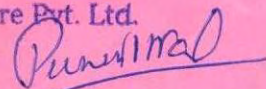


**MEMORANDUM
AND
ARTICLES
OF
ASSOCIATION**

OF

PRATHAM SOFTWARE PRIVATE LIMITED

For Pratham Software Pvt. Ltd.



Authorised Signatory



सत्यमेव जयते

प्रारूप आई. आर.

Form I. R.

निगमन का प्रमाण पत्र

CERTIFICATE OF INCORPORATION

ता का सं.
No. 17-019576 of 2004-2005

मैं एतद्वारा प्रमाणित करता हूँ कि आज प्रथम सॉफ्टवेयर प्राइवेट लिमिटेड

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

I hereby certify that PRATHAM SOFTWARE 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 ता. 10/08/2004 को दिया गया।

Given under my hand at JAIPUR this TENTH (10TH) day of AUGUST Two thousand FOUR.

Saka : 19 SRAVANA, 1926

CIN-U72200RJ2004PTC019576

(V.K. KHUBCHANDANI)

कम्पनियों का रजिस्ट्रार
राजस्थान, जयपुर
Registrar of Companies
Rajasthan, JAIPUR



For Pratham Software Pvt. Ltd.

Authorised Signatory

Pratham

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

Pratham Software Private Limited

- I. The name of the Company is **Pratham Software Private Limited**
- II. The Registered Office of the Company will be situated in the STATE OF RAJASTHAN.
- 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 takeover the running business of M/s P S Consultants, a proprietorship concern owned by Mr. Puneet Mittal alongwith all assets and liabilities, rights, obligations and the aforesaid firm will cease to exist on the date of incorporation of the Company.
 2. To carry on the business as manufacturers, assembling, processors, buyers, sellers, traders, exporters, importers, distributors, dealers, franchise, business partner, stockiest, commission agents, brokers, C and F agents, trainers, developers, service providers, service partners, designers, solution providers, consultants and otherwise deals in all kinds of computers, software's, software packages, hardware, Note book, PCs, Laptops, Servers, computer parts, computer peripherals and accessories, internet, email, chat, internet telephony equipment, VOIP equipment, Call Center equipment, IVR hardware and systems, video conferencing, Electronic and Telecommunication equipment, Mobile Phones and equipment, Telephone equipment, Fax machines, Lease line equipment, Modems, Routers, intranet, multi media, Computer consumables, printers, Scanners, CD-writers, networking equipment, Hubs, switches, cables, power protection equipment, UPS, CVT, Computer furniture, testing equipment, research and development, recording media library, Training Aides, Projectors, presentation equipment, Audio and Video equipment and other computer related electronic or non electronic equipment.
 3. To set up and run electronic data processing centers and to carry on business of data/word processors, Data entry work, Data centers and data storage, Data analysis, software consultancy and software designing, development of management information system, development of customized software, E-commerce software systems and payment gateways, Application Development, Data base designing and development, Turn-key solutions, Computer Aided Designing (CAD) software, document and design processing, Engineering Design software, GIS software, Mobile technology software, Wireless technology software, Embedded system software, Telecom Software testing and quality assurance services, Call Center operation, interactive voice response (IVR) solutions, VOIP solutions, IT Enables Services, Medical transcription, Legal transcription, accounting and other transcription activity, OCR (optical character reader) software, OMR Software, Data and image scanning services, CD writing and designing, CD presentations, Animations, Graphic designing, 3D Graphic and 3D Modeling services, Logo and banner designing, brochures and print ads designing, Creative designing, copy writing, Multi-media activities, website designing and development, website hosting, domain registration, Search engine listing and optimization, Annual maintenance contracts (AMC) services of hardware and software, computerization feasibility study, internet service Provider (ISP), Voice Mail services, Unified Messaging services, Cable internet, Computer education and training, Networking activities, Setting up LAN/WAN systems, provide System administration and technical support engineering and consultancy, Project management, and all other value added services and to Recruit conduct or sponsor training, programmers and professional, Manpower and computer supply on rent basis, courses, seminars and corporate programs for imparting or spreading the knowledge and use of computers, internet, email, internet, computer programmes, video conferencing, chat multi media and to undertake and carry on all activities of software research and analysis, software and hardware training placements, Manpower outsourcing, publishing, advertising, public relations, Business plan and marketing consultancy, import, export consultants, cyber cafe, cyber shops, information kiosks, Tele-marketing services, coffee shops, entertainment, games, game shows, computerized lotteries, amusement park, exhibition, road shows, egmark emporiums, coaching, training rehabilitation center, franchisee agreements with Indian or foreign companies, firm and individuals.

For Pratham Software Pvt. Ltd. 
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(B) THE OBJECT INCIDENTAL OR ANCILLIARY to the attainment of the Main objects are :-

1. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import, and deal in all kinds of articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said business covered in the main object.
2. To advance, deposit, securities and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the company and on such terms as may deem expedient.
3. To guarantee the payment of money secured by or payable under or in respect of business of the Company.
4. To purchase or otherwise acquire and sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose off and deal in real and personal property and rights of all kinds and in particular, mines, quarries, land, including agriculture land building, hereditaments, business concerns and undertakings debenture-stocks mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, securities, bonds, policies, bookdebts, and claims, privileges and choose in-action of all kinds, including any interest in real or personal property and any claims, against such property or against any persons or company and to carry on any business, concern or undertaking so acquired in connection with the business of the company.
5. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be. Subject to the provision of section 3(1) (iii) and 58A of the Companies Act 1956 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable.
6. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
7. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit to the attainment of the main objects of the company.
8. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concern and promote measure for the protection of the trade, industry and person engaged therein.
9. To subscribe to, become a member of, subsidise and co-operate with 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 and such association, such informations may be likely to further the objects of the Company.

10. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, shops, other works and conveniences which the company may think directly or indirectly conducive to its objects and connected with the main line of business which the company will carry on or advance the interest of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management thereof and to join with any other person or company doing any of these things.
11. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
12. To vest any real or personal property rights or interest acquired by or belonging to company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
13. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.
14. To apply for purchase or otherwise acquire, protect and renew in any part of the world, patents, licences, concession, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use develop or grant licence in respect thereof or otherwise turn to account the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
15. 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 having property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
16. To enter into any arrangements with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's object and to apply for, promote and obtain any Act of Parliament, privilege, concession, licence or authorisation of the Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, licence or authorisation.
17. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
18. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside or carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical know-how or for such other purpose that may seem calculated beneficial and conducive to the object of the Company.
19. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights liabilities and properties of the company or for any other purpose which may seem directly calculated to benefit the Company and to place or guarantee, the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
20. To lease, let out 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, rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

for Pratham Software Pvt. Ltd.

Pawan Mehta

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21. To establish and equip laboratories and carry on analytical experimental and other work or undertaking and search in relation to the objects of the Company.
22. To pay any premium or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or for the business, of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debentures-stocks or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
23. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement 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.
24. To adopt such means of making known the product, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.
25. To procure the company to be registered or recognised in any part of the world outside the Union of India.
26. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension, allowance, emoluments, bonus, profit, sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such person and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidising or contributing to any institutions, associations, funds, clubs, trusts profits 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 of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payment 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.
27. To aid pecuniarily or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
28. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of the Companies Act, 1956.
29. To make arrangements with persons engaged in any trade, business or profession for the concession to the company's members, ticket-holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
30. On winding up of the company, to distribute all or any of the property of the company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to further Section 205 of the Companies Act. 1956.

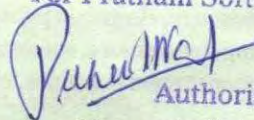
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31. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India as elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
32. To carry on the business of transport and any other business whether being conveniently be carried on in connection with the objects belonging to the Company or in which the company may be interested.

(C) OTHER OBJECTS :

1. To carry on the business of manufacturers, importers, exporters, buyers, sellers, stockists and distributors of and dealers in
 - (a) Elastomers, carbon black, leather, hides and skins, latexes and formulations thereof,
 - (b) All types of compounds, dyewares, disinfectants and of electrical, photographic materials,
 - (c) Lacquers and pigments,
 - (d) Paper, newsprint, paper board, strawboard, hardboard, fibre-board, chip-board, corrugated paper, transparent paper, craft paper, carbons, inks, parchment and corks.
2. To carry on the business of buyers, sellers, importers, exporters, distributors, stockists, agent or otherwise dealers in stores, packing materials, all kinds of metals, whether ferrous or non-ferrous, sell, import, or otherwise deal in such products, their raw materials, machines, stores, packing materials and by products.
3. To purchase, acquire and hold with absolute or limited rights or on lease or otherwise and to erect, construct and maintain land, building, houses, factories, mills, godowns, sheds and to sell, buy, exchange, barter, let or otherwise deal in land, building and other properties, to provide service, related to property as property dealer.
4. To carry on the business of industrial, financial and investment advisors and to invest in, subscribe, purchase or otherwise deal in shares, stocks, bonds, debentures, debenture stocks, public securities issued by any Company, legal authority, Central, State, Municipal or Local.
5. To plant, cultivate, produce, raise, make, marketable, import, export, sell, buy, act as agents, stockists, distributors or otherwise deal in all kinds of food-grains, oil cakes, coffee, tea, jute, sugar, sugar cane and other types of produce of land to manufacture, process, import, export, sell.
6. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists and distributors of and dealers in
 - (i) Tarpaulines, stainless steel utensils.
 - (ii) Automobile workshop, engine reconditioning workshop, automobiles, agriculture and engineering tools and machines, earthmovers, road rollers and spare parts.
7. To carry on the business of suppliers of plant, machinery and equipments, stores, tools, gadgets, devices, contraptions, instruments, spares and components to develop, acquire, supply plans, drawings, estimates, projects reports and know-how for industries, business, companies, services and public bodies and Governments.

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8. To carry on the business of transport by any means through road, sea, air and to act as transport-agents, travel agents, cargoes, shipping agents, couriers and booking agents.
9. To carry on the business of all or any of iron and steel founders, steel melters, steel makers, steel shapers and mechanical, civil, electrical and general engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufactures of steel, metal and malleable grey castings including ferrous, non-ferrous, special and alloy steel, spring steel, forging quality steel, manufactures/processors of all types of automobiles components, forged components, railway track and wagon components, signal equipments and all other types of railway components and accessories, alloys, nut-bolts steel rounds, nails, tools, all types of hard-ware items, all types of springs, spring washers, grease cups, grease nipples, oil cups and cones, heavy and light machinery, boilers, architectural, fittings, sanitary fittings, pipe and pipe fittings, metallurgists, gas and electrical engineers and manufactures, plate makers, wire, drawres tube manufactures, galvanizers, japaners, re-rollers, annealors, enamellers and electro-platers and to buy, take on lease or hire, sell, import, export, manufacture, process, repair, convert, let on hire or otherwise deal in such products, their raw materials, stores, packing materials, by products and allied commodities, machineries, rolling stock, implements, tools, utensils, ground tools materials and conveniences of all kinds.
10. To manufacture, repair, convert, alter, process, import, export, buy, sell or deal in all sorts of automatic controls, thermal, hydraulic, magnetic, all types of tools, dies, relays, agriculture, industrial and scientific instruments, appliances and apparatus, electrical parts and accessories, plants and all other materials required for planning, processing, finishing, machining and packing of all such products and to manufacture, process, buy, sell, import, export or otherwise, deal in such products, their raw materials, stores, packing materials by-products and allied commodities.
11. To search prospect, win, work, get, raise, quarry, smelt, refine, dress, manufacture, manipulate, convert, make merchantable, sell, buy, import, export, or otherwise, deal in iron, copper, gypsum, lead, nickle, platinum, zinc, bauxite, tungston, ores, metals, silicon, and manganese.
12. To carry on the business of under writers subject to regulations of the Stock Exchange and Provisions of the concerned Acts in force.
13. To carry on the business of Brewers, Distillers, Importers, Exporters, and Manufacturers of aerated Mineral and artificial water or caterers for public amusement or entertainment.
14. To carry on the business of circus play, open air theaters, dance, musical and other entertainment of all kinds, games, sports, dramatic and other performances of all kinds, whatsoever and activities relating to stage performances and letting of the same.
15. To carry on the business of operators of training and teaching schools, colleges, workshops, institutes and classes for various trades, professions, crafts, arts and university or institute courses.
16. To carry on the business of printers in all the branches, newspapers, journals, magazines, books and other articles to serve as stationers, lithographers, block makers, draftsman envelop manufactures, paper bag and account books makers, numerical printers, box makers and book seller.
17. To carry on the business of manufacturers, processors, traders, dealers, distributors, buyers, sellers, importers, exporters, programmers, managers, operators, and agents, or to deal in any other manner (including loan licencing basis branding) in any of or all types and varieties of computer, data processors, word processors, electronic printers, all types of entertainment electronics and accessories, computer hardware, computer software, accessories, equipments, intermediates, spares, salvageable parts, audiovisual media, demonstration machines, electronic typewriters, allied office equipments and stationery.
18. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare, for market, import, export or otherwise deal in all kinds of Cycles, Mopeds, Scooters, Motor Cycles, Auto Rikshaws, Motor Cars, Motor Trucks, Buses, Tractors, Vans, Jeeps, Lorries, Motor Launches, Aeroplanes, Sea-Planes and Vehicles and conveyances of all kinds and their Automobile Control Cables and speedometers, cables and its assemblies and spare parts.
19. To carry on the business as merchants and agents for petrols, oils, lubricants, greases, spirit, kerosene, gas, electricity and other motive powers.


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20. To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of household appliances including refrigerators, stoves, dryers, heaters, pressure cookers, ovens, cooking, ranges, hot plates, other cooking utensils of all types, containers, buckets, toasters, mixers, washing machines and other electric, appliances including radios, televisions, transformers, and electric motors of every kind.
21. To manufacture, buy, sell, import, export, or otherwise deal in all kinds of soaps, soap chips, soap powders, detergents and toiletries.
22. To carry on the business of manufacturing, trading, dealing, marketing, importing, exporting, converting, synthesising, refining, extracting and preserving of all kinds of dyes, dyes intermediate, colours, polishes and varnishes, soda, caustic soda, organic dyestuffs, synthetic paints, derivatives, organic surface active agent, glycerines, heavy water chemicals, salts and all other kind of organic and inorganic chemicals and also from the residue of substances obtained in the process of manufacture of the chemicals and preparations aforesaid and deal in such by products.
23. To produce, quarry, mine, excavate, cut, hew, carve, draw, crush, saw, dress, finish, polish, set, glaze, grind, process, wash, screen, wax, manufacture, craft, import, export, purchase, sell or otherwise, deal in and to act as brokers, agents, stockists, distributors and suppliers of all kinds of marbles, marble sculptures, marble handicraft items, marble chips, tiles, granites, laterites, lime stone, soap stones, felspar, corundum, quartz, artificial stones, slate stones, sand stones, building stones, silica stone and all other kinds of stones and stone articles.
24. To carry on the business of manufacturing, trading, marketing, distributing, dealing, importing, exporting, chemically treating, refining and preserving, of all kinds of ayurvedic, allopathic, homoeopathic, unani medicines, herbal, drugs, contraceptives, sera, vaccines, surgical and scientific, equipments, appliances, hospital equipments, cosmetics, toilet requisites and all kinds of medicated products and formulations.
25. To manage and deal in land, building other properties, to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry, conveniences, electric conveniences, stables and other advantages.
26. To process and manufacture, buy, otherwise, deal in gold, jewellery, precious and semi precious stones of all varieties, articles of handicrafts and curios, garments and readymade, clothes, wool and other fabric, durries, and pile carpets.
27. To process, machine, grind, extract, grow, buy, sell, manufacture, refine, prepare, crush or otherwise deal in all kinds of oil seeds, wheat, rice and rice brans other agriculture products and oleagenous and saponaceous and all kinds of by-products or ingredients thereof, ghee, from whatever source and method including oil seeds, oil cakes, rice bran and other oil containing medias, de-oiled cakes, deoiled meals for consumption, balanced food and baby food.
28. To carry on the business of manufacturing and processing animals foods for cattle, fowl, chicken and for all kinds of birds and animals and to import, export, buy, sell, or otherwise deal in such products and by-products.
29. To carry on the business of manufactures and of the printers, tin, containers, drums and other packing articles made of metal or card-board or hard-board or of any other material or substance and to buy, sell, import, export, convert, reconvert, recondition or otherwise deal in such products.
30. To carry on the business of canning and dehydration of fruits, vegetables, pickels and to prepares, manufacture, process such other items of fruits, vegetables and roots and to carry on the business of cold storages or deep freezers.
31. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in surgical items and medical equipment, accessories, required in hospitals and dispensaries.
32. To carry on the business of manufactures, processors, importers, exporters, buyers, sellers, stockists, agent and distributors of and dealers in ceramic, glass and insulators.
33. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in cement and cement products and deal in other building materials.
34. To carry on the businesses or business of spinning, weaving, combing, manufacturing, darning, preparing, packing, bleaching, dyeing, colouring, processing, finishing, selling and buying or dealing in cotton, staple, silk and other fibrous and synthetic substances including waste and raw wool and wool tops.
35. To carry on the business of hotel, restaurant, cafe, tavern, night clubs, discotheques, swimming pool, beer-house, bars, refreshment room and lodging, house keepers, health clubs, baths and dressing rooms, licence victuallers, wine, beer and spirit merchants.

36. To purchase, take on lease, hire, erect or otherwise acquire establish and equip, manage, administer, own act as collaborators technicians, of any other hotels, motels, holiday camps, restaurants, canteens, clubs, cafes, in India or in any other part of the world.
37. To carry on the business of advertising agency for providing to advertisers a complete range of advertising services on all mass media like hoardings, newspapers, radio, television and films.
38. To construct, acquire, equip, manage club House with all appropriate accomodation and facilities like games rooms, sports complex, reading room, refreshment room, meeting room, recreation and entertainment rooms, amusement centre and parks.
39. To construct, acquire, erect, build, equip, own and manage cold storage chambers, ice plants, godowns, warehouses and to carrying and forwarding the storage goods.
40. To carry on the business as consultants, advisors, surveyors, and providing of various other services in the field of science, technology, administration, employment, personal, labour, taxation, investigation, marketing, civil constructions, project planning, project implementation, erection, designing, and decoration.
41. To carry on the business of manufacturers, producers and processors of dairy and dealers in milk, cream, butter, ghee, cheese, condensed milk, malted milk powder, skimmed milk powder, whole milk powder, ice-milk, ice-cream, milk food, baby foods, infant, foods and milk products and milk preparations of all kinds.
42. To carry on the business of millers in all its branches and to set up mills for milling wheat, gram, other cereals, dal, basin, maida, atta, suji, and other products, and to manufacture food products, such as biscuits, flakes, dalia and confectionery from flours of all kinds and description and to setup factories or mills for the manufacture thereof.
43. To carry on the business of managing, operating, constructing, leasing, taking on lease, developing and maintaining of medical hospitals, clinics, health centres, pathological clinics, sanatorium, nursing home, rehabilitation centers, diagnostic centres, blood bank, eye bank, skin bank and all other activities of allied nature.
44. To carry on the business of manufacturing, growing, trading, importing, exporting, all kinds of woods, wood block, wood powder, wood particles, laminated wood sheet, sunmica, plywood and other items of allied nature and all sorts of products, articles and by products made thereof.
45. To undertake all the activities of export/import house.
46. To carry on the business of manufacturing trading, importing, exporting, assembling all kinds of industrial and domestic electronic systems and equipments, telecommunication systems and equipments, electrical, electronic and telecommunication wires and cables.
47. To carry on the business of telecommunication, telecasting, broading and for this purpose to establish, equip and manage transmitting and receiving stations, relay centres as may be permitted by law.
48. To carry on the business of manufacturers, growers, traders, importers, exporters of all kind of tobacco, bidi, cigarette, cigar, snuff, pan masala.
49. To manufacture, weave, prepare, process, mould, blow, refine, repair, buy, sale, resale, export, import, deal and market in all kinds of plastic goods including plastic films, threads, streppings, liners, woven sacks, of high and low density polythene, poly propylene, pipes, spinkler pipes, tubes, sheets, toys, wares, ropes, boots, footwears, buckles, purses, bags, boxes, belts, containers, packing material of plastics.
50. To purchase, hold, acquire mines, mining lease, mining rights, mining claims and metalliferous lands and to explore, search, work, exercise, développ, treat, find and to turn to account, ores all sorts of major and minor minerals working deposits of all kind of minerals and sub soil minerals and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches, to prepare, process, manufacture, assemble, fabricate, cast, fit, press, machine, treat, weld, harden, plate, temper, anneal any kind of metals, and the consequential products.
51. To carry on all kinds of commision agency, auctioners, business and to act as selling agents, buying agents, clearing, carriage and forwarding agents, distributors, traders, dealers or stockists for goods, products, and merchandise of all kinds and to make any collaboration, francise arrangement with any government, state, company, corporation, authority or person for the aforesaid objects in India or elsewhere in the world and to run departmental stores and chain stores.

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 10,00,000 (Ten Lacs) Equity Shares of Rs. 1/- (Rupees One) each.


 For Pratham Software Pvt. Ltd.
 Authorised Signatory

We, the several persons whose names and addresses are subscribed, 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 our respective names :-

Sl. No.	Signature, Name, Description, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature, name, address, Description and Occupation of Witness
1.	Sd/- (Puneet Mittal) S/o Shri Prem Chandra Mittal S-23, Shyam Nagar Ajmer Road, Jaipur Business Man	9000 (Nine thousand)	I witness the signature of both subscribers Sd/- (NAVEEN KUMAR GOYAL) S/o Shri Madan Gopal Goyal H-21A, Inside Bhagat Singh Marg C-Scheme, Jaipur Chartered Accountant
2.	Sd/- (Sumeeti Mittal) W/o Shri Puneet Mittal S-23, Shyam Nagar Ajmer Road, Jaipur Service	1000 (One thousand)	

For Pratham Software Pvt. Ltd.

Authorized Signatory

Total No. of Equity Shares subscribed : 10,000 (Ten thousand)
Dated the 05th day of August, 2004.
Place : Jaipur.

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
Pratham Software Private Limited
INTERPRETATION

Definitions

1. (i) In these Articles unless there be something in the subject matter or context inconsistent therewith.
 - (a) "The Act" means the Companies Act, 1956.
 - (b) "The Company" means **Pratham Software Private Limited**
 - (c) "The Office" means the Registered Office for the time being of the Company.
 - (d) "The Register" means the Register of members to be kept pursuant to section 150 of the Companies Act,
 - (e) "The Board" means of the Board of Directors of the Company.
 - (f) "The Chairman" means the Chairman of the Board of Directors of the Company.
 - (g) "The Directors" means the Directors for the time being of the Company. The following shall be the First Directors of the Company.

1. Puneet Mittal
2. Sumeeti Mittal

For Pratham Software Pvt. Ltd.

(1)

Authorised Signatory

Table "A" how far to apply

Other Provisions

- (ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Companies Act or any statutory modification thereof in force at the date on which these regulations become binding on the Company.

2 (i) The regulation, contained in Table "A" in the Schedule I to the Act shall not apply to the Company except so far as expressly incorporated herein below or made applicable by the said Act.

- (ii) Wherever in the said Act it has been provided that the Company shall have right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles then and in that case this Regulation hereby authorise and empowers the Company to have such right, privilege or authority and to carry such transaction as have been permitted by the Act without there being any specific regulation in that behalf herein provided, an illustration of such rights, privileges, authorities and transactions the followings are set-out with relevant sections.

Section 80 : to issue Redeemable Preference Shares

Section 92 : to accept unpaid share capital although not called up.

Section 93 : to pay dividend in proportion to amount paid up.

Section 94 : to alter the share capital of the Company.

Section 100 : to reduce the share capital of the Company.

Section 106 : to alter the rights of holders of the special class of shares.

PRIVATE COMPANY

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

- (a) The number of members for the time being of the Company (exclusive of persons who are in the employment of the Company and persons who having been formerly in employment of the Company were its members while in that employment and have continued to be members of the Company after the employment ceased) is not to exceed fifty, but when two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this paragraph be treated as a single member.

- (b) Any invitation to the public to subscribe for any shares or debentures of the Company is hereby prohibited.

- (c) The right to transfer the shares of the Company shall be restricted as hereinafter provided.

- (d) The Company shall not invite deposits from persons other than its members, directors or their relatives.

4. (a) The Authorised Share Capital of the Company shall be as stated in clause V of the Memorandum of Association of the Company and Company shall contain a minimum paid up Capital of Rupees one lac.

- (b) The Company has power to divide the share capital for the time being into several classes and to increase or reduce its capital from time to time and vary, modify or abrogate rights or conditions attached to any class of shares in such manner as may be for the time being provided by regulations of the company and upon

For Pratham Software Pvt. Ltd.

Authorised Signatory

increase of the capital the Company may issue any new shares in priority to any other shares present and future with any preferential, deferred, or qualified or special privileges or conditions as may be determined upon by the Company in the General Meeting.

Convertible and Redeemable preference shares

5. The Company shall have power to issue preference shares which may be converted into equity shares or Preference shares carrying right to redemption out of profit or out of the proceeds of fresh issue of shares liable to be so redeemed at the option of the Company and the Company and the Directors may subject to the provision of Section 80 of the Act, exercise such power on such terms and in such manner as may be provided by the Articles.

Allotment of shares

6. The shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons on such terms and conditions and either at a premium or at par or subject to the provisions of the Act at a discount and at such time as the Directors may think fit and with full power to give to any person the shares either at par or at premium during such times and for such consideration as the Directors think fit.

7. Regulation 4 of Table :A" shall apply.

Commission on shares

8. The Company may exercise the power of paying commission conferred by and subject to the provisions of Section 76 of the Act on conversion into a public Company.

Commencement of Business

9. The business of the Company may be commenced after the incorporation of the Company or as the Directors shall think fit and not with standing that only part of the shares may have been allotted

CALLS ON SHARES

Calls

10. Regulations 13 to 18 of Table "A" excepting the provision to regulation 13 (i) shall apply.

11. On the trial or hearing of any action for the recovery of any money due for any call it shall be sufficient to prove that the name of the member used is entered in the Register as the holders of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the Minute Book and that notice of such call was duly given to the member in pursuance of those present and it shall not be necessary to prove the appointment of the Directors who make such calls; nor any other matters whatsoever but the proof of the matter aforesaid shall be conclusive evidence of debt.

12. If two or more persons are registered as joint-holders of any share or shares or stock, any one of such person may give effectual receipt for all dividends in respect of such share or shares and such receipt shall be complete discharge in receipt of the said dividends or liability of joint owners of shares. The joint-holder of any or owner of a share shall be severally as well as jointly liable for the payment of all instalments and calls, if any, due in respect of such calls.

SHARE CERTIFICATE

Share Certificate

13. Regulation 6 to 8 of Table "A" shall apply

FORFEITURE OF SHARES

Forfeiture

14. Regulation 29 to 35 of Table 'A' shall apply.

For Pratham Software Pvt. Ltd.



Authorised Signatory

LIEN

Lien

15. Regulation 9 to 12 of Table "A" shall apply.

TRANSFER OF SHARES

Restriction on transfer of shares

16. The right of members to transfer shares shall be restricted as follows :-
Shares may be transferred by a member or other person entitled to transfer to any member or outside only with the permission of Board of Directors. All issues and matters relating to transfer of share shall be final only when so decided by the Board of Directors of the Company.

Other Conditions

17. The instrument of transfer of any share in the Company shall be executed by or on behalf of both transferor and transferee in accordance with the provisions of section 108 of the Companies Act, 1956.

Transfer of shares to trustees

18. Regulations 20 to 24 of Table "A" shall apply.
19. Any share may be transferred if it is standing in the name of Trustee of an indenture of Trust or the will of any deceased member, upon any change of Trustee for the time being of such indenture of Trust or of such will and Article 16 will not apply to any transfer authorised by this clause.

Directors powers to decline to register

20. The directors may at their absolute and uncontrolled discretion decline to register any transfer of shares to any transferee, but such right of transfer refusal shall not be exercisable in the case of any transfer made pursuant to Article 19 except for the purpose of ensuring that the number does not exceed the limit prescribed by Article 3.

Directors may transfer out insisting on representation

21. (a) The director may at their absolute discretion transfer any shares without insisting on probate, letter of administration or any other representation to the estate of any deceased member on taking such indemnity and/or any other terms as they may require.

Shares standing in the name of clerk, munim or agent

- (b) Every person, who may be entitled in his own right to any share or shares standing in the name of his clerk, munim servant or nominee, may be registered as the holder of such share or shares either during the lifetime or after the death of such clerk, munim, agent, servant or nominee provided such proof, as the Director may deem reasonable be afforded by such person as to his title to such shares and provided such indemnity be given as the Directors may require; and he executes such form of transfer as may approved by the Directors.

For Pratham Software Pvt. Ltd.



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TRANSMISSION OF SHARES

Transmission of shares

22. Regulations 25 to 28 of Table "A" shall apply.

ALTERATION OF CAPITAL

Alteration of capital

23. Regulations 44 to 46 of Table "A" shall apply

Modifying rights attached to different classes of Shares

24. Regulations 3 of Table "A" shall apply

25. The Company may, by special resolution and subject to confirmation by Court, reduce its share capital in any way and in particular without prejudice in the generality of the foregoing power may :-

- (a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or
- (b) either with or without extinguishing or reducing liability on any of its shares cancel any paid up share capital which is lost or unrepresented by available assets; or
- (c) either with or without extinguishing or reducing liability on any of its shares pay off any paid up share capital which is in excess of the want of the Company.
- (d) in variation by rules before fixed, the share holders can decide to increase the paid up capital according to the rules stated for the amendments to the article of association, the increase of capital both free and against payment could be decided only by the whole of the directors and should be approved unanimously.

Borrowing Powers

26. The Directors may from time to time at their discretion borrow and secure the payment of any sum of money for the purpose of the Company. The Director may secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular subject to Article of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Securities may be assignable free from equities

27. Debentures, debenture-stocks, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same be issued.

GENERAL MEETING

Annual General meeting

28. Provisions of Section 166 of the Act shall apply.

When extraordinary general meeting to be convened

29. The Directors may, whenever they think fit convene an Extraordinary General Meeting and the Directors shall, on the request in writing of the member holding not less than one tenth of the paid-up share capital of the Company as at that date carrying voting rights forthwith proceed to convene an extraordinary General Meeting and provisions of Section 169 of the Companies Act shall not be necessary for director to annex explanatory statement of the notice calling general meeting under section 173 of the Company Act.

Notice of general meeting explanatory statement

30. The Directors if they think fit may convene a General Meeting other than Annual General Meeting of the Company by giving a notice thereof being not less than three days in accordance with provisions of law. It shall not be necessary for directors to annex explanatory statement to the notice calling general meeting under section 173 of the Company Act.

PROCEEDINGS OF GENERAL MEETING

31. Regulations 49 to 55 of table "A" shall apply.


VOTE OF MEMBERS

Votes

32. Regulations 56 to 63 of Table "A" Shall apply subject to the followings:-
- (a) That a member may appoint more than one proxy to attend on the same occasion
 - (b) A proxy may speak at the meeting unless the Chairman otherwise direct.
 - (c) A proxy may vote otherwise than on poll unless the Chairman otherwise direct.

DIRECTORS

- Number of Directors** 33. Until otherwise determined by the General Meeting the number of directors shall neither be less than two nor more than twelve.
- First Directors** 34. The first Directors of the company shall be as stated in the clause 1(g) of the Articles of Association of the Company.
- When candidates for office of Director must notice** 35. No person shall be elected as a Director except First Director appointed by the Articles or a director unless at least fifteen days notice have been left at the Registered Office of the Company of intention to Propose him.
- Share qualification of Directors** 36. The Directors shall not be required to hold any share in the Company as a qualification to be a Director of the Company.
- Director's fee** 37. Unless otherwise determined by the Company in General Meeting each Director shall be entitled to receive out of the funds of the Company for his service in attending Meeting of the Board or any Committee of the Board a fee as may be fixed by the Board not exceeding the amount prescribed under the Companies Act, 1956, per meeting of the Board or Committee of the Board attended by him.
- Payment of expenses** 38. The Directors may allow and pay to any Director who for the time being is resident out of the place at which any meeting of the Directors may be held and who shall come to that place for the purpose of attending such meeting such sum as the Directors may consider fair and reasonable for his expenses in connection with his attending at the meeting in addition to his remuneration as specified here in before. The Directors may also be paid or reimbursed all travelling and other expenses properly incurred by them in connection with the business of the company.
- Extra remuneration** 39. If any Director is called upon to render extra service or to make any special exertion for any purpose of the company, the Board subject to Section 314 of the Act shall be entitled to remunerate such Director either by a fixed sum or percentage of profits or otherwise as may be determined by the Board and such remuneration shall be in addition to his remuneration above provided.
- Contracts with Directors** 40. Subject to the provision of the section 297 of the Act. No Directors shall be disqualified by his office from contracting with Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be invalid nor such Director shall be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established, but if it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which contract is determined of his interest that exists or in any other case, at the first meeting of the Directors after the acquisition of such interest.
- Directors eligibility** 41. A Director may vote, may take part in discussion in respect of any contract or arrangement in which he is interested.
- Powers to appoint alternate Director** 42. The Directors may appoint any person to be an alternate Director to act for Director (herein after in this Article called the original Director) during his absence for a period of not less than three months from the States in which meeting of the Directors are ordinarily held but such alternate Director shall ipso facto vacate office if and when the original Director returns to the State in which meeting of Directors are ordinarily held.

For Pratham Software Pvt. Ltd.

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Debenture Director

43. If it is provided by any trust deed securing or otherwise in connection with any issue of debenture of the Company that any person or persons shall have power to nominate a Director of the Company than in the case of and every such issue of debentures, the persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Debenture Director may be removed from office any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation.

RETIREMENT AND ELECTION OF DIRECTORS

Election of Directors

Power to determine the number of Directors

Additional Director

Removal of Director

Casual vacancy

Nominee Directors

44. Director shall not be liable to retire from office by rotation unless otherwise decided in the General Meeting.
45. The Company may, from time to time by ordinary resolution increase or reduce the number of Directors.
46. The Directors shall have the power at any time and from time to time appoint any person to be a Director as an addition to the existing Director but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations.
47. The Company may by ordinary resolution of which special notice has been given in accordance with Section 190 of the Act, remove any director before the expiration of his period of office notwithstanding any thing in these regulations or in an agreement between the Company and such Director and such removal shall be without prejudice to any contract of service between him and the Company.
48. If any Director appointed by the company in general meeting vacates office as director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the board at a meeting of the Board but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred provided that the Board may not fill such a vacancy by appointing there to any person who has been removed from the office of Director under Article 47.
49. In the event of the Company borrowing any money from any Financial Corporation or Institution Government Body or any Collaborator, Bank, Person or persons or any other loan giving agency or source, while any money remains due to them or any of the said Corporation, Institution or the Government Body or the financier or collaborator or Bank or any Body or the case may be they shall have and may exercise the rights and powers to nominate from time to time any person or persons to director of the Company and that such Directors shall not be liable to retire by rotation subject to the limits prescribed under the Companies Act. Any person so nominated may at any time be removed from office by the nominating authority who may from the time of such removal or in case of death or resignation of such person nominate any other in his place. Any such nomination or removal shall be in writing signed by the nominator and served on the Company.

VACATION OF OFFICE BY DIRECTOR

Vacation

50. Section 283 of the Companies Act shall apply.

MANAGING DIRECTOR

Appointment of Managing Director cum Chairman

51. The Director may from time to time subject to Section 197 A of the Companies Act appoint one or more of them to the office of Managing Director cum Chairman for such period and on such terms as they think fit and subject to the terms of any agreement entered into and in any particular case may revoke such appointment shall be automatically terminated if he ceases to be a Director.
52. The remuneration (whether by way of salary, commission or participation in profits of partly in another) payable to the Managing Director will be determined by the Board.

Remuneration of Managing Director

Power of Managing
Director to be given
by Board

53. The Directors may entrust to and confer upon Managing Director any of the powers exercisable by them upon such terms and conditions and with such restriction as they may think fit and either collaterally with or to the exclusion of their own powers.

PROCEEDINGS OF DIRECTORS

Quorum

54. The quorum necessary for the transaction of the business of the directors shall be two or one-third of the total number of director whichever is higher.
55. Regulation 73 to 81 of Table "A" shall apply, subject to that adjourned meeting may be called at any time with the consent of all the Directors.

POWERS OF DIRECTORS

Powers of Directors,
Prior acts of Directors
not be invalidated

56. The management of the business of the company shall be vested in director who may exercise all such powers and do such acts things as the Company is by its Memorandum of Association or otherwise authorised to exercise or do and as are not hereby directed and required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these presents and to any regulations from time to time made by the Company in general meeting not being inconsistent with the provisions of these presents, provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if regulation had not been made.

MANAGER OR SECRETARY

Manager or Secretary

57. Regulation 82 to 83 of table "A" shall apply.

THE SEAL

Common Seal

58. The Directors shall be responsible for the safe custody of the Common Seal of the Company and the seal shall never be used except by the authority of directors to any one director of the Company as previously given and in the case of share certificate, the rules in force for the time being provided nevertheless that any instrument bearing the seal of the company and issued for valuable consideration shall be binding on the company notwithstanding any irregularity touching the authority of the directors to issue the same.

CAPITALISATION OF PROFITS

Capitalisation of profits

59. Regulation 96 and 97 of Table "A" shall apply

DIVIDEND AND RESERVES

Dividend and Reserves

60. Regulations 85 to 94 of Table "A" shall apply.

ACCOUNTS

Accounts

61. Sections 209 to 222 (both inclusive) of the Companies Act Regulation 95 of Table "A" shall apply.

NOTICE

Notice

62. Service of any document or notice by the Company on its members shall be effected in accordance with the provisions of Section 53 of the Act.

INDEMNITY

Indemnity

63. Regulation 99 of Table "A" shall apply.

WINDING UP

Winding up

64. Regulation 98 of Table "A" shall apply.


Secrecy Clause

65. No member shall be entitled to any information relating the Company's trading or business as in the opinion of the Directors will be inexpedient to disclose in the interest of the Company.

For Pratham Software Pvt. Ltd.

Purendra

Authorised Signatory

Sl. No.	Signature, Name, Description, Addresses and Occupation of the Subscribers	Signature, name, address, Description and Occupation of Witness
1.	<p>Sd/- (Puneet Mittal) S/o Shri Prem Chandra Mittal S-23, Shyam Nagar Ajmer Road, Jaipur Business Man</p>	<p>I witness the signature of both subscribers</p> <p>Sd/- (NAVEEN KUMAR GOYAL) S/o Shri Madan Gopal Goyal H-21A, Inside Bhagat Singh Marg C-Scheme, Jaipur Chartered Accountant</p>
2.	<p>Sd/- (Sumeeti Mittal) W/o Shri Puneet Mittal S-23, Shyam Nagar Ajmer Road, Jaipur Service</p>	
	<p>For Pratham Software Pvt. Ltd.</p> <p> Authorised Signatory</p>	

Dated the 05th day of August, 2004.

Place : Jaipur.