

UNDER THE COMPANIES ACT 1956
(ACT 1 OF 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM AND ARTICLES OF ASSOCIATIONS
OF
CITY ONLINE SERVICES LIMITED.

Company No..... **01 - 32114**



**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 **CITY ONLINE SERVICES PRIVATE LIMITED**

I hereby certify that **CITY ONLINE SERVICES PRIVATE LIMITED**

which was originally

Incorporated on **16th** day of **July, 1999** under the

name **CITY ONLINE SERVICES PRIVATE LIMITED**

having duly passed the necessary special Resolution on the **27th**

day of **January, 2000** in terms of section 31(1)/44 of the companies Act 1956

the name of company is this day changed to **CITY ONLINE SERVICES LIMITED**

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

Given under my hand at HYDERABAD this, the **4th**

day of **February** ~~Two thousand~~ **TWO THOUSAND**



Mhe

(M. SUBBARAYULU)
DEPUTY REGISTRAR OF COMPANIES
ANDHRA PRADESH, HYDERABAD.



प्रारूप आई आर

Form I

[See Regulation 16(1)]

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

(ACT 1 OF 1956)

ता. 01-.....का सं.....

No. 01- 32114 of 19 99

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम, 1956 के आधीन निगमित की गई है यह कम्पनी परिसीमित है ।

I hereby certify that CITY ONLINE SERVICES PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 * (and that the Company is limited.)

मेरे हस्ताक्षर से आज ता.....को दिया गया !

Given under my hand at HYDERABAD this 16th

day of JULY One thousand nine hundred and NINETY NINE.

(25th Ashada 1921 Saka)

Seal

जे.एस.सी.

J.S.C.



M. Subbarayulu

(M. SUBBARAYULU)

कम्पनियो का रजिस्टर

Dy. Registrar of Companies

Andhra Pradesh

Hyderabad

* TO BE OMITTED IN RESPECT OF UNLIMITED COMPANY

UNDER THE COMPANIES ACT, 1956

(ACT 1 OF 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CITY ONLINE SERVICES LIMITED

- I. The name of the company is CITY ONLINE SERVICES LIMITED.
- II. The registered office of the company will be situated in the state of Andhra Pradesh.
- 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 establish, set up, develop internet solutions and service providers including provision of services in the areas of web hosting, web-server locations, e-commerce, intranet, extranet, dial up services, leased line services, services through cable network, E-Mail services, News services, Web services, and any other solutions including setting up of Gateway Internet Access services.
 2. To offer training and services in the areas of networking, E-commerce, intranet, Medical Transcription, Legal Transcription and value added services live IP telephony, virtual – private – Network, voice mail as per Government policies and regulations.
 3. To offer voice telephony services like cellular, wireless and cable networking and to offer consultancy services in the areas of internet, e-commerce, intranet, extranet by way of arrangement, franchise.
 4. To manufacture, purchase and otherwise deal in all kinds of hardware and software and also to act as importers, exporters of all kinds of equipments, Software to and form any part of the world in connection with the main objects of the company.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS MENTIONED AT (A) ABOVE ARE:

1. To develop and turn to account any land acquired by the Company or in which it is interested in particular by laying out and preparing, the same for building purposes, constructing, altering, pulling down decorating, maintaining, fitting up and improving buildings and by planting, paving draining, farming and letting buildings on lease of building arrangements and by advancing money to and entering into contracts and arrangements of all kinds with builders, architects, Consultants.
2. To acquire and undertake the whole or any part of the business, properties and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for purpose of this Company.
3. To lend money to or guarantee the contracts of or otherwise assist any such person or company and to place, take or otherwise acquire or be interested in hold, sell deal in and dispose of shares, stocks, debentures and other securities of any such Company.
4. To acquire the whole or any part of the undertaking and assets of any business within the objects of the company and any lands, privileges, rights, contracts, property or effects held or used in connection otherwise and upon any such purchase to undertake the liabilities of any company, association, partnership or person.
5. To negotiate, enter into agreements and contracts with any Foreign or Indian Companies, firms and individuals for technical assistance know how and collaboration in the manufacturing, marketing, importing and exporting and any or all to the produce which this company is authorized to manufacture, market, import and export.
6. To apply for and obtain assistance from Government and other organisations, companies, firms, or individuals, national or international for developing all or any of the company.
7. To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
8. To enter into any agreement with any Government or State of Authority, Municipal, Local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government, State of Authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out and comply with any such arrangement and to exercise, dispose of or with any such arrangement and to exercise, dispose of or turn to account any such rights, privileges and concessions.
9. To erect, purchase, take on lease, assemble, construct, run and maintain all kinds of workshops, laboratories, work mills and factories for making, repairing assembling metallic, and non metallic containers, engineering materials, testing machinery, analyses and carry out quality control.
10. To receive money or deposits and to lend money to give such help whether monetary or otherwise and on such terms and conditions with or without interest to such persons or companies and on such

terms as may seem expedient to the Company and in particular to members of the staff customers and other having dealing with the company and in particular to the performance of contract by any such persons or companies but not to do the business of banking of within the meaning of the Banking Regulations Act, 1949.

11. To borrow or raise or secure the payment of the money and receive money in deposit at interest, subject to the provision of section 58 A of the Companies Act and rules made thereunder and the directives of Reserve Bank of India from time to time, for of the purpose of the Company and at such time or times as may be thought fit by promissory notes by taking credits or opening current overdraft loan, cash credit, deposit accounts with any person, firm, Bank or Company and whether with or without any security or by such other mean as the Directors may in their absolute discretion deem expedient and in particular by the issue of debenture stock, perpetual or otherwise and as security for any such money so borrowed, issued, received for such debentures, debenture stock so issued to mortgage, pledge or charge the whole or any part of the property and assets called capital by special assignment or otherwise or to transfer or convey the same absolutely and to give the lender's power of sale and such other powers as may seem expedient and to purchase, redeem or pay of any such securities.
12. To invest and deal with moneys and funds belonging to or entrusted to the company not immediately required in lands, buildings, commodities, articles, goods or business or jewellery, Government, Municipal and other bonds and securities and such other investment and in such manner as may from time to time be determined and to vary such investments and transactions.
13. To purchase, take on lease, hire or otherwise acquire any real or personal property and rights or property and rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular lands including lands for agriculture or non-agriculture purpose, urban lands and buildings, factory sites, basements, machinery, plant and stock-in-trade.
14. To pay for any properties, rights or privileges acquired by the company in shares or debentures and partly in cash or otherwise and to give shares or debentures or any other company.
15. To remunerate by cash or their assets or by the allotment of full and partly paid shares or by a call or option on shares, debentures, debentures stock or securities of this or any other company or in any other manner to any person or persons for other benefit to the company.
16. To apply or join in applying to and obtain from any parliament or Legislative authority, Government, Local, Municipal or other authorities or bodies, Indian or foreign, or with any land holders or other persons, any act of Parliament or other Act of Legislature, Laws, decreed, concessions, orders, rights, privileges or authority as may seem expedient or obtain any provisional order of Act of Parliament or Legislative for enabling the Company to carry any of its objects into effects.
17. To make advances upon or for the purchase of materials, business, goods machinery, stores and other articles required for the business.
18. To deal with dispose of the undertaking or properties of the Company or any part there of upon such consideration as the company thinks fit and in particular for shares stocks, debentures and other securities of any other company having objects altogether or in part similar to those of this company.

19. To apply, purchase, tender or otherwise acquire contracts, subcontracts, licenses and concessions for all or any of them and to undertake, execute and carry out, dispose of or otherwise turn into account the same and subject to all or any contracts from time to time and upon such terms and conditions as may be through expedient.
20. To institute, defend, compound or abandon any legal proceedings by or against this company or its officers or otherwise considering the affairs of the company or its officers and also to compound, allow time for payment or satisfaction of any debts to the company demands by or against the company.
21. To refer any claims or demands by or against the company to arbitration and to observe and carry out the terms of the award.
22. To pay all costs, charges and expenses incidental to the promotion and registration any establishment of the Company.
23. To improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of properties of the Company, movable assets and rights and generally the resources and undertaking of the company in such manner and on such terms as the directors may think fit.
24. To create any depreciation fund, sinking fund, insurance funds or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.
25. To support, subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent religious scientific national or public institutions or any other institutions or subjects or any exhibitions or any public, general or useful subject.
26. To provide for the welfare of the Directors, Trustees and employees or ex-directors, ex-trustees and ex-employees of the company and their wives, widows, and families, or the dependents or the connections of such person by building of houses by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscription or contribution to provident fund and other associations, Instruction, or recreation, hospitals and dispensaries, medical and other assistance as the company shall think fit.
27. To advertise or promote the business of the company in any manner as may be deemed expedient including advertising in the press, posting of bills, issue or publication of circulars, pamphlets, leaflets, catalogues, brochures or by circulation of mementos gifts and other articles, by way Television, Videography or any other mode of mass communication.
28. To provide for, furnish or secure to any member of the company in any conveniences, advantages, benefits of special privileges which may seem expedient either gratuitously or otherwise.
29. To aid peculiarly or otherwise any association body or movement having for its objects the solution, settlement of surmounting of industrial or labour problems or troubles or the promotion of industry or trade.

30. To purchase, construct, take on lease, exchange or otherwise acquire, foreclose, purchase in auction hire, lease, hypothecate or other deal with any property or rights in property or advance or lend money on or arrange loan on mortgage or any buildings, houses, bungalows, and factories, trade premises, plant machinery public building, lands, farms works, patents, inventions or any kind of asset or property or from whatsoever.
31. To undertake and execute any trust the undertaking of which may seem to the company desirable either gratuitously or otherwise.
32. To undertake financial and commercial obligations, transactions and operations of all kinds and of all nature.
33. To do all or any of the above things and all such other things as may be deemed incidental or conducive to the attainment of the above object or any of them and as principals agents or otherwise and either alone or in conjunction with others.

(C) OTHER OBJECTS

1. To carry on the research, design, manufacture, process, production, purchasing selling, import and export and generally deal in all kind hardware, software, and other products.
 2. To transact and carry on all kinds of agency business.
 3. To carry on the business of and deal in all agro-based products, horticulture, nurseries, fruits, seed farms and also to carry on the business poultry farming, dairy farming.
 4. To provide transport facilities for the carriage of goods and passengers and to carry on the business or transport contractors.
- IV. The liability of members of the Company is limited.
- V. The authorised share capital of the Company is Rs. 7,50,00,000 (Rupees Seven crores and Fifty lakhs only) divided into 75,00,000 (Rupees Seventy Five lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each with rights and conditions attaching thereto, as are provided by regulations of the company for the time being with power to increase, reduce, divide the shares in the capital for the time being into several classes and to special rights, privileges, conditions as any be determined by or in accordance with the regulations of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions on such manner as may be permitted by the Companies Act, 1956 or provided by the articles of Company for the time being.

We the several persons whose names and addresses are hereunder 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	Names, Address, Descriptions and occupations of subscribers with Signature	No. of Equity Shares taken by each subscriber	Name, description, address and occupation of their Witness with Signature
1.	S. RAGHAVA RAO S/o. S.V. SUBBA RAO 293/82/A/1194, Jubilee Hills Hyderabad - 500 027 Occupation: Business Sd/-	10	
2.	JONNALAGADDA GRAM S/o. RAMALINGAIAH 8-2-248/A, Road No. 3 Banjara Hills, Hyderabad - 27 Occupation: Business Sd/-	10	Sd/- G. PURNACHANDRA RAO S/o Gopala Krishna Murthy 6-3-661/B, Somajiguda Hyderabad - 500 082 CHARTERED - ACCOUNTANT
3.	CHAVA HARINATH S/o. GOPALA KRISHNA 8-3-319/22/A1 Panchavati Apartments Ameerpet Hyderabad - 500 016 Occupation: Business Sd/-	10	
Total No. of Shares Taken		30 (Thirty)	

Date: 14.7.1999

Place : Hyderabad.