

Company No: 01-11771.



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
ON THE CONVERSION UNDER SECTION 31/44 OF THE  
COMPANIES ACT, 1956(1 of 1956)

In the office of the Registrar of companies, Andhra Pradesh  
HYDERABAD.

IN THE MATTER OF SOFTSOL INDIA PRIVATE LIMITED

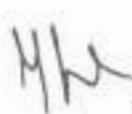
I hereby certify that SOFTSOL INDIA PRIVATE LIMITED

\_\_\_\_\_ which was originally  
incorporated on 20th day of SEPTEMBER, 1990 under the  
name SOFTSOL INDIA PRIVATE LIMITED (NAPIER SOFTWARE SERVICES  
PRIVATE LIMITED)  
having duly passed the necessary special Resolution on the 06th  
day of NOVEMBER, 1999 in terms of section 31(1)/44 of the companies Act, 1956  
the name of the company is this day changed to SOFTSOL INDIA LIMITED

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at HYDERABAD this, the 11th  
day of NOVEMBER One thousand Nine hundred and NINETY NINE.



  
(M. SUBBARAYULU)  
DY. REGISTRAR OF COMPANIES  
ANDHRA PRADESH: HYDERABAD.

Company No: 01 -11771



FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME

In the Office the Registrar of Companies,  
Andhra Pradesh, Hyderabad.

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

IN THE MATTER OF NAPIER SOFTWARE SERVICES PRIVATE LIMITED

I hereby certify that M/s. NAPIER SOFTWARE SERVICES PRIVATE LIMITED  
was originally incorporated on 20th day of September, 1990  
under the companies Act, 1956, under the name M/s. Napier Software Services

The said M/s. Napier Software Services Private Limited  
having duly passed necessary resolution un-  
der section 21/22(1)(e)/22(1) (b) of the companies Act, 1956 and also having obtained the  
approval of the Central Government in writing vide letter No. RAP/TA.1/Sec.21/11771/99  
dated 21-6-99 of Registrar of Companies, Andhra Pradesh, Department of  
Company affairs has changed its name to M/s. SOPISIL INDIA PRIVATE LIMITED

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Hyderabad, this Twenty First day of June  
One Thousand Nine Hundred and Ninety nine.



  
(E. SEDURAJ)  
REGIISTARAR OF COMPANIES  
ANDHRA-PRADESH: HYDERABAD



प्रत्येक भाग में आठ.  
Form I.R.

निश्चयन का प्रमाण-पत्र

# CERTIFICATE OF INCORPORATION

ता. .... का सं. ....  
No. 01-11771 of 19 90-91

मे मत्तद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम, 1956 ( 1956 को 1 ) के अधीन निर्गमित की गई है जो' यह कम्पनी प्रांतीय है।

I hereby certify that ~~NAPIER SOFTWARE SERVICES 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..... से दिया गया।

Given under my hand at .. HYDERABAD... this .. 20th  
day of .. September .. One thousand nine hundred and .. Ninety - ..

(29th Bhadra 1912 saka)

जे.एस.सी - 1  
J.S.C-1.



*R. Vasudevan*  
20/9/70  
(R. VASUDEVAN)  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies  
Andhra Pradesh.