

MEMORANDUM
OF
UNDERSTANDING

This Memorandum of Understanding (MoU) entered into on Monday day of June 2 1997, at NEW DELHI.

BETWEEN

Microsoft Corporation (India) Private Limited, a company incorporated under the Indian Companies Act, 1956 having its registered office at 1st Floor, Paharpur Business Center, 21 Nehru Place, New Delhi-110 019, represented by its Regional Director for the Indian sub-continent Mr. Sanjay Parthasarathy and its Managing Director, Mr. Rajiv Nair [hereinafter referred to as 'MS', which expression shall unless repugnant to the context mean and include it's Successors and assigns] of the ONE PART.

AND

Indian Institute of Technology - Delhi, a Premier Technical Academic and Research institution, having it's campuses located at Hauz Khas, New Delhi – 110 016 represented by Dr. V. S. Raju (Director) and Dr. B. N. Jain (Head, Department of Computer Science and Engineering) [hereinafter referred to as 'IIT-D', which expression shall repugnant to the context mean and include its Successors-in-Title] of the OTHER PART.

WHEREAS

MS with its vast experience in software technologies and IIT-D, a research and education center have agreed to establish a Microsoft Advanced Technology Lab and Resource Center within the IIT-D campus in New Delhi, to undertake activities that will increase the awareness, knowledge and technical competency for Microsoft computing platforms in India.

NOW THE PARTIES AGREE AS FOLLOWS:

It is mutually agreed between the parties to this MoU as under:

AIMS AND OBJECTIVES

It is the parties' objective that the Microsoft Advanced Technology Lab and Resource Center shall meet the following mutually accepted goals:

1. The Microsoft Advanced Technology Lab (ATL) shall be established within the IIT-D campus and shall be solely administered by personnel selected by IIT-D. The ATL shall provide 24x7 (24 hrs per day, 7 days per week,) network access to the students and other nominated personnel, as per the norms of IIT-D.

The Advanced Technology Lab is intended to be a facility that shall:

- a. Be a Resource Center for students to conduct research work and Projects.
- b. Be used to deliver hands-on training and practice sessions to Students of IIT-D on Microsoft Products and Technologies as a part of its Computer facilities.
- c. Be used to Evaluate, Demonstrate and Qualify new computing architectures using Internet technologies, application server platforms and developer tools from Microsoft.
- d. Be used to formulate a plan to design, develop and deploy applications for internal use within IIT-D based on Microsoft products and technologies.

2. Student Internship program.

The Microsoft Student Internship program would be extended to 2 students nominated by IIT-D.

Student Interns must meet the minimum qualification of Microsoft Certified Professional to undertake project activities supported by MS. Selected students would undertake market specific studies, projects and research related activities as determined by MS and IIT-D and as per the IIT-D curriculum.

3. Student Consultant Program

The Student Consultant program would be instituted to foster and provide exposure to technical skills amongst the students of IIT-D. Student Consultants would have direct access to MS and benefit by participating in the Most Valued Professional (MVP) program upon meeting the requirements. Student Consultants would also be able to participate as speakers in Seminars and Events including the Microsoft Professional Developers Conference (PDC) and Developer Days (DevDays) in the Indian sub-continent.

Additionally, Student Consultants would provide technical assistance and support for Microsoft developer technologies and tools including Visual C++, Visual Basic and Visual J++ via the MVP Bulletin Board Service and e-mail.

4. Seminars and Events

One or more members of the IIT-D faculty would be invited to participate in key events such as TechEd, Professional Developer Conference (PDC) and DevDays and to seminars on deploying leading information technologies using Microsoft software, as key Panel members and Speakers, as agreed upon.

5. Research Projects on New Computing Architectures

IIT-D would initiate research work in areas such as Natural Language Processing, Internet routing technologies and Internet based scalable transaction systems hosted on Microsoft Windows NT Server® Operating System and other Microsoft Platforms such as Internet Information Server®, Proxy Server®, Exchange Server® and built using Microsoft Developer tools such as Visual C++, Visual J++.

COMMITMENT OF MS AND IIT-D

The parties have agreed to commit themselves to the following obligations to ensure the smooth establishment and implementation of the Microsoft Advanced Technology Lab and Resource Center.

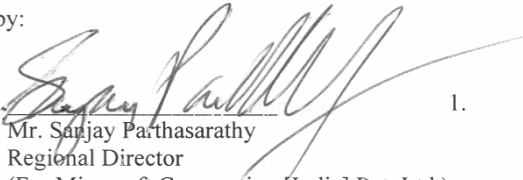
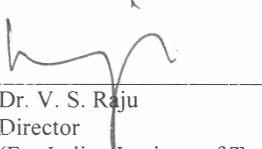


IIT-D covenants that all rights, title and interest in and to the MS Software, curriculum, training course content and source codes furnished by or supplied by MS under this MoU are and remain the exclusive property of MS, and IIT-D warrants that its use of the MS software, curriculum, training course contents and source codes shall be in terms of this MoU and subject to such terms and conditions and confidentiality obligations as stipulated by MS. IIT-D shall not do anything to create directly or indirectly any interest, right or title in such software, curriculum, training course contents and source code for itself or any third party.

IIT-D hereby indemnifies MS and shall at all times keep MS indemnified from any and all claims, damages, liabilities arising out of or in connection with a breach of this MoU by IIT-D.

This Memorandum of Understanding shall be valid and remain in existence until terminated by either MS or IIT-D in terms of the MoU. Either MS or IIT-D may terminate this MoU by giving 60 days notice of its intention to do so to the other party.

Notwithstanding anything to the contrary contained in this MoU, MS shall have the right to terminate this MoU in the event IIT-D is in breach of its obligations and/or commitments under this MoU.

Signed by:

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|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | 
Mr. Sanjay Parthasarathy
Regional Director
(For Microsoft Corporation [India] Pvt. Ltd.) | 1. | 
Dr. V. S. Raju
Director
(For Indian Institute of Technology-Delhi) |
| 2. | 
Mr. Rajiv Nair
Managing Director
(For Microsoft Corporation [India] Pvt. Ltd.) | 2. | 
Dr. Bijendra N. Jain
Head, Department of Computer Science
(For Indian Institute of Technology-Delhi) |

ANNEXURE - 1

LIST OF DELIVERABLES FROM MICROSOFT
Section 1: Products and Services

No	Deliverables	No of Licenses (Quantity)	Commercial Value
1	Microsoft Products		Total: \$ 236000
a.	Operating Systems <ul style="list-style-type: none">• Windows NT Server Operating System• Windows NT Workstation Operating System• Windows 95 Desktop Operating System	100 Training Licenses	\$4000
b.	Desktop Applications <ul style="list-style-type: none">• Office 97 Professional• Publisher 97• Money 97• FrontPage 97• Internet Explorer (32-bit versions)	100 Training Licenses	\$35000
c.	Server Products <ul style="list-style-type: none">• BackOffice Server (including)<ul style="list-style-type: none">• SQL Server• Exchange Server• Internet Information Server• SNA Server• Proxy Server	100 Training Licenses	\$65000
d.	Developer and Technical Reference Tools <ul style="list-style-type: none">• Visual Basic• Visual C++• Visual J++• Microsoft Developer Network (Universal)• Microsoft Technet	100 Training Licenses 1	\$95000 \$2000
e.	Education, Training and Reference materials <ul style="list-style-type: none">• Microsoft Official Curriculum – Instruction Materials• Microsoft Press Publications• MSTV – Video based Training Materials		\$10000
f.	Microsoft Technical Support Incidents <ul style="list-style-type: none">• 5 Incidents for Desktop products• 10 Incidents for Server products• 10 Incidents for Developer Products Only	Total 25	\$2500

ANNEXURE - 1

LIST OF DELIVERABLES FROM MICROSOFT

Section 2: Investment and Sponsorships

No	Deliverables	Details	Commercial Value
2	Microsoft Investment		Total: \$ 1012500
a.	Microsoft Official Curriculum – Training Programs	400 Hours	\$12500
b.	University Source Codes <ul style="list-style-type: none">• Windows NT Operating System v3.5<ul style="list-style-type: none">• Windows NT Server• Windows NT Workstation (Subject to License / Terms being agreed to)	1 (Software & License)	\$1000000 (\$1 Million)
3.	Microsoft Sponsorships		Total: \$ 23000
a.	Student Internship and Consultant Program <ul style="list-style-type: none">• MCP Certification Testing• Sponsorship for Student Interns and Consultants	2 each	\$5000
b.	Event Participation Sponsorships (for 2 Persons) <ul style="list-style-type: none">• includes Travel and Stay		\$15000
c.	Award of Excellence		\$3000

ANNEXURE - 2

RECOMMENDED HARDWARE

No	LAB System Configuration	Units	
1	SERVER Systems Intel PentiumPro (200MHz or Higher) CPU <ul style="list-style-type: none">• EISA/PCI bus based• 128 Recommended, 64MB Minimum• 4GB Hard Disk• Ethernet or Compatible Network Interface• High Resolution VGA Color Display• Standard Communication and Parallel Interfaces	2	Server – 1 <ul style="list-style-type: none">• Windows NT• Exchange• IIS & Proxy Server – 2 <ul style="list-style-type: none">• SMS• SQL Server
2	DESKTOP Systems Intel Pentium (100MHz or Higher) CPU <ul style="list-style-type: none">• 32MB Recommended• 1GB Hard Disk• PCI Graphics Display• Ethernet or Compatible Network Interface• Standard Communication and Parallel Interfaces• Multi-media enabled	12 (Minimum) 16 (Recommended)	