

## Voluntary Secretarial Compliance Certificate

CIN No. U72300MH1990PTC056696

To,  
The Members,  
Persistent Systems Private Limited,  
'Bhageerath', 402, Senapati Bapat Road,  
Pune 411 016.

I have examined the registers, records, books and papers of Persistent Systems Private Limited (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on March 31, 2007. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid period:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded;
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director and Central Government, within the time prescribed under the Act and the rules made there under;
3. The Company, being private limited Company, has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was 23 (Twenty Three) excluding its present and past employees and the Company during the year under scrutiny:
  - A. has not invited public to subscribe for its shares or debentures, and
  - B. has not invited or accepted any deposits from person other than its members, Directors or their relatives;
4. The Board of Directors duly met 4 (Four) times on April 23, 2006, July 20, 2006, October 31, 2006 and January 16, 2007 in respect of which, proper notices were given and proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose;
5. The Audit Committee of the Board of Directors duly met 5 (Five) times on April 20, 2006, April 23, 2006, July 19, 2006, October 30, 2006 and January 16, 2007 in respect of which, proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose;
6. The Compensation Committee of the Board of Directors duly met 1 (one) time on April 23, 2006 in respect of which proper notice was given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose;
7. The annual general meeting for the financial year ended on March 31, 2006 was held on July 19, 2006 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose;
8. 1 (One) extra ordinary meeting was held on May 22, 2006 during the period under report after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose;

*The said meeting was called by the order of Hon'ble Bombay High Court, Mumbai for the purpose of sanctioning the Scheme of Amalgamation of M/s. ControlNet (India) Private Limited, Goa with the Company.*
9. The Company has not advanced any amount as loan to its Directors and/or persons or firms or companies referred in the section 295 of the Act.

10. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.

*The Company has taken due permission from Central Government through Regional Director, Mumbai during previous year, for the Agreement entered into with one of the related parties.*

11. The Company has made necessary entries in the register maintained under section 301 of the Act.
12. The Company has obtained necessary approvals from the Board of Directors, members and previous approval of the Central Government pursuant to section 314 of the Act wherever applicable.
13. The Company has delivered all the certificates on allotment of securities and on lodgment thereof for transfer in accordance with the provisions of the Act. Transfers of Equity and Preference Shares held in dematerialisation mode have been approved by the Board of Directors / Compensation Committee within the prescribed time during the year under report.
14. The Company has deposited the amount of dividend declared including interim dividend in a separate bank account within five days from the date of declaration of such dividend.
15. The Company has paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that there is no unclaimed/unpaid dividend.
16. The Company has duly complied with the requirements of section 217 of the Act.
17. The Board of Directors of the Company is duly constituted and the appointment of additional Directors has been duly made.

*During the period under report, Mr. Navin Chaddha resigned from the Directorship of the Company and Mr. Frederick W. W. Bolander was appointed as an Additional Director.*

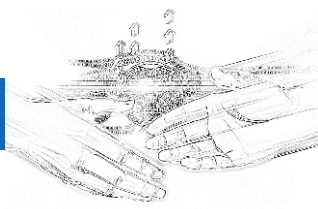
18. The Company has obtained necessary approval of the Regional Director under the provisions of section 297 of the Act.

*Please refer to Clause No. 10 of the said Certificate.*

19. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.

*Disclosures made by all Directors under Sections 274(1) (g) and 299 of the Act were available for inspection.*

20. The Company has issued 1,500 Equity Shares of Rs. 10 each at a premium during the period under report and complied with the provisions of the Act.
21. The Company has not issued any Preference Shares during the period under report.
22. The Company has not bought back any securities during the period under report.
23. The amount borrowed by the Company from banks during the financial year ending March 31, 2007 is within the borrowing limits of the Company.
24. The Company has made loans to other body corporate in compliance with the provisions of the Act. However, the Company, being a private limited company, is not required to maintain Register of Investments u/s 372A of the Companies Act, 1956.
25. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.



26. The Company has not altered its articles of association during the period under report. However, pursuant to the provisions of the Act, the Company has attached copy of orders passed by the Hon'ble Bombay High Court, Mumbai and Hon'ble Bombay High Court, Goa Bench approving Scheme of Amalgamation of ControlNet (India) Private Limited with Persistent Systems Private Limited to its Memorandum and Articles of Association.
27. There is no prosecution initiated against or show cause notice received by the Company for alleged offences under the Act.
28. Any other applications:
  - A. The Company had applied to the Regional Director, SIRC, under section 22 of the Companies Act, 1956, for seeking an order for the change of name of a company Persistent Software Pvt. Ltd., a company incorporated with Registrar of Companies, Hyderabad on grounds of similarity of purpose / business and name. In this regard, the Company has received an order in its favour directing the said Persistent Software Pvt. Ltd. to change its name or to remove the word 'Persistent'.
  - B. The Company had applied to the Central Government for exemption under section 212 for financial year ending March 31, 2007, against which the Company has received the subject approval for the same for the financial year ending March 31 2007.

**Shridhar S Kulkarni**  
 Company Secretary  
 ACS 13046; CP No. 3950  
 Pune; April 30, 2007

## ANNEXURE 'A'

Registers as maintained by the Company:

### A. Statutory Registers

Sr. No.	Name of Register	Maintained under section
1.	Register of charges	143
2.	Register of members	150
3.	Minutes books (Board, Committees and General Meetings)	193
4.	Register of contracts	301
5.	Register of directors	303
6.	Register of directors' shareholding	307
7.	Register of buy-back of securities	Rule 11

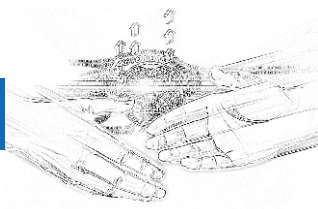
### B. Other Registers

Sr. No.	Name of Registers Maintained
1.	Register for transfer and transmission of shares
2.	Directors' attendance register at Board and Committee Meetings
3.	Members' attendance register
4.	Register for application and allotment of shares

### ANNEXURE 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the period ending on March 31, 2007

Sr. No.	Form No./Return	For	Filed u/s	Date of event	Date of filing	Whether filed within the prescribed time
1.	eForm No. 23	Revision of Remuneration payable to Dr. Anand Deshpande, Chairman and Managing Director for the years 2005-06 and 2006-07	192(4)(c)	November 11, 2006	May 17, 2006	Yes
2.	eForm No. 23	Approval of Scheme of Amalgamation u/s. 391	192	May 22, 2006	June 16, 2006	Yes
3.	eForm No. 20B	Annual Return- 2006	159	July 19, 2006	August 17, 2006	Yes
4.	eForm No. 23AC	Balance Sheet- 2006	220	July 19, 2006	August 17, 2006	Yes
5.	eForm No. 32	Resignation of Mr. Navin Chaddha, Director	303	September 5, 2006	September 26, 2006	Yes
6.	eForm no. 2	Return of Allotment pertaining to allotment of 1,500 Equity Shares	75(1)	September 30, 2006	October 19, 2006	Yes
7.	eForm no. 21	Order received from the High Court Mumbai pertaining to Amalgamation of ControlNet (India) Pvt Ltd with the Company.	394(1)	October 20, 2006	December 20, 2006	Yes
8.	DIN-3	For Directors: a.Mr. Suresh Deshpande b.Dr. Anand Deshpande c.Mr. Sandeep Johri d.Mr. P B Kulkarni	266E, Rule 6	November 11, 2006	November 14, 2006	Yes
9.	DIN-3	For Director: a. Dr. Promod Haque	266E, Rule 6	November 13, 2006	November 16, 2006	Yes
10.	DIN-3	For Director: a. Prof Krithi Ramamritham	266E, Rule 6	December 26, 2006	January 2, 2007	Yes
11.	eForm-62	Intimation of Change in beneficiary holding.	187C	March 1, 2007	March 20, 2007	Yes



Sr. No.	Form No./ Return	For	Filed u/s	Date of event	Date of filing	Whether filed within the prescribed time
12.	eForm 32	Appointment of Additional Director- Mr. Frederick W W Bolander	303	March 2, 2007	March 2, 2006	Yes
13.	DIN-3	For Director: Mr. Frederick W W Bolander	266E, Rule 6	March 12, 2007	March 15, 2006	Yes
14.	eForm. 23AAB	Application for Exemption from attaching the annual accounts of the subsidiary company.	212(8)	For the financial year 2006-07	November 3, 2006	NA
15.	Form No 24A	Application to Regional Director, SIRC	22	NA	September 12, 2006	NA