

GOVERNMENT OF INDIA  
MINISTRY OF LAW, JUSTICE & COMPANY AFFAIRS  
DEPARTMENT OF COMPANY AFFAIRS  
WESTERN REGION

O/o REGIONAL DIRECTOR  
"EVEREST", 5TH FLOOR,  
100-MARINE DRIVE,  
BOMBAY-400 002.

NO. 13(25/N)9/2000 1398

DATED: 18 JAN 2001

LICENCE UNDER SECTION 25 OF THE COMPANIES ACT, 1956.

WHEREAS it has been proved to my satisfaction that the objects of CHRISTEL HOUSE INDIA PRIVATE LIMITED

being a company registered under the Companies Act, 1956 is restricted to those specified in Section 25 sub section (1) Clause (a) of the Companies Act, 1956 and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members.

NOW, THEREFORE, in exercise of the powers conferred by Section 25 of the said Act read with the Notification of the Government of India, Ministry of Law, Justice and Company Affairs, Department of Company Affairs No.G.S.R. 288(E) dated 31.5.91, I, the Regional Director, Department of Company Affairs, Western Region at Bombay hereby grant the licence authorising the Company by a special resolution to change its name by omitting the word "Limited/Private Limited" from such name subject to the following conditions namely:-

- 1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum of Association;
- 2) that the income and property of the said company whensoever derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;
- 3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members whether officers or servants of the company or not except payment of out-of-pocket expenses, reasonable and proper rent on premises let to the company;
- 4) that no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not excepted by clause (3);



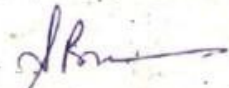
5) that nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its Officers or servants (not being members) or to any other person (not being a member), in return for any services actually rendered to the company;

6) that nothing in clauses (3), (4) and (5) shall prevent the payment by the company in good faith, with the previous approval of the Central Government, of reasonable and proper remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

7) that no alteration shall be made to the Memorandum of Association or to the Articles of Association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government; and

8) that this licence shall be liable to be revoked in the event of violation of any of the aforesaid conditions or any of the conditions and provisions contained in the Memorandum of Association of the said Company in accordance with the provisions of Section 25 of the Companies Act, 1956.

Dated this EIGHTEENTH day of JANUARY ~~1996~~ 2001.

  
( SAMIR BISWAS )  
REGIONAL DIRECTOR.

To

M/s. Christel House India Pvt.Ltd.  
83-C, Mittal Towers  
Nariman Point,  
Mumbai.