारा प्रमाणित करता हूँ कि.....परिमित जिसका निगमन मूलतः 19.....के

दिन इस.....अधिनियम के अधीन और.....परिमित नाम

द्वारा किया गया कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/(22 (1) (ख) के निर्दिष्टों के अनुसार आवश्यक संकल्प पारित कर चुकी है और इसी त्वावत केरीव सरकार की विधि में अतिरिक्त कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that M/s. SRI SYSTEMS PRIVATE Limited, which was originally incorporated on 7th day of Feb. 1995 under the Companies Act, and under the name SRI SYSTEM Private Limited Limited having duly Passed the necessary resolution in terms of section 21/22 (1) (k) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded therefor in the Department of Company Affairs.

केरीव निदेशक के तारीख 19.....के पत्र सं.....द्वारा प्राप्त हो जाने पर उक्त कम्पनी का नाम इस दिन.....परिमित में तब्दील कर दिया गया है और यह प्रमाण-पत्र उक्त अधिनियम का धारा 23(1) के अनुसार जारी किया जाता है।

Asst. Registrar of Companies, Karnataka, Bangalore letter No. TA-II/PS/17128/CN/21/96 dated 11.11.1996 the name of the said company is this day changed to SIRI KARYA SYSTEMS PRIVATE Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख.....को दिया गया।

Given under my hand at Bangalore this Fourteenth day of November 1996 (One thousand nine hundred ninety six)



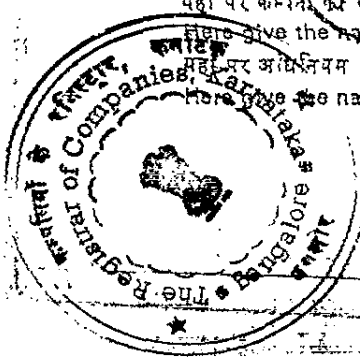
(ARVIND SHUKLA)
कम्पनी का रजिस्ट्रार
Asst. Registrar of Companies
Karnataka, Bangalore.

यहाँ पर कम्पनी का वह नाम लिखें जो तब्दीली से पूर्व था।

Here give the name of this Company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखें जिसके अंतर्गत कम्पनी का मूलतः रजिस्ट्रेशन और निगमन किया गया था।

Here give the name of the Act (s) under which the Company was originally registered and incorporated.





प्रारूप ० अर्द्ध ० आर ०

Form. I. R.

नियमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० का से०

No. 081-17128 of 19 95.

मे एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन लिपिबद्ध की गई है और यह
कम्पनी परिसीमित है।

I hereby certify that SIRI SYSTEMS PRIVATE LIMITED.

is this day incorporated under the Companies Act, 1956 (No. 1 of
1956) and that the company is limited.

मेरे हस्ताक्षर से आज ता० को दिया गया।

Given under my hand at BANGALORE this SEVENTH
day of FEBRUARY one thousand nine hundred and NINETY FIVE.



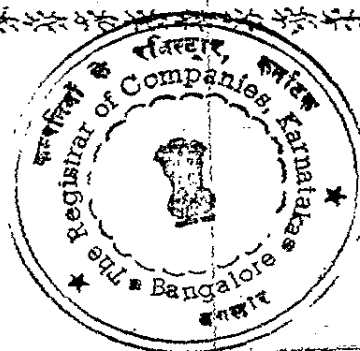
(V. SREENIVASA RAO).

कम्पनियों का रजिस्ट्रार

कर्नाटक बंगलूर

Registrar of Companies.

KARNATAKA, BANGALORE



MEMORANDUM OF ASSOCIATION

OF

SIRI TECHNOLOGIES PRIVATE LIMITED

(COMPANY LIMITED BY SHARES)

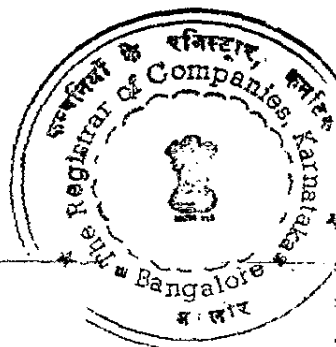
(INCORPORATED UNDER THE COMPANIES ACT, 1961)

I

1. The Name of the Company is SIRI TECHNOLOGIES PRIVATE LIMITED

II. The Registered Office of the Company will be situated in the State of
Karnataka.

III. The objects for which the Company is established are:



A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of Computer Hardware and Software Training in India and abroad either directly or through Franchises and manufacturing and producing, designing, processing, preparing, buying, selling, importing, exporting, developing assembling, labouring, improving, trading or otherwise dealing in and acting as commission agents and distributors for Computers, its components and accessories, printers, VDUs, disc drives, CRT terminals and other allied items and all kinds and varieties of electronics, electrical and mechanical industrial accounting and business machines, data processors, microwave devices, electronic typewriters, electronic car-locking and door-locking systems cordless electronic telephone systems and other similar equipment.
2. To provide uni and multi dimensional computer services, covering computer times, Hardware, Software Maintenance, Management Development, Organisational Design and Planning, Export of Software / technical manpower / expertise.
3. To design and develop operating systems, computers, interpreters, software packages for various system based applications in the area of production, engineering, business, financial management, education, science and technology, medical/bio-medical applications, research and games and to market and/or lease the same as manufactured by the Company as well as those of others.



4. To provide consultancy services in India and abroad in the discipline of management, computer technology and associated areas for national and international Companies.
5. To import either by itself or as franchises / representatives all types of education, training in-house or otherwise, and to conduct seminars, symposium and demonstrations and to carry on these activities by developing a network of franchisees through entrepreneurs in different cities of India and abroad and to act as personnel selection advisors in the related disciplines.
6. To design, develop and manufacture, buy, sell, trade, assemble, import, export of Telecommunication equipment, telephone exchanges telephone instruments, radio pagers, cellular telephones and other allied items of various kind.

A) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:-

2. To carry on any other business whether manufacturing or otherwise that may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the company or in which the company may be interested and to do all or any of the above things either

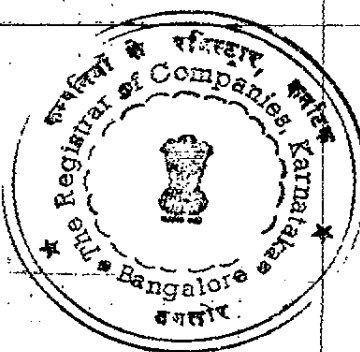


as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either or through agents, sub contractors, trustees or otherwise and do all such things as are incidental or conducive to the attainment of the main objects.

3. To enter into and take complete conveyance, disposition, assignments, transfers, leases, contracts or Co-partners agreements licenses and other contracts or writing of every description requisite for or incidental to or connected with any of the company's objects or conducive to the attainment thereof.
4. In the event of winding-up to distribute all or any of the property of the company amongst the members of the company in specie or in kind.
5. To enter into collaboration agreement with persons, firms and corporations of Government whether Indian or Foreign for acquiring technical knowledge, skill, know-how and also for acquiring any plants, process, formulate, design, funds guarantees, freights and service agreement and conferences and Franchises agreement.
6. To appoint and remunerate selling agents, agent-dealers, distributors, managers, contractors, canvassers, auctioneers and other persons and to establish and maintain agencies or branches in any part of India or abroad to discharge and to discontinue the same.



7. To adopt such means of making known the product and business of the company as may seem expedient and in particular by advertising in the press, by circulars by purchase and exhibition of work of art or interest, by publication of books or periodicals and by granting prizes, rewards, donations and holding exhibitions, demonstrations and displays subject to the provisions of Section-293-A of the Company's Act 1956.
8. To refer to arbitration and to bring, conduct, defend compromise and abandon legal and other proceedings and claim by, for and against the company or officers of the company or otherwise concerning to its affairs and to observe and perform the rewards thereof.
9. To carry out all public works and enter into all types of private contracts in connection with the Main Objects of the Company.
10. To undertake and execute any trust, the undertaking whereof may seem desirable, either gratuitously or otherwise.
11. To provide for welfare of the employees, ex-employees of the company and their wives, widows and families by building or by contribution to the building of houses or chawls, grant of money, pension, allowances, bonus, compensations, to make payments towards insurance or other payments and from time to time, by creating and/or subscribing to Provident Fund and other payments and providing or subscribing or contributing towards schools, places of instruction and recreation, educational, medical and other relief and other assistance the company



manufacture under or grant license or privileges in respect of, or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.

15. To guarantee the repayment or performance of any debts, contract or obligations, or become surety for any person, firm or company and to act as agent for the collection receipt or payment of money and generally to act as agents for and render services to customers and others and to give guarantees and indemnities in connection with business of the company.

16. Subject to the provisions of section 58-A of the Companies act 1956 and rule made thereunder to borrow or accept deposit of money with or without security, at interest or otherwise from any person, firms, Companies, Local authority, Government and other institutions and also to advance, lend, invest, and deposit any such other moneys of the company not immediately required for the time being in such security and subscribe or guarantee money for national, charitable, benevolent, public, general and other useful objects or for any purpose and in such manner as the company may deem expedient but the company shall not carry on business of the banking as provided in Banking regulation Act, 1949.

17. To open one or more account of any kind with any Bank or Banks or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable instruments and to buy sell and deal in the course of the company's main business.

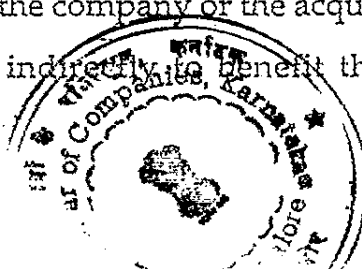


shall deem fit and to form, subscribe and contribute to or otherwise aid benevolent, charitable, educational, medical, social, scientific, national humanitarian and/or other institutions or objects which shall have any moral or other claims to support or add by the company either by reason or locality or operation or public and general utility or otherwise.

12. To create any reserve fund, depreciation fund, sinking fund, insurance fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for other purpose conducive to the interest of the company.

13. To establish, provide, maintain, and conduct reset and other laboratories, training colleges, schools and other institutions for the training educational and instruction of students and others who may desire to avail themselves of the same and to provide for the delis and holding of lectures, demonstration exhibition, classes, meetings and conferences, in connection therewith and to undertake journey thereof.

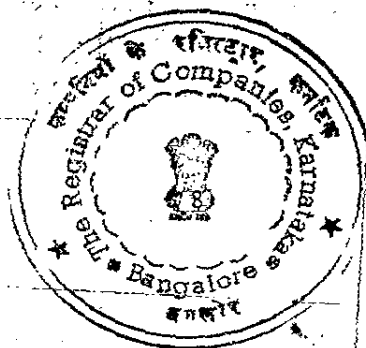
14. To apply for, purchase, or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, brevets "d" invention, trademarks, designs, licenses, protections, concessions, and he like conferring any exclusive or non-exclusive or limited right to use any secret or other information and to make any invent, process or privilege which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop,



8. To pay all expenses incurred in connection with the promotion, formation and incorporation of the company and remunerate (by cash or otherwise in kind or by allotment of fully or partly paid up shares of this or any other company) any persons, firm, or company for services rendered or to be rendered in connection with the issue of its capital acquisition of property by the company and conduct of its business including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the company.

19. To establish or promote any company or Companies whether in India or elsewhere for the purpose of acquiring all or any of the property, rights and liabilities of this company or any other purpose which may seem directly or indirectly calculated to benefit this company.

20. Subject to the provisions of section 58-A and 292 of the Companies Act 1956, to borrow or raise or secure the payment of money in such manner as the company may think fit from banks, Financial Institutions, Companies, Firms, and from any other person and in particular by the issue of denture or debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed to raised owing by mortgage charge or lien upon or any of the company's property (both present or future) including its uncalled capital and purpose, redeem and pay off any such securities.



21. Subject to the provisions of the Gift Tax, 1958 and statutory amendments thereof, the company has power to give and to receive gift either in cash or kind or other moveable and immovable properties.

22. To experiment and to incur expenses necessary for the purpose and with a view to improve on the present methods and to processes of working the several business which the company is authorised to carry on research for improving, developing, or effecting, economy and greater efficiency in the method and process for the production, manufacture, working or trading or dealing in the various products, metals machinery, equipment, articles and things or any other business which the company is authorised to carry on.

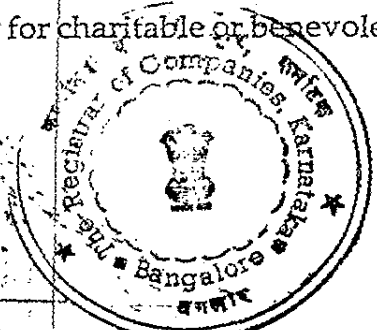
23. To deal in share, stocks, debentures, bonds obligations and securities issued or guaranteed by any company constituted carrying on business in India or in any foreign country having similar objects also to acquire any such shares, stocks, debentures, bonds, obligations or securities by original subscription, tender, purchases, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to dispose of the same by sale, exchange, tender surrender or otherwise at such time and in such lot as deemed beneficial to the company and act as trustees in connection with any such above authorities.

24. To enter into any arrangement or sell, dispose of, let on lease or on hire the whole or any part of the undertaking of the company any/or real or personal properties or assets of the company for cash or for stock, share



or securities of any other company or such other consideration and on such terms and condition, as may be decided by the Board of Directors but subject to the provision of the Companies Act 1956.

25. To purchase, take on lease or tenancy or sub-tenancy or in exchange, hire for any terms of years or otherwise acquire land with or without building thereon plant and machinery equipment, tools movable and immovable properties and other assets situated in India and outside at such price or rent and subject to such terms and condition or otherwise as may be thought fit and to erect such structure thereon as may be necessary for the purposes of the company and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, licenses, privileges claims.
26. To grant funds, annuities, pensions, allowances, gratuities and bonus to any employees or ex-employees of the company or the relations, connections or dependents of any such persons and to establish or support associations, institutions, clubs, schools, funds, schemes and trusts (religious, scientific, educational, provident, or otherwise) which may be considered, calculated to benefit any such persons or the public or otherwise advance the interests of the company or of its members and to establish and contribute or to any scheme for the purchase by the trustees of shares in the company to be held for the benefit of the company's employees and to lend money to such employees to enable them to purchase shares of the company and to formulate and to carry into effect any scheme for sharing the profit of the company with its employees or any of them to subscribe or guarantee money for charitable or benevolent



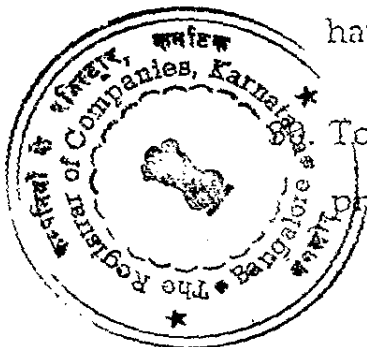
objects or for any exhibition or for any public, general or useful object or earmark a portion of the profits of the company or create a fund or funds for any such objects or purposes.

27. To lend money either with or without security and generally to such persons and upon terms and conditions as the company may think fit provided the company shall not carry on business of the banking as defined in the Banking Company regulation Act of 1949.

28. To take into consideration and to provide and confirm and to carry out - all acts, deeds or things that may be entered into with any person firm or body corporate by the promoters of the company and further to enter into arrangements, agreements or contracts with promoters and to reimburse them for all costs and expenses that may be incurred by them.

29. Subject to Section 292 of the Companies Act, 1956 to lease, let on hire; mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the company or any land, business property right or assets of any kind of the company or any share or interest therein respectively in such consideration as the company may think fit and in particular for the shares, debentures, or securities of any other company having objects altogether or in part similar to those of this company.

To do the business of commission agents, brokers or canvassers of products and services as manufacturers or rendered by the company.



31. To assist any company, the objects of which are wholly or partially similar to this company, financially or otherwise by issuing subscribing for or guaranteeing the subscription and issue of capital, share stock debentures or otherwise other securities and to take hold and deal in share, stocks, debentures, and securities of any company not withstanding any liability thereon.
32. To acquire and to take over any business or undertaking carried on in connection with any land, building, plant and machinery, equipment and other assets which the company may desire to acquire or become interested in the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose off or to remove or put an end thereto or otherwise deal with the same as may deem expedient.
33. To borrow or raise money to receive money as deposit for the purpose of the company in such a manner that may seem expedient and to secure the repayment thereof and of owing a obligation incurred by the company and to create, issue and allot redeemable or irredeemable bonds, mortgages, or other instruments mortgage debentures, and for any such purposes to change all or any part of the profits of the company both present and future including its uncalled capital.
34. To manufacture plant and machinery cell process or otherwise deal in machinery, plant and equipment, tools instruments, raw materials, spare parts to undertake and execute any contracts for work involving supply or use of any alloy steel ferrous and non-ferrous metals, industrial chemicals, rubbers, plastics of every description and other products as set out in Main Objects.



35. To enter into any arrangements and to take all necessary or proper steps with the government or authorities (Supreme, Municipal, Local panchayat or otherwise) or any corporations, Companies, or persons that may seem conducive to the attainment of the company's object or any of them, and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, turn to and comply with any such arrangements.
36. To apply for, promote and obtain any order or any other authority for enabling the company to carry on any of its objects into effect or for effecting any modifications of the company's constitution or for any other purpose which may seem expedient and to make representation against any proceedings or application which may seem calculated directly or indirectly prejudice the company's interest.
37. Subject to the provisions of the section 391 to 394 of the Companies Act, 1956 to enter into partnership or any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or for limiting competition otherwise, with any person, firm or company carrying to engaged in or about to carry on any business, undertaking or transaction which may seem capable of being conducted so as directly indirectly to benefit this company or to amalgamate with any other company having object altogether or into parts similar to those of this company, and to lend to money, to guarantee the contract or otherwise assist any such person, firm or company, to place, taken or otherwise acquire shares and other securities and to hold, sell, reissue, or



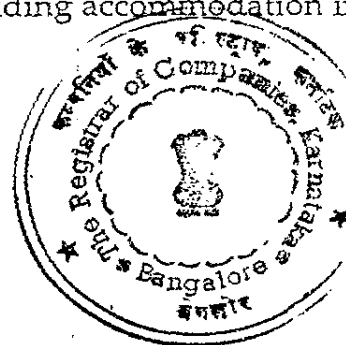
otherwise deal with share, debentures and securities of any such company subject to the Banking Regulation Act 1949.

38. To establish, provide, maintain, and contact or otherwise subsidise research laboratories and experimental workshops for scientific and technical research (and experimental workshops for scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical investigation and inventions by providing subsidising in doing or assisting laboratories workshop and to maintain close liaison with leading research institute in all types of industries, and to act as agency for transmission of new techniques, knowledge to industries and for feeding back the field problems to the research institutes.

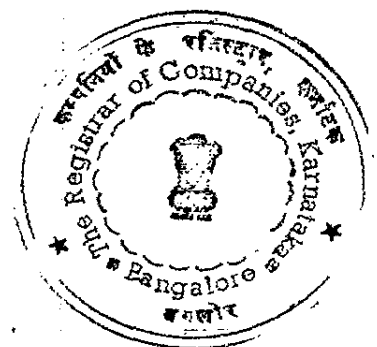
39. To enter into business, trade and technical or other similar collaboration with any person, firm, company, corporate body, semi-Government or other bodies either foreign local or otherwise to carry out all or any of the objects of the company on such terms and conditions, as the company thinks fit and proper, and also to purchase or to acquire or to undertake
* all or any part of the business, which this company is authorised to carry to or process any property suitable for the purpose of the company.

(C) Other objects

1. To own, purchase, take on lease, construct, erect or other acquire and do the business of running Hotels, Motels, Holiday Homes, Rest house, restaurants, bars, soda fountains, and providing accommodation in any form.



2. To carry on the business of exhibitors, and distributors of cinematography films and talkies (of every description) in all their branches, and to do all things necessary and expedient in connection with these business and to own, construct, hire cinema halls, touring talkies, theaters and other buildings and places of entertainment and to provide for the production, exhibition, representation and performance (whether by mechanical means or otherwise) of cinematography films, talkies stage plays and dramas, operas revues ballets, burlesques, pantomimes, spectacular pieces, performance and entertainment's, and to purchase, take on hire or otherwise acquire cinematography films and talkies with the exhibiting distributing and renting rights in the same and to sell give on hire otherwise, the films, taking the rights so acquired with their exhibiting distributing and renting rights in India as well as in overseas market.
3. To establish purchase acquire on lease, Breweries, Distilling and Bottling plants or replacing of Liquor including manufacture, sale purchase, import, export and generally to deal in molasses, methylated spirit, pure alcohol, ethyl alcohol both potable and industrial from molasses and other feed stocks, power alcohol for the admixture pharmaceutical or cosmetics and perfumes, acetaldehyde, Acetic acid and ethyl, ethyl acetate, butanol and butyl acetate, rectified spirit, boding mixture, sulphuric ether, choloric ether, sweet spirit commercial and industrial alcohol, medicines and drugs perfumes and toilet articles, country and foreign liquors, sugarcane, gur, sugar, dry ice, and all products or by-products thereof.



4. To manufacture, product, pack, repack, purchase or otherwise deal all kinds of Tobacco products panmasala, chatni, perfumed tobacco, chewing and smoking tobacco and similar products.
5. To own, work erect, install and otherwise, to handle or deal in spinning mills or any other factories for pressing ginning carding combing scoring mixing tap making processing, twisting, throwing printing, bleaching, tying or finishing raw silk waste silk cotton fixte, hemp wood mohair cotton hessaln lemon or any other textile of any description and kind.
6. To carry on business of designing, manufacturing, processing fabricating, developing, improving, repairing, welding, machining and dealing in forging, die, press, structural and rolling work of all kinds of ferrous and non-ferrous metals and alloys in any way and for any purpose whatsoever including rods, bars, wires, ropes, sheets, bolts, nuts, rivets, washers, wires, screws, hinges, hooks, bolts, tower bolts, dog, spikes columns tusses, railing grills, and building materials of any description whatsoever and to work as founders of all kinds of metals as well as carry out all kinds of mechanical, electrical and chemical works.
7. To manufacture and sell pipes, tubes, polls and other contrivances (including specials and fittings) out of iron cement and other liquids or semi-solids or gasses of whatsoever nature or kind for water supply, drainage, and health service schemes.

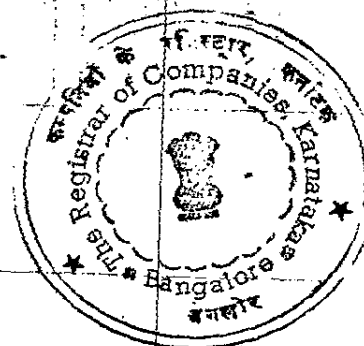


3. To carry on the business of manufacture and dealers in products of all descriptions and kinds made of plastics of any description, to manufacture and deal in consumer goods and industrial equipment made out of plastic of any description. To manufacture and deal in all kinds of products both consumer and industrial products of any kind made out of plastics such as fibre glass, porcelain, nylon, delrin, H.D, pdd and I D P bakelite to act as the agents for plastic and or deal in materials and goods made of reinforced plastics including PVC pipes of all kinds.

9. To construct purchase, or take on lease video/cinematography, theaters, cinema halls and other buildings and work convenient for the purposes thereof and to manage, maintain and run and carry on such theaters and buildings, when so erected on.

10. To carry on the business of manufacturing, trading and/or dealing in wires, cables lines of all kinds, conductors, mains, pipes fixable cords, polyvinyl chloride, paper or any other insulation and/or covering materials and of importing and/or exporting the same or any one or more of the aforesaid articles, and to do all acts and things pertaining to incidental to or associated with the same or and in particular to manufacturing process, paper insulated cables and plastic coated VIR wires in various thickness of common use in commerce, trade and industry.

IV. The liability of the members is limited.



V. "The authorised share capital of the company is Rs 10,00,00,000/- (Rupees ten crores only) divided into 1,00,00,000 Equity Shares of Rs 10 each with power to increase, reduce, convert, sub-divide, consolidate the same in accordance with and compliance of the provisions of the Companies Act, 1956 and the Articles of Association of the company from time to time."

Conditions as regard to dividend and any repayments of capital as may be determined by or in accordance with regulations of the company with power to vary, modify, or abrogate any such rights, privileges or conditions in such manner as may be for the time being, be provided by the regulations of the company, and subject to the provisions, of the Companies Act, 1956.

We the several persons, whose names, 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 this company as set opposite to our respective names.



| Names, Addresses, Occupations and fathers' Name of subscribers | Number of equity shares taken by subscriber | Signature, Name of witness with address and occupation |
|---|---|---|
| 1. M.P. SRIKANTH, No. 706, I 'B' MAIN ROAD, 7TH BLOCK, BANASHANKARI III STAGE, II PHASE, BANGALORE-560 085 BUSINESS S/O M. PRABHAKARA RAO | 100 | S. SRINIVAS, No. 514, ANJANEYA TEMPLE STREET, I CROSS, VISVESWARAPURAM, BANGALORE-560 004. CHARTERED ACCOUNTANT S/O S.V. HANUMANATHA RAO |
| 2. DILIP PANICKER No. 3730, 10TH CROSS, 13TH 'B' MAIN, H.A.L. II STAGE BANGALORE-560 008. BUSINESS S/O KARUNAKARA PANICKER | 100 | |
| TOTAL | 200 | |

BANGALORE

DATED: 25TH JANUARY 1995



ASST. REGISTRAR OF COMPANIES
KARNATAKA, BANGALORE.

ITEM NO. 5541

No A 075397

ISSUED BY STATE BANK OF MYSORE ON BEHALF OF GOVERNMENT OF KARNATAKA

Certified that a sum of Rs. 10/-

(Rupees Ten only)

only) has been paid by

Sri/Smt.

residing at

Technologies Pvt Ltd

s/o d/o w/o

towards Karnataka Stamp duty.

Br. Name :

C. G. O. Complex Br 4582

N. SACHIDANANDA

S.S. No. 2641

Date :

27 MAY 2003

C.G.O. COMPLEX BR 4-582

Proper Officer / SS Number

Co. No. : 17128

THE COMPANIES ACT, 1956

ARTICLES OF ASSOCIATION

DOCUMENT NO. 22

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ITEM NO. 5541

No A 075392

ISSUED BY STATE BANK OF MYSORE ON BEHALF OF GOVERNMENT OF KARNATAKA

Certified that a sum of Rs. 10/-

(Rupees

only) has been paid by

Sri/Smt.

residing at

Siri Technologies (P) Ltd.

s/o d/o w/o

towards Karnataka Stamp duty.

Br. Name

C. G. O. Complex Br 4582

No. 2647

Date

27 MAY 2003

C.G.O. COMPLEX BR. 4-582

Proprietor/Officer/SS Number

Co. No. : 17128

OF

M/s. SIRI TECHNOLOGIES PRIVATE LIMITED



Contd.....

ARTICLES OF ASSOCIATION

OF

SIRI TECHNOLOGIES PRIVATE LIMITED

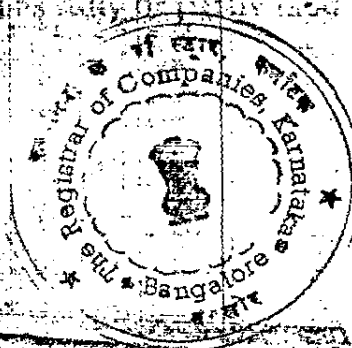
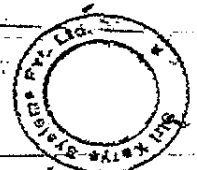
(COMPANY LIMITED BY SHARES)

(INCORPORATED UNDER THE COMPANIES ACT, 1961)

1. The Regulations contained in the Table A of the Companies Act, 1956 shall apply in such matters as are not specifically provided in these presents and which are applicable to a private Company.

PRIVATE COMPANY

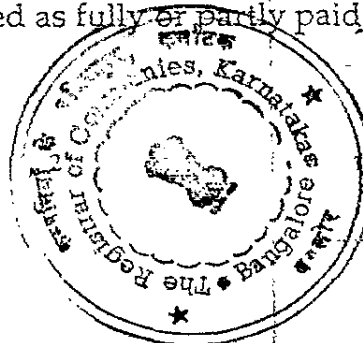
2. The Company is a Private Company within the meaning of Section 3 subsection (1)(iii) of the Companies Act, 1956 and accordingly,



- b) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company;
- c) The members of the Company (exclusive of persons who are in employment and of persons who having been in formerly employment of the Company were members of the Company while in that employment and have continued to be members of the Company after the employment ceased) is limited to fifty; provided that for the purpose of this provision, where two or more persons hold one or more shares jointly in the Company, they shall be treated as a single member; and,
- d) The right of transfer of shares in the Company is restricted in the manner, and to the extent hereinafter appearing.

3.

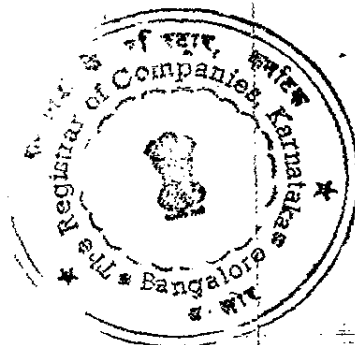
- a) The Share Capital of the company shall be in accordance with the Clause V of the Memorandum of Association of the Company from time to time."
- b) The shares shall be under the control of the Board of Directors who may, subject to provisions of Regulation 2 above, allot or otherwise dispose of the same to such persons and on such terms as they deem fit.
- c) The Directors may allot and issue the shares in the Company in full or in part payment for any property sold or transferred of goods supplied or services rendered to the Company for conduct of its business and any shares so allotted may be issued as fully or partly paid up.



- d) If Share certificate issued by the Company is defaced, lost or destroyed, it may be renewed on the payment of a fee of one Rupee and on such terms as to evidence and indemnify the payment of any out of pocket expenses incurred by the company in investigating evidence as the Board of Directors think fit.

TRANSFER OF SHARES

4. The transfer of shares of the company held by members is restricted amongst the members is restricted amongst the members and their relatives. As and when any member desires to transfer his or her shares to any person other than an existing members such a member shall give notice to the Directors of the intention to such transfer and the Board of Directors will offer the same to existing members at the fair price as may be determined by Auditors whose decision shall be final. In the event of the refusal of the existing members to such purchase of the shares offered to them within the thirty days of the offer, the Board of Directors, may transfer those shares to any outsider and the decision of the Board in this regard shall be the final and binding.
5. Notwithstanding what is provided for in the foregoing clauses, transfer or transmission of any share to any person shall not, however, be made or registered without the previous sanction of the Board of Directors who may without assigning any reason decline to give any such shares.



6. The company shall incur no liability or responsibility whatsoever in consequence of it registering or giving affect to any transfer of shares, made of purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interests in the same shares.
7. The Board of Directors may from time to time at their discretion, raise, or borrow any sum of money or make any arrangements for finance for the purpose of the company.
8. The Board of Directors may, from time to time raise or secure the payment or repayment of such sums of money in such a manner and upon such terms and conditions in all respects as they think fit, and in particular by making, drawing, accepting or endorsing on behalf of the company promissory notes or bills and exchange or giving or issuing any other security of the company or by mortgaging or charging all or any other part of the property of the company, movable or immovable, liquid or otherwise, or by the issue of debentures or debenture-stock of the company charged upon all or part of the company (both present or future) or any other legal and lawful method and procedure.
9. Debenture, debenture-stock, and other securities by the company may be made as assignable free from equities between the company and the person to whom the same be issued.



10. Subject to the provision of the Companies Act 1956, any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with special privileges as to redemption, surrender, drawing, attending at general meeting of the company, appointment of Directors and otherwise.

11. The Board of Directors shall cause a proper register to be kept in accordance with section 143 of the Companies Act, 1956 of all mortgages and charges specifically affecting the property of the company and shall duly comply with the requirements of section 125, 127, 129, 134 to 136 and 136 of the said Act in regard in the registration of mortgages and charges therein specified.

12. GENERAL MEETING

No business shall be transacted at any General Meeting unless a quorum of members is present at the time of meeting and such quorum shall consists of not less than TWO members present in person or by proxy and entitled to vote.

13. DIRECTORS

- a) The number of Directors shall not be less than TWO and not more than nine including all kinds of Directors.
- b) A director shall not be required to hold any qualification shares.
- c) The directors shall not be liable to retire by rotation.



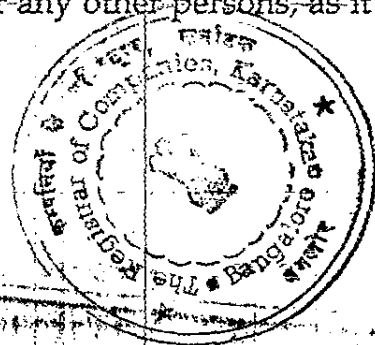
d) The signatories to the Memorandum of Association shall be the first Directors.

14. Subject to the maximum number of Directors prescribed herein the Board of Directors shall appoint not more than two technical Directors or Executive Finance directors that may be required from time to time and a Director representing any creditor or financial, commercial or industrial institutions, when any large financial credits are negotiated or any business collaboration is secured.

15.

a) There shall be a chairman appointed to head the Board of Directors.

b) The managing Director shall, subject to the control and supervision of the board of directors have power and control over the management of the business of the company with full power to do all acts, matters and things for carrying the business and concerns of the company's funds as they shall think fit and to make and sign all contracts and to draw, sign, accept, endorse and negotiate on behalf of the company all bills of exchange, promissory notes, hundies, cheques, drafts Government promissory notes and other Government securities and other instruments. All money belonging to the company shall be paid to such bankers as the board of directors shall deem expedient and all the receipts for money paid to the company shall be signed by any Director which receipt shall be an effectual discharge for the money therein stated to have been received. The board of directors, agents or any other persons, as it may



think fit shall have power to grant to any such persons, as it may think fit shall have power to grant to any such persons such power of attorney as it may deem expedient and would have such powers at lease to revoke.

16. The Board may decide from time to time the remuneration payable to any or all of the Directors.

17. The Directors attending the Meetings of the Board of Directors of the Company shall be paid a sitting fee at the rates permissible and prescribed under the Companies Act, 1956 and the Rules made thereunder

18. The directors may also be paid travelling, hotel or other expenses properly incurred by them in respect of the business of the company or in attending the meeting of the Board of Directors or any committee thereof in such manner and on such basis as the Board of Directors may, from time to time determine. For any extra work entrusted or any duties assigned to a director other than the chairman and managing Director, extra remuneration may be paid in any form or manner and on such terms and conditions as the Directors may consider proper, subject to the Provisions of the Companies Act, 1956.

19. The Board of Directors may pay all expenses incurred in getting up and registering the company and other preliminary expenses.

20. The Board of Directors shall have the power to fill up any casual vacancy in the board and shall have also power to appoint additional Directors provided the number of Directors shall not exceed the maximum prescribed in these articles.



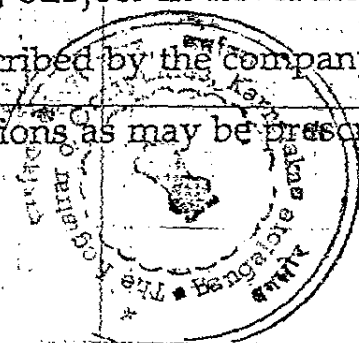
21. The Board of Directors may appoint alternate Directors subject to provisions of section 313 of the Act.

22.

a) (a) The management of the company and its business shall vest in the Board of Directors who shall have the power and authority to administer the same as the board may, from time to time, prescribe. In exercising this power and authority, the Board may delegate any of such power and authority to any committee of directors, members or other and/or to any person, individual director or any other person whomsoever, with such designation and on such terms and conditions and remuneration as the Board may consider fit and proper.

b) In furtherance of the above, the Board or any other person to whom this authority is delegated by the Board, may appoint Managers, Technical staff and other officers and personnel as it may deem fit, and may suspend, dismiss or terminate their services.

c) The Board of Directors may make rules and regulations for the conduct of the business and at any time, alter or modify the same. The board will exercise all such powers of the company as are permissible by the Companies Act 1956, or any statutory modification thereof for the time being in force or by these articles, required not specifically to be exercised by the company in General Meeting subject nevertheless to any regulations or provisions as may be prescribed by the company in general meeting, but no regulations, or provisions as may be prescribed by



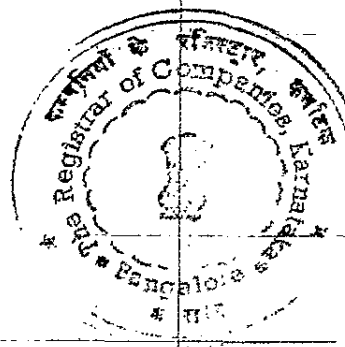
company in general meeting, shall invalidate any prior act of the Directors which would be valid if the regulation had not been made.

23. PROCEEDINGS OF BOARD

- a) The Board of Directors may meet for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit.
- b) Meetings of the Board will be called from time to time and shall be held if requisitioned by a Director.
- c) Save as otherwise expressly provided in the Act, questions arising at any meeting of the board shall be decided by a majority of votes.
- d) In case of an equality of votes, the chairman shall have a casting vote.

24. The continuing Directors may act notwithstanding any vacancy in the board, but if and so long as the number is reduced below the quorum fixed for a meeting of the board, the continuing director or directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or of summoning a general meeting of the company, but for no other purpose. The quorum for the Board meeting shall be one third of its total strength or two whichever is higher subject to section 287 of the Companies Act, 1956.

25. Meeting of the Board of Directors shall be held at such place or places as Directors, may from time to time decide.



26. All acts done by any meeting of the board or a committee thereof or by any person acting as a director, shall notwithstanding that it may afterwards, be discovered that there were some defects in the appointment of any one or more of such Directors, or of any person acting as aforesaid, were disqualified be as valid as if every Directors or such persons have been duly appointed and as qualified to be a Director.

27. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the board or a committee thereof, made in accordance with section 289 of the Acts shall be valid and effectual as if it had been passed at a meeting of the board committee.

28. BORROWING POWERS

Subject to the provisions of section 292 of the Companies Act, 1956, the board of directors shall be entitled and thereby empowered at their discretion, to borrow or raise money to any extent in such manner as they deem fit and in particular by the issue of debentures convertible into shares of this or any other company and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the properties, assets and/or revenue of the company present or future including its uncalled capital.

29. ACCOUNTS

The board of Directors shall cause proper books of accounts to be kept in which shall be entered all sums of money received and expended by the



company and true and complete accounts of the affairs and transactions of the company and of its assets and liabilities. The books of accounts shall be kept at the Registered office or at such other place or at such other places as the Directors think fit.

- a) The board may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts shall be kept open at the Registered office or at such other place or places as the Directors think fit.
- b) No member (not being a director) shall have any right of inspecting any accounts or book or documents of the company in General meeting.

30. The directors may charge a person with duty and responsibility of seeing to the provisions of the Companies Act 1956 and other statutes are properly and duly complied with.

31. Every deed or other instruments or certificates to which the seal of the company is required to be affixed be so affixed in accordance with regulation 84 of Table A of the Companies Act 1956.

32. COMMON SEAL

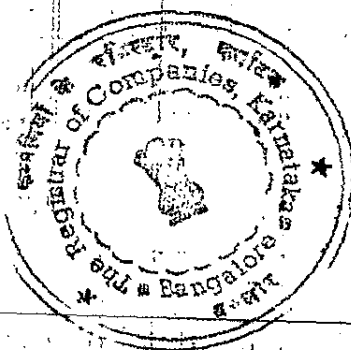
The Board of Directors shall provide a common seal for the purpose of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the director shall provide for the safe custody of the seal for the time being.



33. Every deed or other instrument or certificate to which the seal of the company is required to be affixed shall in accordance with Regulation 84 of Table A of the company Act 1956 be affixed.

34. INDEMNITY

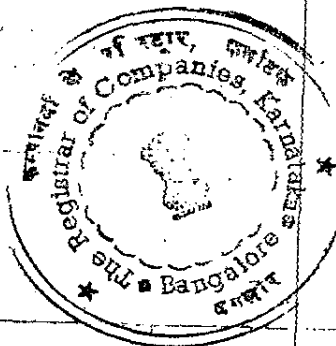
Subject to the provisions of Act, every Director, Managing Director, Executive Director, Technical Director, Finance Director, Secretary, Auditor or any other officer or servant of the company shall be entitled to be indemnified by the company against and it shall be the duty of the Board to pay out of the funds of the company all costs, losses and expenses including travelling expenses, which any director, Managing director, Executive director, Secretary or any other officer or servant of the company may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.



| Names, Addresses, Occupations and fathers' Name of subscribers | Signature, Name of witness with address and occupation |
|--|--|
| <p>1. M.P. SRIKANTH, No. 706, I 'B' MAIN ROAD, 7TH BLOCK, BANASHANKARI III STAGE, II PHASE, BANGALORE-560 085</p> <p>BUSINESS</p> <p>S/O M. PRABHAKARA RAO</p> | <p>S. SRINIVAS, No. 514, ANJANEYA TEMPLE STREET, I CROSS, VISVESWARAPURAM, BANGALORE-560 004.</p> <p>CHARTERED ACCOUNTANT</p> <p>S/O S.V. HANUMANTHA RAO</p> |
| <p>2. DILIP PANICKER No. 3730, 10TH CROSS, 13TH 'B' MAIN H.A.L. II STAGE BANGALORE-560 008.</p> <p>BUSINESS</p> <p>S/O KARUNAKARA PANICKER</p> | |

BANGALORE.

DATED: 25TH JANUARY 1995



[Signature]
ASST. REGISTRAR OF COMPANIES
KARNATAKA, BANGALORE