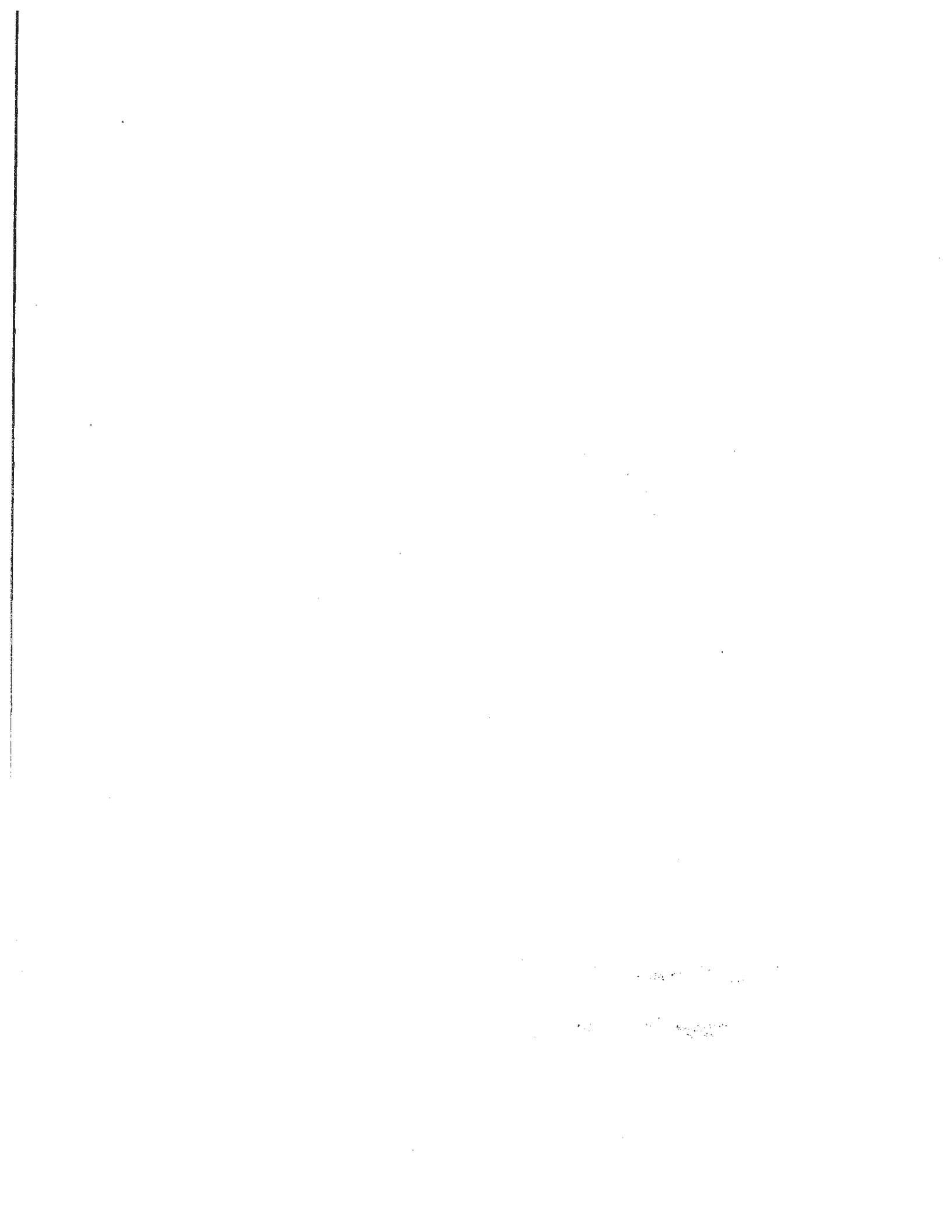


**MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF
OPTO CIRCUITS [INDIA] LIMITED**



Co.No. 08/13223.



नाम में तदोली के परिणामस्वरूप निगमन के लिए नया प्रमाण-पत्र
**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

कम्पनियों के रजिस्टार के कार्यालय में
[कम्पनी अधिनियम 1956 (1956 का 1) के अधीन]

In the Office of the Registrar of Companies, Karnataka, Bangalore.
(Under the Companies Act, 1956 (1 of 1956))

.....के विषय में
IN THE MATTER OF ...OPTO CIRCUITS (INDIA) PRIVATE LIMITED.....

मैं एतद्वारा प्रमाणित करता हूँ कि.....परिसीमित जिसका निगमन मूलत 19.....के
.....दिन इस.....अधिनियम के अधीन और.....परिसीमित नाम
द्वारा किया गया कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क) / 22 (1) (ख) के निर्बन्धनों के अनुसार आवश्यक संकल्प पारित
कर चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that.....Opto Circuits (India) Private.....Limited, which was originally
incorporated on 8th.....day of.....June 19.....92 under the.....Companies.....Act, and under the name.....Opto Circuits
(India).....Private.....Limited) having duly Passed the necessary
resolution in terms of section 21/22 (1) (a) / 22 (1) (b) of Companies Act, 1956, and the approval of the Central Government
signified in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के तारीख.....19.....के पत्र सं.....द्वारा प्राप्त हो
जाने पर उक्त कम्पनी का नाम इस दिन.....परिसीमित में तब्दील कर दिया गया है और यह प्रमाण-
पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार में जारी किया जाता है।

.....Opto Circuits (India) Private Limited.....
.....Opto Circuits (India) Private Limited.....the name of the said company is this day changed to.....OPTO CIRCUITS
INDIA).....LIMITED.....Limited and this certificate is issued pursuant to section 23 (1) of the said Act.

मेरे हस्ताक्षर से यह तारीख.....
को दिया गया।

Given under my hand at Bangalore this.....Tenth.....day of.....July...../19.....2000.....(One thousand //
One Hundred and Ninety.....Two Thousand.....)

For OPTO CIRCUITS (INDIA) PRIVATE LIMITED

Company Secretary

(B.M. ANAND)

कम्पनियों का रजिस्टार
Registrar of Companies
Karnataka, Bangalore.

यहाँ पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था।

Here give the name of the Company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलत रजिस्ट्रीकरण और निगमन किया गया था।

Here give the name of the Act (s) under which the Company was originally registered and incorporated.



Form I. R.

CERTIFICATE OF INCORPORATION

~~~~~  
No. 08/13223 of 1992

I hereby certify that **OPTO CIRCUITS (INDIA) PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at **BANGALORE** this **EIGHTH** day of **JUNE** One thousand nine hundred and **NINETY TWO**.

(Seal)

For **OPTO CIRCUITS (INDIA) LTD.**

  
**Company Secretary**

Sd/-

**R. MANTHRA MURTHY**  
Asst. Registrar of Companies,  
**KARNATAKA, BANGALORE**



**MEMORANDUM OF ASSOCIATION  
OF  
OPTO CIRCUITS (INDIA) LIMITED**  
(A Company Limited by Shares)  
(Registered under the Companies Act, 1956)

- I. The name of the Company is "OPTO CIRCUITS (INDIA) LIMITED"
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The objects for which the Company is incorporated are:

[A] THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION:

1. To carry on the business of manufacturers, assemblers, importers and exporters, wholesalers, retailers, agents and dealers in all kinds of electronic, components, accessories and materials.

For OPTO CIRCUITS (INDIA) LTD.

  
Company Secretary

[B] OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS SPECIFIED IN (A) ABOVE:

1. To enter into agreements and contracts with foreign individuals, non-residents of Indian origin, Companies or other organisations for technical, financial or any other assistance for carrying out or any of the objects of the Company.
2. Generally to carry on, in any place or places, any other trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to or which may seem to the Company capable of being conveniently carried or in connection with any of the Company's objects or calculated to enhance the value of or render profitable any of the Company's properties or rights in India or elsewhere.
3. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
4. To advertise and adopt means of making known or promoting the use of all or any of the manufactured products or goods of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including the posting of bills in relation thereto, and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions and giving of prizes, rewards and donations.
5. To apply for purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patents, patent rights, BREVETS D' INVENTIONS, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire to develop in India or elsewhere.
6. To enter into any arrangement with any Government or State or 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 or State or Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
7. To be interested in, promote and undertake the formation and establishment of such institutions, business pools, combines, syndicates, industrial, trading or manufacturing as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and/or subsidise interest in any industry or undertaking and to carry on any other business (industrial, trading, manufacturing or other) which may seem to the company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated, directly or indirectly to render any of the Company's properties or rights for the time being profitable.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company carrying on any business, which this Company is authorised to carry on or possessed of property or rights suitable for any of the purposes of the Company and to purchase, acquire, apply for, hold, sell and deal in shares,



stock, debentures or debenture-stock of any such person, firm or Company and to conduct, make or carry into effect, any arrangement in regard to the winding up of the business of any such person, firm or Company.

9. To construct, acquire, establish, provide, maintain and administer factories, estates, buildings, water reservoirs, sheds, channels, pumping installations, generating installations, pipe lines, garages, storage and accommodation of all description in connection with the business of the Company.
10. To apply for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
11. To buy, take on lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may think fit.
12. To amalgamate with any Company or Companies or body corporate.
13. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and issue of its capital and charges in connection therewith, including costs, expenses or negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
14. To remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture-stock or securities of this or any other Company, or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or Company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper.
15. To procure the registration of the Company in any country or State or abroad.
16. To open and keep a Register or Registers in any Country or state or abroad whenever it may be deemed necessary and expedient to do so.
17. To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
18. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keepers certificates and other negotiable, commercial or mercantile instruments connected with the business of the Company, subject to the provisions of Banking Regulation Act. 1949.
19. To open account or accounts with any individual, firm or Company or with any Bank or Banks, anywhere in the world and to pay into and to withdraw monies from such account or accounts.

20. To invest any monies of the Company not immediately required for the purposes of its business in such manner as may be thought fit and to lend money to such parties and on such terms, with or without security, as may be thought to be for the interest of the Company and in particular to customers of and persons having dealings with the Company or to Companies, firms or persons carrying on any business which may be useful or beneficial to this Company.
21. To lend or deposit money belonging to or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper and to guarantee the performance of contracts by such person or company, but not to do the business of Banking as defined in the Banking Regulation Act, 1949.
22. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
23. To borrow or raise money with or without security or to receive money on deposit at interest from members or otherwise, in such manner as the Company may think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this Company and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or pay of any such securities. The acceptance of Deposits shall be subject to the provisions of Section 58A of the Companies Act, 1956 and rules framed there under.
24. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of this Company.
25. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concession of the Company.
26. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families or the dependants or relations of such persons by forming welfare trust or otherwise and give donation to such trust and construct building or contribute to the building of houses or by grants of money, pensions, gratuity, bonus, payment towards insurance or other payment; or by creating from time to time, subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other attendance as the Company may think fit.
27. To sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
28. To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company, carrying on any business, which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.

29. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising through any audio visual means, in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations or in any other manner considered suitable.
30. To arrange for the marketing and sale of the products and by-products of the Company and of such raw materials, goods and articles remaining in its possession as are normally necessary for carrying on the business of the Company but are not immediately required for use by it, and for that purpose, either to establish its own shops, agencies or marketing organisations or to appoint selling agents and/or distributors (whether individuals, firms or bodies corporate) in any place in or outside India, to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remunerations to such selling agents and/or distributors by way of such commission or in such other manner as the Company may deem fit.
31. To make donations for patriotic or for charitable purposes.
32. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
33. To accept payment for any property or rights, sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise or in fully or partly paid-up shares of any Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture-stock, mortgages, or other securities of any Company or Corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold or dispose of any shares, stock or securities so acquired.
34. To enter into any partnership or joint-purpose arrangement or arrangement for sharing profits, union of interest or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell or dispose of shares, stock or securities of any such Company and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such Company.
35. Subject to the provisions of the Companies Act, 1956 and the Constitution of India, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions or objects or for any exhibition or for any public, general or useful objects.
36. To distribute any of the property of the Company amongst the members in specie or kind upon the winding-up of the Company.

(C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE

1. To purchase, take on lease or in exchange or otherwise, acquire, any lands and buildings in the state of Karnataka or elsewhere and any estate or interest in and any right connected with any such lands and buildings.
2. To purchase, sale or deal in shares, debentures or other securities.
3. To transact and carry on all kinds of agency business and represent in import and export in India or elsewhere.
4. To manufacture electronic machines, components and spare parts.
5. To carry on the business of manufacture, fabricate, develop, assemble, deal, import, export and to render consultancy and services in all kinds of Telecom, electronics, mechanical, electrical, electromechanical, test equipment, tools, computers, computer based systems, software, computer software, computer peripherals, internet, electronic equipments of all description and medical products.
6. To carry on the business of job work, contract, import, let on hire purchase, lease sub contract, all kinds of telecom, electronics, electrical, mechanical, electromechanical, test equipment, tools, computers computer based systems, software, computer software, computer peripherals, internet, electronic equipments of all description and medical products and to offer technology, own as well as bought out from India and abroad basic and detailed engineering facilities in the field of electrical, electronics, internet, computers and telecom and also to offer all services in connection with existing, expanding and new industries from basic idea to the stage of actual running of the project.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs.375,00,00,000/- (Rupees Three Hundred Seventy Five Crores Only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

For OPTO CIRCUITS (INDIA) LTD.

  
Company Secretary

We the several persons, whose name and addresses are subscribed hereunder, 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 as set opposite to our respective names :

| Sl. No. | Names and address, Description and occupation of Subscribers with their Signatures                                                                                   | Numbers of equity shares taken by each subscriber | Signature, Name, Address Description and Occupation of the Witness                                                                                                    |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | <b>VINOD RAMNANI</b><br>OPTO CIRCUITS (INDIA) PVT. LTD.,<br># 38/3, Sri Lakshmi Industrial Complex,<br>Hosur Main Road, Bangalore-560 068.<br>Business<br><br>Sd/-   | 10<br>(Ten only)                                  |                                                                                                                                                                       |
| 2.      | <b>USHA RAMNANI</b><br>OPTO CIRCUITS (INDIA) PVT. LTD.,<br># 38/3, Sri Lakshmi Industrial Complex,<br>Hosur Main Road, Bangalore-560 068.<br>House Wife.<br><br>Sd/- | 10<br>(Ten only)                                  | Sd/-<br><b>R.S. MISHRA</b><br><b>R.S. MISHRA &amp; CO.,</b><br>Chartered Accountants<br>103, Lakshmi Market, J.M. Road<br>Bangalore-560 002.<br>Chartered Accountants |
|         | Total                                                                                                                                                                | 20<br>(Twenty only)                               |                                                                                                                                                                       |

Dated this the 1st Day of June 1992 at Bangalore.

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For OPTO CIRCUITS (INDIA) LTD.

  
 Company Secretary