

True Copy
[Signature]



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 VICTORY PROJECTS PRIVATE LIMITED

I hereby certify that Victory Projects Private Limited

which was originally

incorporated on 22nd day of July, 1991 under the

name Victory Projects Private Limited

having duly passed the necessary special Resolution on the 12th

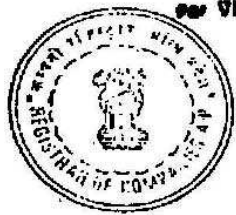
day of September, 1994. in terms of section 31(1)/44 of the companies Act, 1956

the name of the company is this day changed to VICTORY PROJECTS LIMITED

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

Given under my hand at HYDERABAD this, the 27th

day of October One thousand Nine hundred and Ninety Four.



VICTORY PROJECTS LIMITED

[Signature]

Managing Director

[Signature]

(B. KOTESWARA RAO)
ASST. REGISTRAR OF COMPANIES
ANDHRA PRADESH, HYDERABAD



The Copy
Vasudevan

कम्पनी का दर्ता का
Form I.R.

निर्माण का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

दा. का नं.
No. 01-12974 of 19. 91-92

कि एतद्वारा प्रमाणित करता हूँ कि बाव.

कम्पनी अधिनियम, 1956 (1956 नं 1) के अधीन निर्माण की गई है और यह
कम्पनी परिभाषित है ।

I hereby certify that **VICTORY PROJECTS PRIVATE LIMITED**

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

मेरे हस्ताक्षर से बाव. को दिया गया ।

Given under my hand at **Hyderabad** this **22nd**

day of **July** One thousand nine hundred and **Ninety One**

(31st Asadha 1913 Saka)

For **VICTORY PROJECTS LIMITED**

[Signature]
Managing Director

[Signature]
22/7/11

(**R. VASUDEVAN**)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Andhra Pradesh.




UNDER THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
TELECANOR GLOBAL LIMITED

- I. The name of the Company is **TELECANOR GLOBAL 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. **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**
 1. To acquire the undertaking and assets of the partnership firm of M/s. VICTORY PROJECTS, engaged in the business of either in whole or in part and of this purpose to enter into and carry into effect with such modification or alterations as may be agreed upon an agreement with the said partnership firm of VICTORY PROJECTS and to do all such other things as are incidental or conducive to the attainment of this object.
 2. To acquire, buy, sell for purposes of investment or resale and to traffic and speculate in land and house or other properties of any kind, tenure and any interest therein and to acquire, sell, speculate and deal in free hold and leaseholds and to make advances upon hypothecation, mortgage or security of land or house or other property of any description or any interest herein and generally to deal in traffic and speculate by way of sale, lease, exchange or otherwise with land and house property and any other property of any description whether real or personal, movable or immovable and to carry on the business of builders and contractors.

For VICTORY PROJECTS LIMITED


Managing Director

- 3 To purchase, acquire, take on lease or in exchange or in any other lawful manner, any area, sites, lands either agriculture or non-agriculture, buildings, structures, and to develop the same and dispose off or maintain the same and to build townships, markets, ownership apartments or other constructions or facilities thereon and to equip the same or any part thereof with all or any amenities or convenience, drainage facility, electric, telephonic, telegraphic, television installations.
- 4 To carry on the business of town-planners, surveyors, valuers, appraisers, decorators, furnishers, furniture makers, merchants, dealers in cement, steel, iron, coke, wood, coal timber and other building requisites, job contractors, carriers, licensed victuallers, house agents, exporters and Importers.
- 5 To engage in business of Prawn hatcheries, aquaculture and acquire lands set up processing plant and trade and export in these products.
- 6 To undertake the designing and development of software for computer systems, E-Commerce Solutions, design and maintenance of Web Pages and sites and application software either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for or on behalf of manufacturer, owners and users of computer systems and digital/electronic equipments in India or elsewhere in the world and to set up and run electronic data processing centers and to carry on the business of Internet service provider, Medical Transcription, data processing, or processing, software consultancy, system studies, management consultancy, techno-economic feasibility studies of projects, design, and development of management information systems and to carry on the business of Multimedia, CD Titles, Devilmont of Television Software, Video Software for Television Channels and Movies, Software for Animations and Entertainment Industry.
- 7 To carry on the business of providing Computer education, training and to arrange placement either in India or abroad in the field of Computers managements medical, engineering or any other field and to promote Schools, Colleges, Institutions for imparting education in computers and related activities, Science, Technology and Management and to conduct, open or otherwise participate in training programs, courses, seminar and conferences in respect of any of the objects of the Company and to spread or impart the knowledge of and use of computers and computer programming including the publication of books, journals, bulletins, study/course materials, circulars and new-letters and to provide computer aided design (CAD), Computer aided Manufacturing (CAM) solutions of hard format material into computer related data formats.
- 8 To carry on the business of manufacturers, buyers, sellers, dealers, importers, exporters and commission agent either for its own use or for sale in India or for export outside India, computer systems, computer peripherals and accessories, micro fiche, computer consumable like floppy disks/diskettes, hard disks, ribbons, continuous and non-continuous stationery etc., and such other products or things which may be considered either as an integral part of a computer system or as an optional attachment or supplement thereto and to undertake the business as agents, stockists, distributors, franchise holders or other wise for trading or dealing in computer systems, peripherals accessories, parts and computer consumables like-floppy disks, hard disks continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages.
(Amended vide Special Resolution passed at 11th Annual General Meeting of the members of Company held on 19th October, 2002)

FOR VICTORY PROJECTS LIMITED


Managing Director

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT ARE:

1. To apply for tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, execution, carrying out equipment, improvement management, administration or control of works and to undertake, execute, carry out dispose off or otherwise turn to account the same to sub-let all or any contract from time to time and upon such terms and conditions as may be though expedient in India or elsewhere.
2. To buy, sell, deal in, deliver or distribute building materials such as Sand, Bricks, and Metal and to do a things necessary pertaining to and in connection with the conduct of said business.
3. To take or other wise acquire any firm, organization or business and hold shares of nay other company and carrying on any business capable of being conducted so as indirectly to benefit the Company. To purchase or other wise acquire, issue re-issue sell, place underwrite and deal in shares, stocks, bonds, debentures and security of all kinds, To lend money or discount bills or indemnity or guarantee payment of money or amalgamate with other companies with similar or allied objects.
4. To enter into any arrangement with any Government or authorities municipal, local or otherwise, on any person or company that may seem conducive to the objects of the company or any of them; and to obtain from any such Government authority, persons or company any right, privileges, charters, contracts, licenses and concession which may be desirable to obtain and to carryout and exercise the same.
5. To apply for membership or become a member of any company, association, society or body corporate having any objects similar to or identical with those of the company or likely directly indirectly promote the interest of the company.
6. To draw, make accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheque, hundies, bills of lading, shipping documents, docuwarrants and other negotiable or transferable instruments.
7. To guarantee the performance of any contract or any obligations of nay company of any company, firm or persons, and to guarantee the payment and repayment of the capital and principal of any dividend, interest or premium payable of any stock, shares and securities, debentures, mortgage, loan or other securities issued by and company, corporation, firm or person including (without prejudice to the said generality) bank overdrafts, bills, of exchange and promissory notes and generally to give guarantee and indemnities.
8. To Carry on any other business whether relating to provision of service or manufacture or otherwise which may seem to the Company capable of being conveniently carried on its connection with the Company's objects, or which it be advisable to undertake with a view to deviltment, rendering valuable, prospecting or tuning to account and property real or personal belonging to the company.
9. To enter into, make and perform contracts of every kind and description, agreements with any person, firm, association, corporation, company, body corporate, trust, municipality, county, state, body political or government.

10. To purchase, take on lease or license or on exchange, or on hire or otherwise, any real and /or personal property and any light or privileges, which the Company think necessary or convenient for the purposes of it.
11. To invest and deal with moneys of the Company in such manner as may from time to time to be determined.
12. To purchase, amalgamate or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm, company or proposing to carry on any business which this Company is authorized to carry on, or be possessed of property or rights suitable for any of the purposes of this Company or which can be carried on in conjunction, therewith, or which is capable of being conducted so as to directly or indirectly benefit the company and to purchase, acquire, sell and deal in property, shares, stocks, debentures stock of any such person, firm or company to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of such person, firm or company.
13. To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interest, co-operation, joint venture, reciprocal concession or for limiting competition with any person, firm, company therewith, or which is capable of being conducted so as to directly or indirectly benefit this company.
14. To establish or promote or concur or be interested in establishing or promoting any company or companies of the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose whatsoever and to transfer to any such company and property of this Company and to place or guarantee placing of the shares, debentures or other securities of any such other company and to subsidise or otherwise assist any such other company.
15. To pay out of funds of the company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation, and registration of the company and for the issue of its capital or which the company shall consider to be preliminary expenditure including therein the cost of advertising, printing and stationery and commission for obtaining application for taking, placing, the underwriting or procuring the undertaking, of shares, debentures or other securities of the company and expenses attendant upon the formation of agencies, branches and to employ brokers, commission agents, underwriters, any other person, firm association, company for rendering the above mentioned services and to remunerate them in cash or by the granting of options to take the same.
16. To make donations to such persons or institutions and in such cases and other, of cash or any other assets as may be thought directly or indirectly conducive to any other Company's objects or otherwise, expedient and in particular to remunerate person, firm, company, association, corporation introducing business to this company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or political or other institutional objects or for any exhibition or for any public, general or other objects.
17. To borrow or raise money, or to receive money on deposit, loan, advance with or without interest or in any manner as the Company may think fit and in particular by the issue of debentures, debenture stock whether secured or otherwise and convertible into shares of this or any other company or not, to secure the repayment of any such money borrowed, raised, receive, owed, by mortgage, pledge, charge, lien or any other way upon all or any of the property, assets, rights or revenue of the company, both present and future, including its uncalled capital and to give the lenders, depositors, creditors, debenture holders or their trustees, the powers of sale and other powers as may seem expedient and to purchase, redeem or

- pay off any such securities in cash or otherwise and also by a similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or other person, firm, company as the case may be.
18. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person, firm, association, company or on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
 19. To apply for, promote and obtain any act of the Parliament for enabling the Company to carry out its objects into effects or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
 20. To sell, lease, mortgage, grant licenses, easement and other rights over and in any other manner whatsoever, to transfer, deal with or dispose off, the undertaking, property, assets, rights and effects of the company or any part hereof, for such consideration as the company may think fit and in particular for shares, stocks, debentures, or other securities of any such other company whether or not having objects altogether or in part similar to those of this Company.
 21. Subject to the provisions of the Companies Act 1956, or any other law for the time being in force, to distribute in specie or otherwise as may be resolved any property or assets of the company or any proceeds of sale or disposal or assets or rights of the company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this company but so that no distribution amounting to reduction of capital be made except with the sanction for the time being required by law.
 22. To give to any directors, officers, servants or employees of the company, any share or interest in the profits of the company's business or any branch or division thereof and whether carried on by means or through the agency of any person, firm, company, subsidiary or not and for the at purpose to enter into any arrangements which the company may think fit.
 23. To carry on any business or branch of business which this company is authorized to carry on by means or through the agency of any person, firm, association or company whether subsidiary or not and to enter into any arrangements with any such person, firm, association or company for taking the profits or bearing the losses of any business or branch so carried on, or for financing any such person, firm, association or company guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to act as managers of any such person, association or company.
 24. To act as agents or brokers and as trustees for any person, firm, association or company and to undertake and perform sub-contracts and do all or any of the above things in any part of the world and as principals, agents, sub-contractors, or trustees or otherwise and either alone or jointly with others.
 25. To do all and everything necessary for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any powers herein before set forth, either alone or in association with other corporate bodies, firms, or individuals and to do every other act or thing or things incidental or appurtenant to or growing out of, connected with the aforesaid business or powers or any part of pats thereof.

VICTORY PROJECTS LIMITED



Managing Director

C. THE OTHER OBJECTS ARE :

- 1 To carry on the business as farmers, agriculturists, horticulturists, dairy farming, poultry and such other business as may conveniently be carried on in connection with the other activities or businesses of the Company.
- 2 To acquire the good will right, Property and assets of all kinds and to undertake the whole or nay part of the liabilities of any persons, Firm, Association or Corporation on such terms and conditions as may be agreed upon and to pay for the same in cash, stock, bonds, debentures evidences of indebtedness or other securities of company.
- 3 To form, promote subsidiaries and assist company's syndicates and Firms of all kinds.
- 4 To give any guarantee for the payment of money or performance of any obligations or undertaking.
- 5 To carry on the business of manufacture of plant, machinery, appliance, articles and things of every nature, kind and description for use in processing and preservation of foods and beverages.
- 6 To carry on the business of exporting and importing computer hardware and software.
- 7 To carry on the profession and vocation of recruitment agents for recruitment personnel for placement in India or abroad.
- 8 To acquire, buy, sell, hire, let on hire, or otherwise deal in any immovable property with a view to sell the same for profit.

IV. The liability of the Members of the Company is limited.

V. The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty lakhs only) shares of RS. 10.00 each with power to increase or reduce the said share capital. The shares forming the capital (original, increased or reduced) of the company may be subdivided or consolidated or divided into such classes with such redeemable, preferential, qualified, special or other rights, privileges, or conditions attached thereto and be held upon such terms and conditions ads may be prescribed by the Articles of Association of the Company of the time being and subject to the prOvision of the Companies Act, 1956.

VISDOM PROJECTS LIMITED

Managing Director

We, the several persons whose names, addresses and descriptions are subscribed here to are desirous of being formed into a company in pursuance 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.	Name, Address occupation & Description of the Subscribers	Number of Equity shares taken	Signature of the Subscriber	Signature, Name, Address, Occupation & Description of Witness.
1	PRATURI MARUTIRAM S/o. Late Sri: P.G.K. Murthy 2-2-1136/4/A New Nallakunta Hyderabad	10 (Ten only)	Sd/-	Sd/- K.Y.R. ANJANEYULU MIG-2, B-1, F-4, Baghlingampally, Hyderabad - 500 044. CHARTERED ACCOUNTANT
2	INDIRANI SELVARAJ W/o. S.Selvaraj 7-1-33/1, Suguna Apartments Amcerpet, Hyderabad - 500 016. HOUSE WIFE.	10 (Ten only)	Sd/-	
3	PRATURI VIJAYA LAKSHMI W/o. P. Maruti Ram 2-2-1136/4/A New Nallakunta Hyderabad. HOUSE WIFE.	10 (Ten only)	Sd/-	
	Total Number of Equity Shares Taken	30 (Thirty only)		

Place : Hyderabad

Date : 14-06-1991


VICTORY PROJECTS LIMITED
 Managing Director