

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME ON CONVERSION
TO PUBLIC LIMITED COMPANY

COMPANY NO. 55-34594

In the Office of the Registrar of Companies, Delhi & Haryana,

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

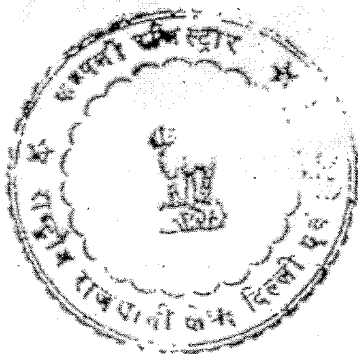
IN THE MATTER OF NUCLEUS SOFTWARE EXPORTS PRIVATE LIMITED

I hereby certify that NUCLEUS SOFTWARE EXPORTS PRIVATE LIMITED

which was originally incorporated on
NINTH day of JANUARY One Thousand Nine Hundred
and EIGHTY NINE under the Companies Act, 1956 (Act 1 of
1956) under the name NUCLEUS SOFTWARE EXPORTS PRIVATE LIMITED

having duly passed the necessary Special
Resolution on 28-3-1994 in terms of Section 31/21 read with
Section 44 of the Companies Act, 1956, the name of the said Company is this day changed to
NUCLEUS SOFTWARE EXPORTS LIMITED
and this Certificate is issued pursuant to Section 23(1) of the said Act.

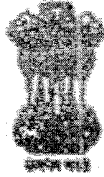
Given under my hand at NEW DELHI this 10TH
day of OCTOBER One Thousand Nine Hundred and Ninety FOUR.



P. SHREYA
ASSTT. REGISTRAR OF COMPANIES
N.C.T. OF DELHI AND HARYANA
NEW DELHI.

For Nucleus Software Exports Limited

Company Secretary



प्राप्त. एक
Form 1
निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं० 55-34594 का सं० 1910

No 55-34594 of 1988-89

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज न्यूक्लियस सॉफ्टवेयर एक्सपोर्ट प्राइवेट लिमिटेड

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

I hereby certify that NUCLEUS SOFTWARE EXPORTS PRIVATE LIMITED

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

मेरे हस्ताक्षर से आज ता० 19 पौष, 1910 को दिया गया।

Given under my hand at NEW DELHI this NINTH day of JANUARY
One thousand nine hundred and EIGHTY NINE.



Sd/-

(बी० भवानी शंकर)
कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा

(B. BHAVANI SANKAR)
Registrar of Companies
DELHI & HARYANA

For Nucleus Software Exports Limited

[Signature]
Company Secretary