

4/10/07



उत्तर प्रदेश UTTAR PRADESH



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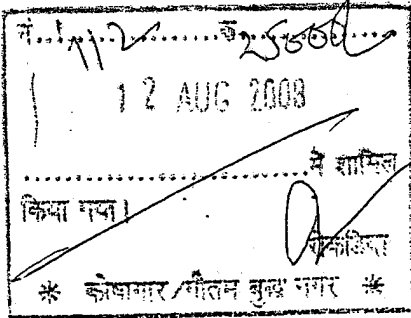
TRANSFER DEED cum CIC DEED

VALUE FOR THE PURPOSE OF STAMP DUTY :	Rs. 68,83,53,000/-
STAMP DUTY @ 5%	: Rs. 3,44,18,000/-
TOTAL AREA OF PLOT IS	: 44099.25 Sq. Mtrs.
50% SHARE BEING TRANSFERRED	: 22049.625 SQ. Mtrs.
TOTAL CONSTRUCTED AREA IS	: 1,08,366.0 Sq. Mtrs.
50% SHARE BEING TRANSFERRED	: 54,183.0 SQ. MTRS.
CIRCLE RATE OF LAND	: Rs. 15,000/- Sq. Mtrs.
CONSTRUCTION RATE	: Rs. 6,600/- Sq. Mtrs.

This **TRANSFER DEED cum CIC DEED** is made and executed at NOIDA ON THIS THE **13th DAY OF AUGUST, 2008.**, BETWEEN **M/S. NOIDA CYBER PARK PVT. LTD.**, (formerly known as FONET CONSULTANTS PVT. LTD.,) HAVING ITS REGD. OFFICE AT 18, KOTLA LANE, ROUSE AVENUE, NEW DELHI-110002., THROUGH ITS AUTHORISED SIGNATORY **SHRI VIKRAM NATH** SON OF SHRI SHAKTI NATH RESIDENT OF D-922, NEW FRIENDS COLONY, NEW DELHI., (duly authorized vide Board resolution Dated 12/08/2008) passed in the Meeting of Board of Directors of the Company, transferring the share holding of the company, of the FIRST PART hereinafter called the "**TRANSFEROR**".

For Noida Cyber Park Pvt. Ltd.
Authorised Signatory

For Noida Cyber Park Pvt. Ltd.
Authorised Signatory



M/s Noida Cyber Park P.

C-28 & 29 Sec 62 Noida





उत्तर प्रदेश UTTAR PRADESH

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AND

M/S. NOIDA CYBER PARK PVT. LTD., HAVING ITS REGD. OFFICE AT 18, KOTLA LANE, ROUSE AVENUE, NEW DELHI-110002, THROUGH ITS AUTHORISED SIGNATORY **WG. COM. P.C. AGGARWAL** SON OF LATE SHRI MOHAN LAL AGGARWAL RESIDENT OF E-67, SECTOR-21 JALVAYU VIHAR, NOIDA DISTT. GAUTAM BUDH NAGAR U.P., (duly authorized vide Board resolution Dated 12/08/2008)., passed in the Meeting of Board of Directors of the Company, acquiring the share holding of the company of the SECOND PART, hereinafter called the "**TRANSFeree**".

(The expression and words of the TRANSFEROR and the TRANSFeree shall mean and include their legal heirs, successors, assignees, nominees, executors, administrators and legal representatives and any person or persons claiming through or in trust for them respectively).

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory

For Noida Cyber Park Pvt. Ltd.

For Authorised Signatory

413 250000
412
* डी.डी. नं./प्रीतिम मुद्रा नं. *

अंतरण विक्रय पत्र

5,000.00 1,600 6,600.00 80,000

फीस रजिस्ट्री नकल व प्रति शुल्क योग शब्द लगभग

श्री / श्रीमती मै0 Noida Cyber Park Pvt.Ltd. द्वारा विक्रम नाथ

पुत्र / पत्नी श्री पुत्र शक्ति नाथ

पेशा नौकरी

निवासी स्थायी डी-922 न्यू फ्रेंड्स कालोनी न.दिल्ली-110065

अस्थायी पता उक्त

ने यह लेखपत्र इस कार्यालय दिनांक 13/8/2008 समय 7:05PM

बजे निबन्धन हेतु पेश किया।



K.K.MISHRA

उप निबन्धक (प्रथम)

नोएडा

13/8/2008

निष्पादन लेखपत्र वाद सुनने व समझने मजमून व प्राप्त धनराशि रु. प्रलेखानुसार उक्त

विक्रेता

श्री/श्रीमती मै0 Noida Cyber Park Pvt.Ltd.

द्वारा विक्रम नाथ

पुत्र/पत्नी श्री पुत्र शक्ति नाथ

पेशा नौकरी

निवासी डी-922 न्यू फ्रेंड्स कालोनी

न.दिल्ली-110065



क्रेता

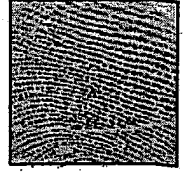
श्री/श्रीमती मै0 Noida Cyber Park Pvt.Ltd. द्वारा

विंग कमा0 पी.सी.अग्रवाल (rti)

पुत्र/पत्नी श्री पुत्र स्व0 मोहन लाल अग्रवाल

पेशा नौकरी

निवासी ई-67, सेक्टर 21 जलवायु विहार, नोएडा





उत्तर प्रदेश UTTAR PRADESH

76553

WHEREAS the M/S. FONET CONSULTANTS PVT. LTD. aforesaid is the ACTUAL ALLOTTEE, LESSEE and in POSSESSION of AN INSTITUTIONAL LEASE HOLD PROPERTY No. "28 & 29", AREA MEASURING 44099.25 Sq. Mtrs., SITUATED IN BLOCK-"C" OF SECTOR-"62", NOIDA, DISTT. GAUTAMBUDH NAGAR, U.P., duly allotted by the NEW OKHLA INDUSTRIAL DEVELOPMENT AUTHORITY, constructed with Eleventh Storied building with basement floor thereupon having a total covered area on all floor with basement floors is 1,08,366.0 Sq. Mtrs., (copy of map attached herewith) hereinafter referred to as the "SAID PROPERTY." and the same in question is bounded as under:-

ON THE NORTH BY : AS PER SITE
ON THE SOUTH BY : AS PER SITE
ON THE EAST BY : AS PER SITE
ON THE WEST BY : AS PER SITE

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory

नं. 414 क. 230001
12 AUG 2008
W12 में स्थिति
किया गया।
* कोचिंग/पीतम गुण संपन्न *

ने निष्पादन स्वीकार किया।

जिनकी पहचान श्री देवेन्द्र सक्सेना
पुत्र श्री पुत्र स्व0 आर.एम.राय सक्सेना
पेशा नौकरी

निवासी सी-47, पुष्पांजली एन्क0, पीतमपुरा दिल्ली

व श्री नरेन्द्र कुमार

पुत्र श्री पुत्र आर.बी.सिंह

पेशा नौकरी

निवासी ए-44-ए, सेक्टर 16 नोएडा

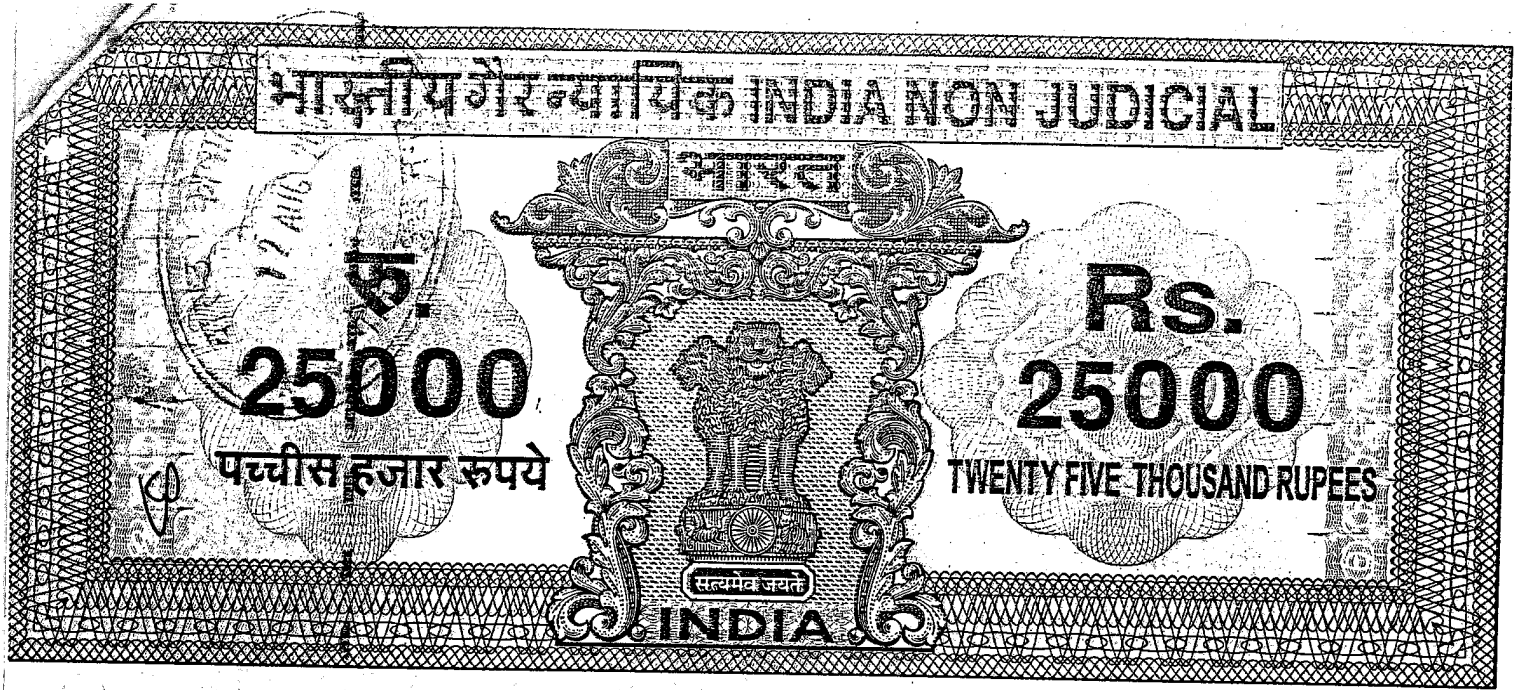
ने की।

प्रत्यक्षतः भद्र साक्षियों के निशान अंगूठे नियमानुसार लिये गये हैं।



K.K.MISHRA
उप निबन्धक (प्रथम)
नोएडा
13/8/2008





उत्तर प्रदेश UTTAR PRADESH

765539

AND WHEREAS the Lease Deed in respect of the above said Institutional Property has been executed in favour of the TRANSFEROR aforesaid by the NOIDA AUTHORITY vide **LEASE DEED Dated 26/04/2006.**, and the same was duly registered in the Office of Sub-Registrar, NOIDA, Distt. Gautambudh Nagar, U.P., Vide Book No. I, Volume No. 733 on Pages 1 to 38 Document No. 4767 & Mussanna No. 4768 Dated 24/05/2006.

AND WHEREAS the TRANSFEROR aforesaid had moved an application to the NOIDA AUTHORITY on Dated 07/08/2007 and requested to the NOIDA AUTHORITY to change in shareholding & change the name of the company for the abovesaid property from M/S. FONET CONSULTANTS PVT. LTD., to M/S. NOIDA CYBER PARK PVT. LTD.

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory

For Noida

Noida Cyber Park Pvt. Ltd.

Authorised Signatory

415 25000
 412
 विक्रम नाथ
 * कोषागार/गौतम बुद्ध नगर *

विक्रेता

Registration No 2789

Year : 2008

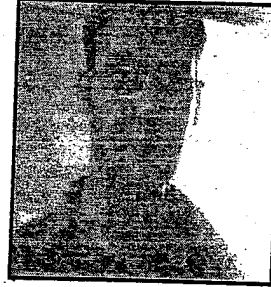
Book No. 1

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पुत्र शक्ति नाथ

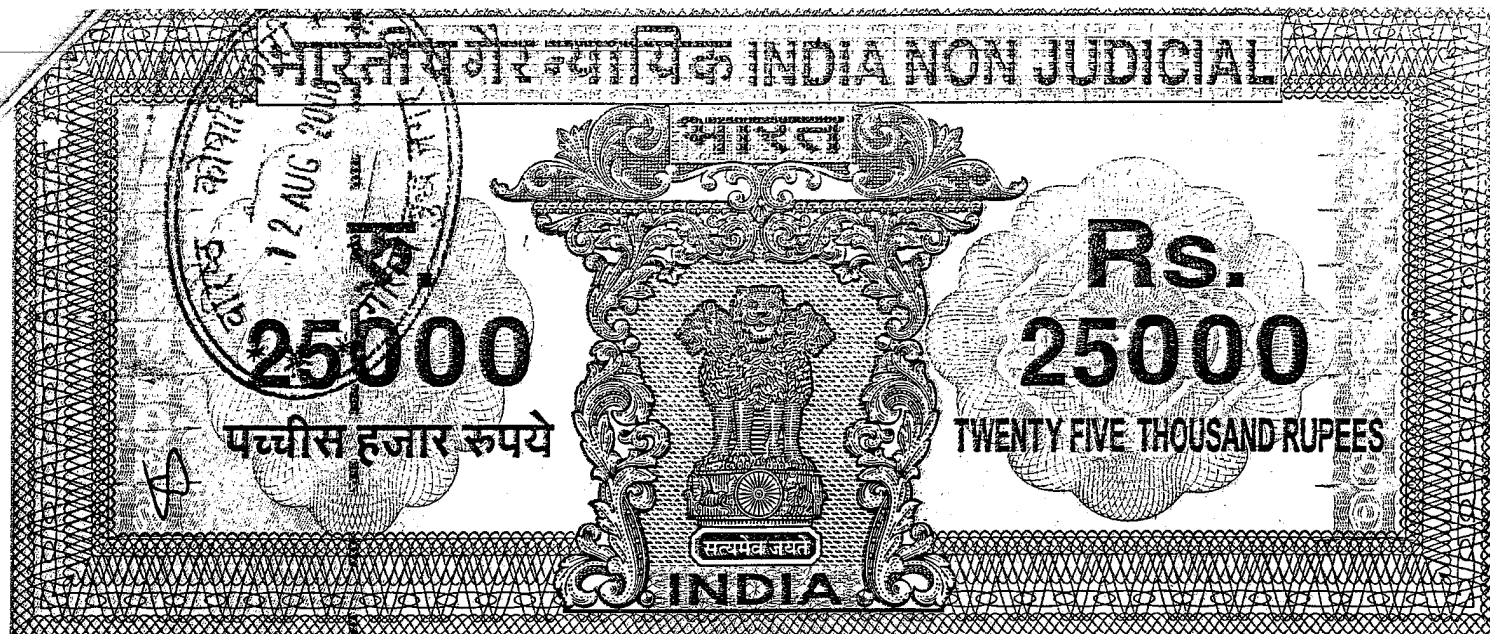
डी-922 न्यू फ्रेंड्स कालोनी न.दिल्ली-110065

नौकरी



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उत्तर प्रदेश UTTAR PRADESH

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AND WHEREAS the NOIDA AUTHORITY has also approved the same and issued a letter of change in shareholding/constitution & change the name of the company from M/S. FONET CONSULTANTS PVT. LTD., to M/S. NOIDA CYBER PARK PVT. LTD., vide their Letter No INSTITUTIONAL/07/960 Dated 10/08/2007 Plot No. 62/C-028, 29 Regn. Id. 60231068 & Noida Authority has also approved the change in shareholding in the said company in following ratio:

1.	DAVID HAMILTON SCHAEFER	DIRECTOR	-
2.	PLUS HO	DIRECTOR	-
3.	MRS. MEENA NATH	DIRECTOR	-
4.	SHAKTI NATH	DIR/S.HOLDER	14.06%
5.	INFRA SERVICES PVT. LTD.,	SHAREHOLDER	35.94%
6.	CPI INDIA LTD.	SHAREHOLDER	50% -

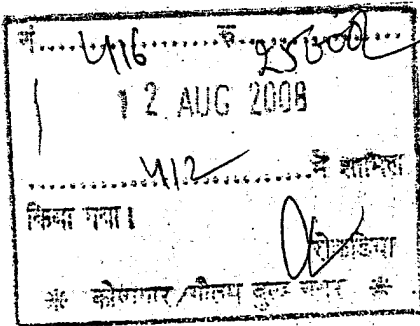
For Noida Cyber Park Pvt. Ltd.

[Signature]
Authorised Signatory

For Noida Cyber Park Pvt. Ltd.

[Signature]
Authorised Signatory





क्रेता

Registration No. 2789

Year: 2008

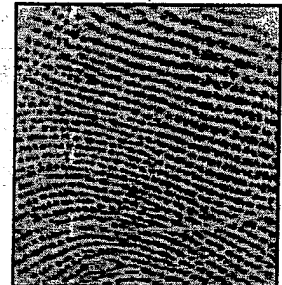
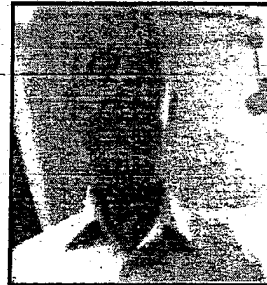
Book No. I

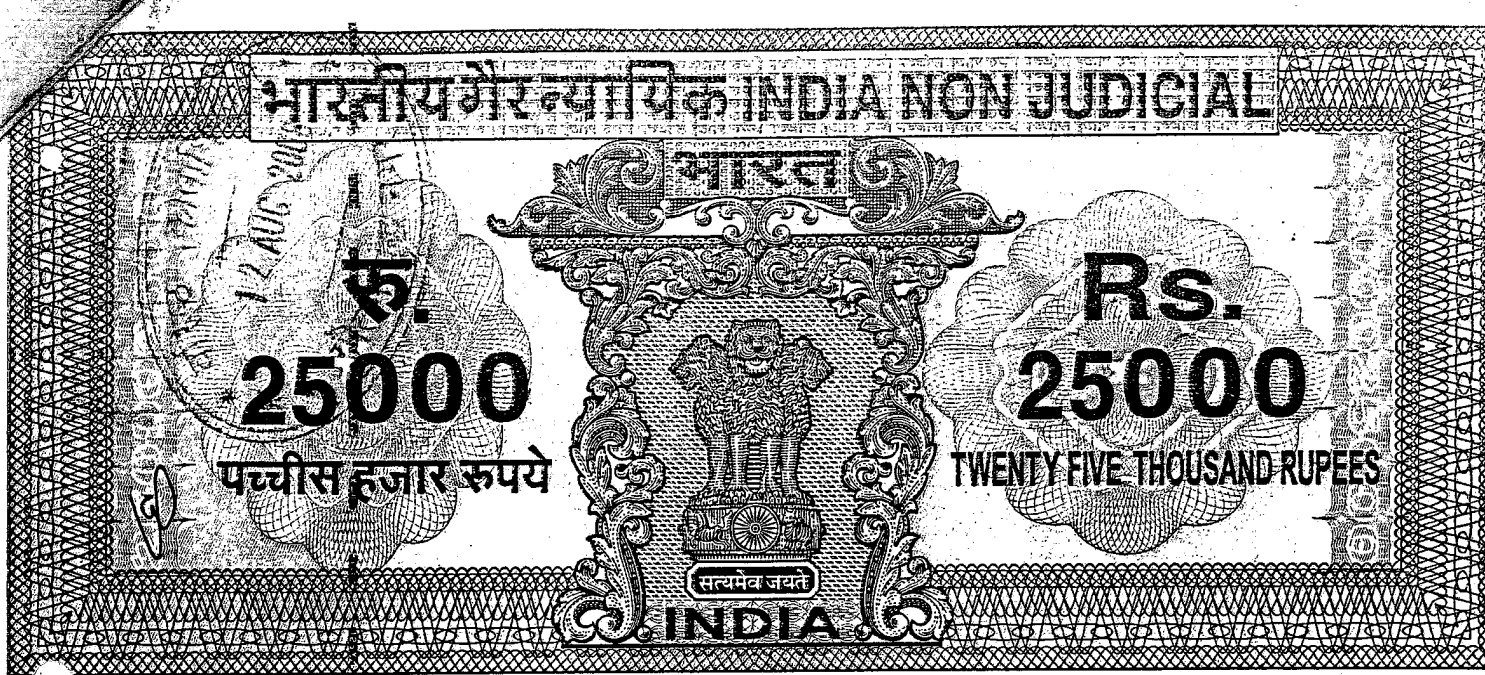
0201 मै0 Noida Cyber Park Pvt.Ltd. द्वारा विंग कमा0 पी.सी.३

पुत्र स्व0 मोहन लाल अग्रवाल

ई-67, सेक्टर 21 जलवायु विहार, सोएडा

नोकरी





उत्तर प्रदेश UTTAR PRADESH

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AND WHEREAS the TRANSFEROR aforesaid is desirous to transfer the **50% percent** shareholding in the above said company & lease hold rights in the said Institutional Property in favour of the TRANSFEREE & the TRANSFEREE has also agreed to acquire the same.

NOW THIS TRANSFER DEED cum CIC DEED WITNESSETH AS UNDER:

1. THAT the TRANSFEROR aforesaid has transferred by assignment their 50% percent share of the said **INSTITUTIONAL LEASE HOLD PROPERTY No. "C-28 & 29" AREA MEASURING "44099.25" SQ. MTRS., SECTOR-"62" NOIDA DISTT. GAUTAMBUDH NAGAR, U.P.** in favour of the TRANSFEREE.

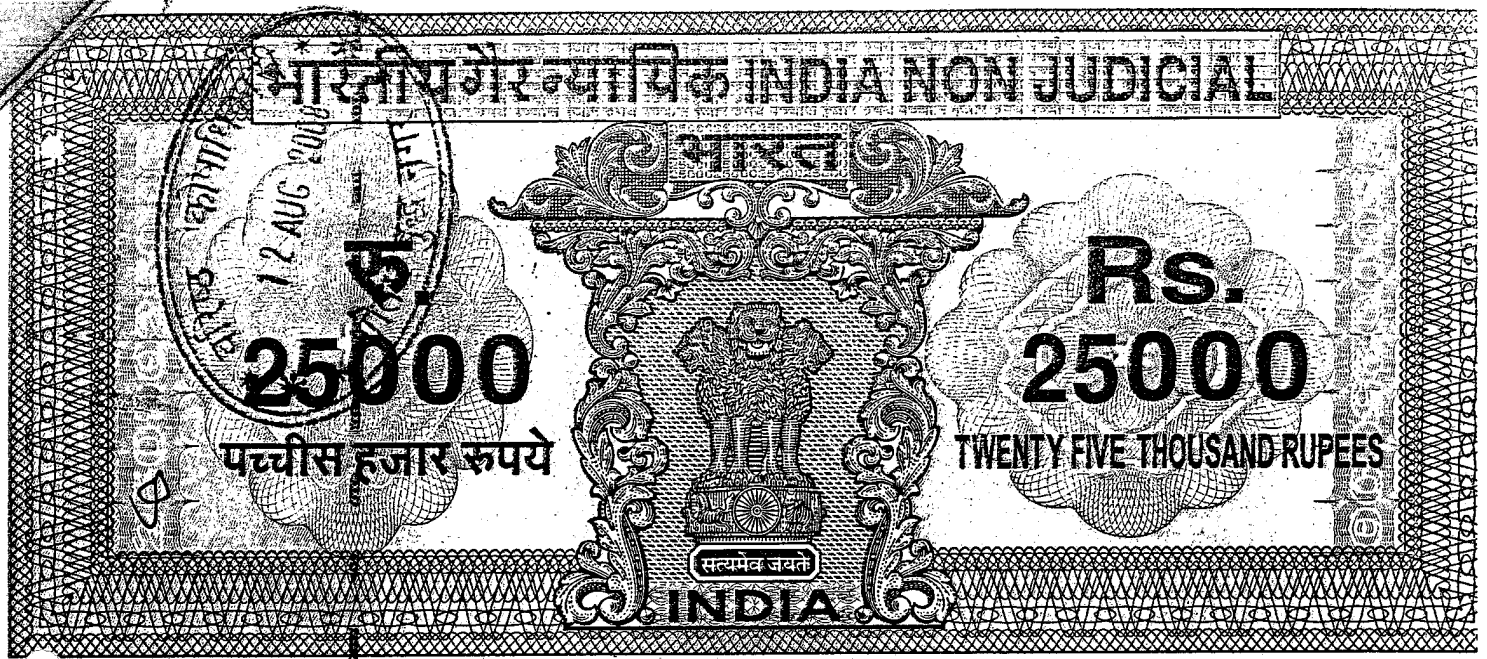
For Noida Pvt. Ltd.

Authorised Signatory

For Noida Pvt. Ltd.

Authorised Signatory





उत्तर प्रदेश UTTAR PRADESH

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2. THAT the TRANSFEROR aforesaid as LESSEE hereby transfers to the TRANSFEREE the 50% percent share holding in said Institutional Plot described and comprised in the aforesaid lease TO HOLD the same to the TRANSFEREE for their Institutional purposes now for an expired period of the said term of 90 years since date of allotment subject henceforth to the payment of the rent reserved by and the performance and observance of covenants and conditions on the part of the lessee contained in the aforesaid lease.

3. THAT the rents, covenants and conditions by and in the said deed of lease reserved and contained have on the part of the TRANSFEROR been duly paid and observed and performed up to the date hereof and that the TRANSFEROR has done nothing to incur, forfeiture or to invalidate the Lease duly executed by the NOIDA AUTHORITY.

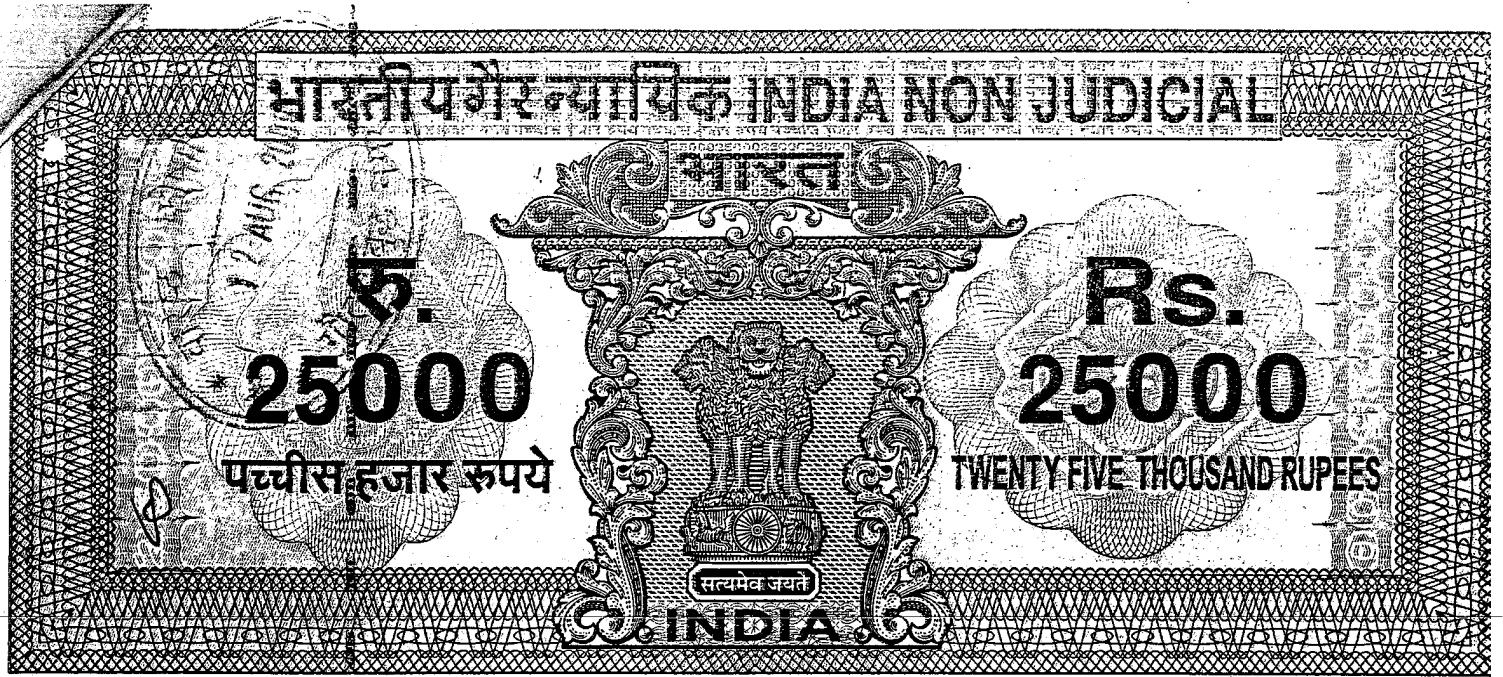
For Noida Cyber Park Pvt. Ltd.

Authorised Signatory

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory





उत्तर प्रदेश UTTAR PRADESH

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4. THAT the TRANSFEROR aforesaid has assured the TRANSFEREE that the said Institutional Plot is free from all sorts of encumbrances such as sale, gift, lien, mortgage, pledge, litigation, injunction, attachment and decree of any Court of Law, if proved otherwise the TRANSFEROR aforesaid shall be liable and responsible for the same and the TRANSFEREE shall have right to recover all the cost & expenses from the other movable and immovable properties of the TRANSFEROR.

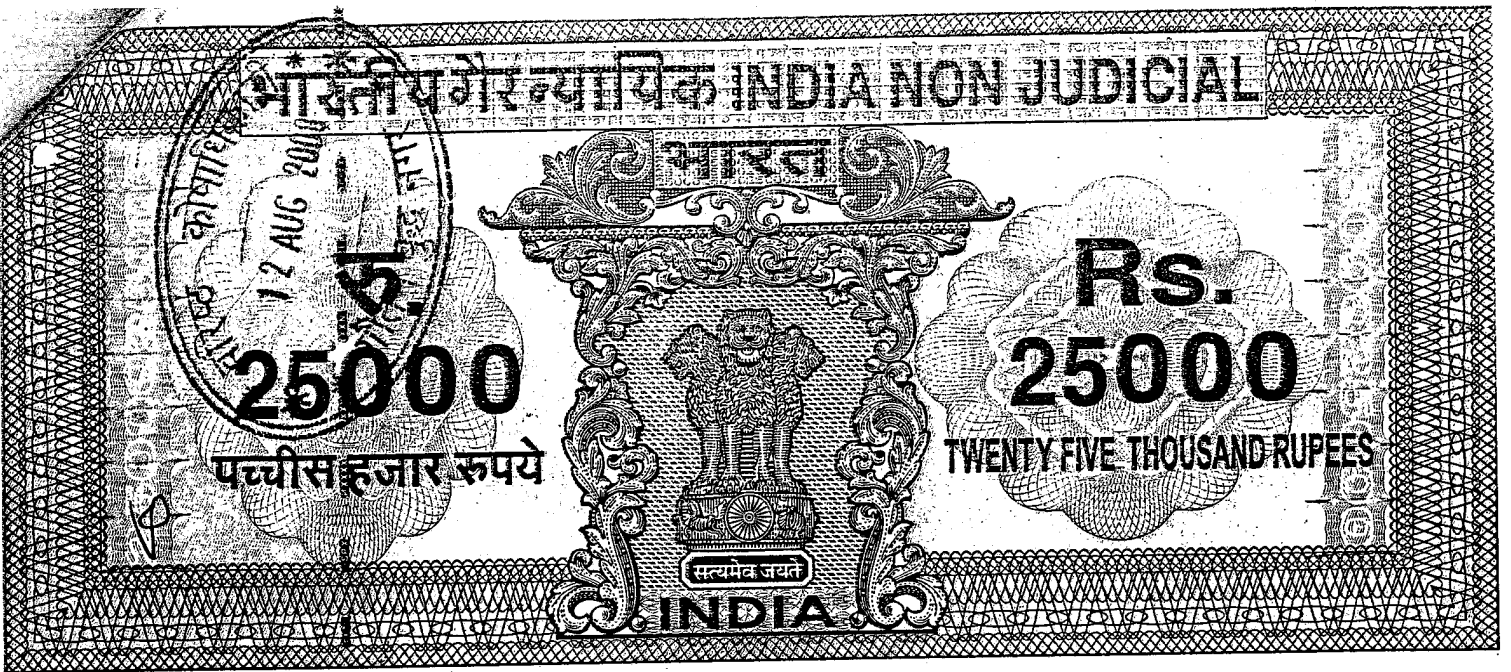
5. THAT the TRANSFEROR aforesaid has transferred and assigned ALL their lessee's rights in the plot TO HOLD the same to the TRANSFEREE finally, absolutely and forever.

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory



उत्तर प्रदेश UTTAR PRADESH

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6. THAT the TRANSFEREE aforesaid may now get their name mutated in the records of NOIDA AUTHORITY or any other competent authority against the said Institutional Plot to which the TRANSFEROR shall have got no objection.

7. THAT the TRANSFEROR aforesaid has delivered the Actual Vacant, physical and peaceful possession of the said Institutional Property to the TRANSFEREE on the spot along with all documents in original related to the said Institutional Plot.

8. THAT the TRANSFEREE is now fully entitled to make additions & alterations in the said Institutional Property according to the bye-laws of the NOIDA AUTHORITY without any interruption or disturbance by the TRANSFEROR or any person claiming through or in trust for him.

For Noida Cyber Park Pvt. Ltd.

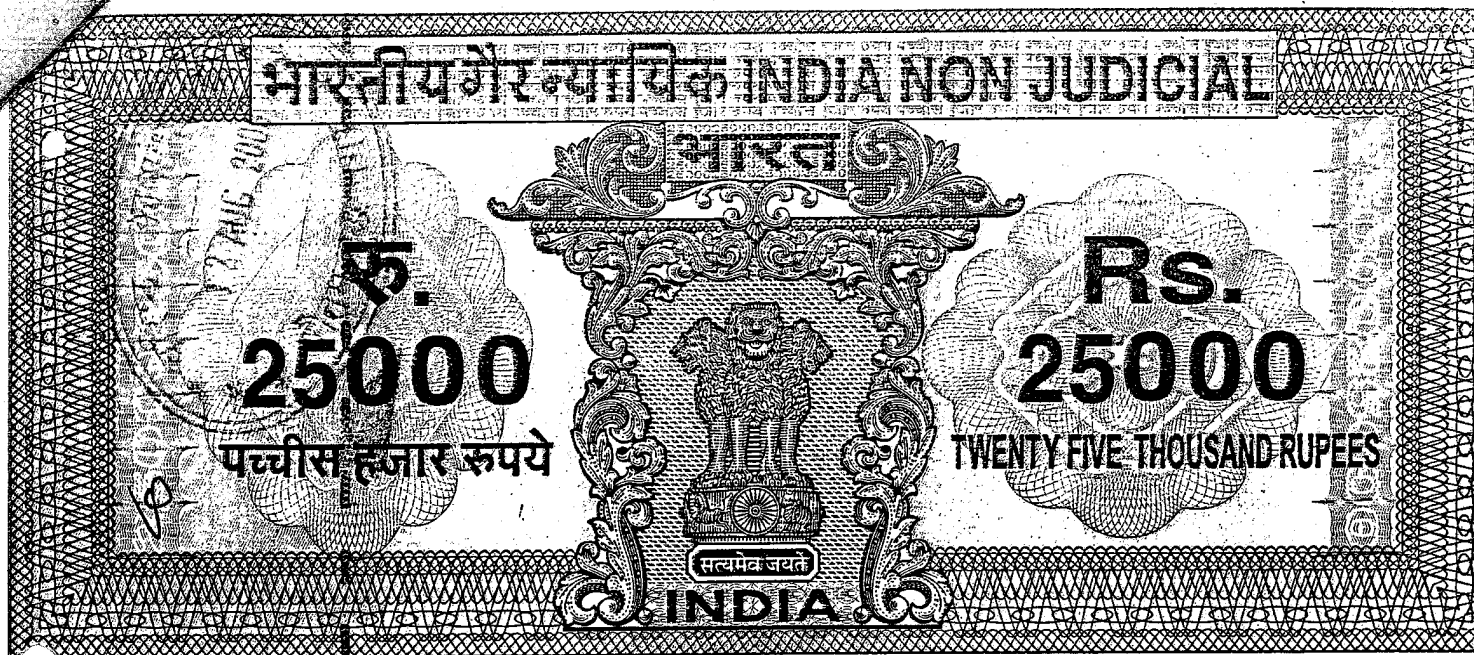
Authorised Signatory



For Noida Cyber Park Pvt. Ltd.

Authorised Signatory





उत्तर प्रदेश UTTAR PRADESH

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9. That the Lease Rent payable as per Authority Rules & Regulation.

10. THAT any other dues/arrears of the Noida Authority shall be recovered from the TRANSFEREE subject to interest applicable at the time to recovery of dues. In case of default in payment present rate of interest is 15 percent per annum compounding at six monthly rest for the defaulted amount for the defaulted period.

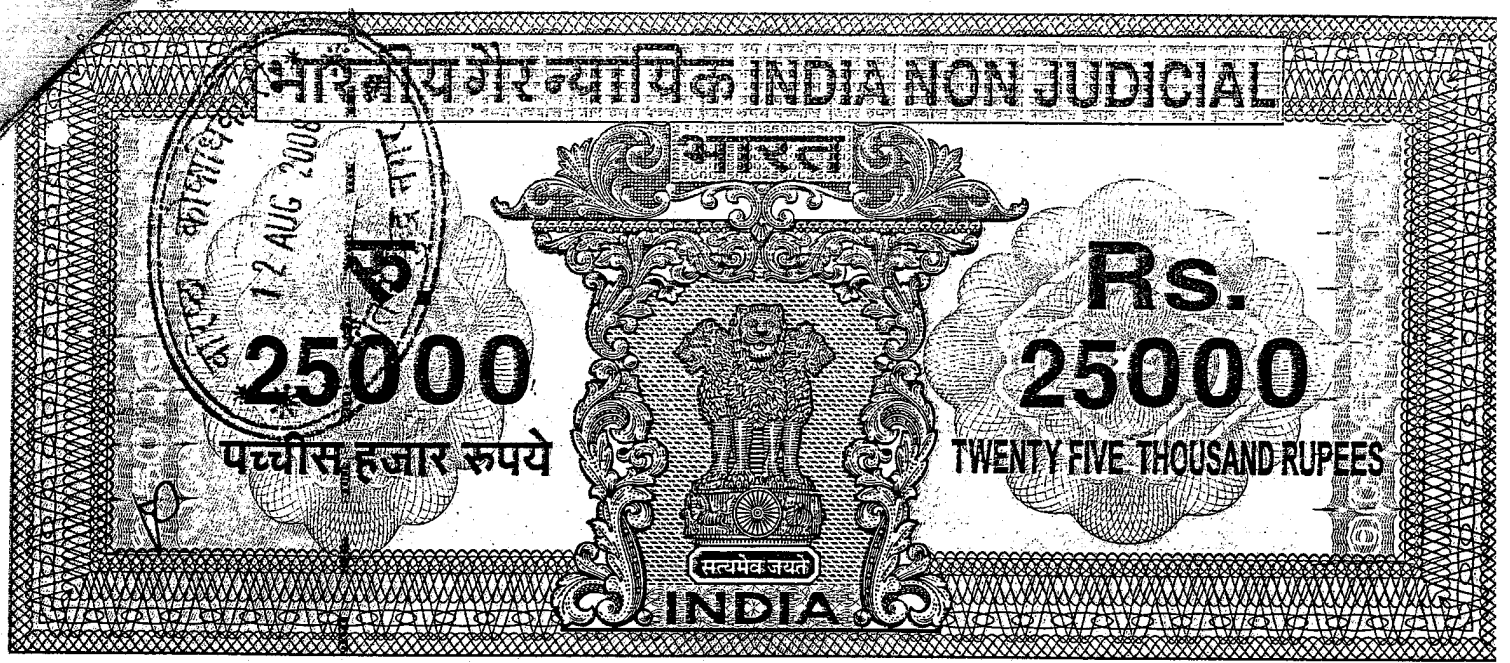
11. THAT the TRANSFEREE shall be bound by the terms and conditions of Lease Deed executed between the Lessee and NOIDA on 26/04/2006 subject to the changes mentioned in the CIC Letter and otherwise, from time to time.

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory

For Noida Cyber Park Pvt. Ltd.

Authorised Signatory



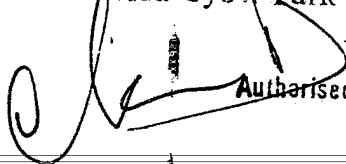
उत्तर प्रदेश UTTAR PRADESH

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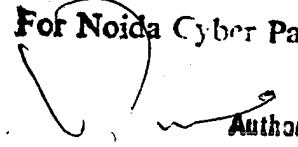
12. THAT the TRANSFEREE shall be bound by the terms of allotment/lease deed/transfer deed/as they stand amended from time to time and shall also be bound by all the rules and regulation framed by the Authority in this regard.

13. That there is no plant & machinery existing in the above said Institutional property & no plant & Machinery being transferred.

For Noida Cyber Park Pvt. Ltd.


Authorised Signatory

For Noida Cyber Park Pvt. Ltd.


Authorised Signatory



भारतीय गैर न्यायिक INDIA NON JUDICIAL

एक हजार रुपये

रु.1000

ONE THOUSAND RUPEES

Rs.1000

सत्यमेव जयते

INDIA

उत्तर प्रदेश UTTAR PRADESH

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IN WITNESSES WHEREOF THE TRANSFEROR AND THE
TRANSFEE HAVE SET THEIR RESPECTIVE HANDS ON THE
DAY, MONTH AND THE YEAR FIRST ABOVE WRITTEN IN THE
PRESENCE OF FOLLOWING WITNESSES:

WITNESSES:

1.

Davender Saxena
Son of Late Shri R.M. Rai Saxena
Resident of C-47, Pushpanjali
Enclave, Pitam pura, Delhi.

2.

Narinder Kumar
Son of Shri R. B. Singh
Resident of A-44-A, Sector-16
Noida

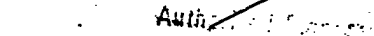
For Noida Cyber Park Pvt. Ltd.



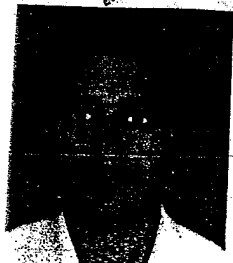
Authorised Signatory

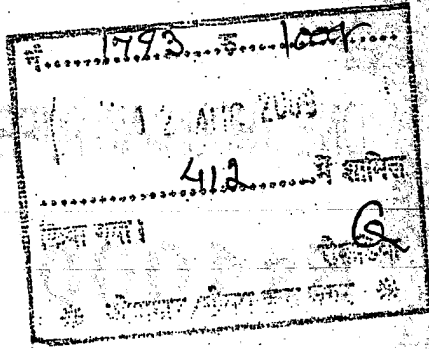
TRANSFEROR

For Noida Cyber Park Pvt. Ltd.



TRANSFEE





आज दिनांक 13/08/2008 को

वही सं 1 जिल्द सं 1285

पृष्ठ सं 1 से 2,768 पर क्रमांक 2789

रजिस्ट्रीकृत किया गया ।


K.K.MISHRA

उप निबन्धक (प्रथम)

नोएडा

13/8/2008

