

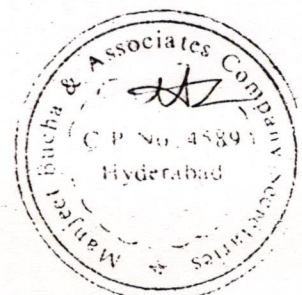
Compliance Certificate

Regd. No : 01-39529
Authorised share capital : Rs.3,00,00,000/-

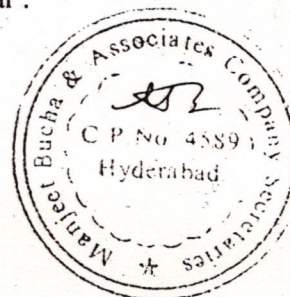
To,
The Members,
Dilpreet Tubes Private Limited.
Hyderabad

I have examined the registers, records, books and papers of **Dilpreet Tubes Private Limited** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2004. 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 financial year:

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 all the forms and returns as stated in **Annexure 'B'** to this certificate, as per the provisions and the rules made there under and all entries have been duly recorded.
3. The company, being a private limited company has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was **12** excluding its present and past employees and the company during the year under scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures;
and
 - (ii) has not invited or accepted any deposits from any persons.
4. The Board of Directors, duly met nine times on 19/05/2003, 10/07/2003, 02/09/2003, 20/09/2003, 29/12/2003, and 31/03/2004 for the financial year in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has not closed its Register of Members during the financial year.
6. The Annual General Meeting for the Financial year ended on 31/03/2003 was held on 24/09/2003 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.
7. No Extraordinary General Meeting was held during the financial year ended 31/03/2004.
 8. The provisions of Sec 295 of the Act are not applicable to the company.
 9. As informed to us by the Directors, the company has not entered into any contract falling within the purview of provisions of the section 297 of the Act.
 10. The company has made necessary entries in the register maintained under section 301 of the Act.
 11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government .
 12. The Company has not issued any Duplicate Share Certificates during the financial year.
 13. The Company
 - (i) has delivered all the certificates on lodgment thereof for transfer of shares in accordance with the provisions of the Act during the financial year under scrutiny.
 - (ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post any warrants to any members of the company as no dividend was declared during the financial year.
 - (iv) The company has duly complied with the requirements of section 217 of the Act.
 14. The Board of Directors of the company is duly constituted. There was no appointment of Director during the year.
 15. The company has not appointed any Managing Director/ whole-time director/ Manager during the financial year
 16. The Company has not appointed any sole-selling agents during the financial year.
 17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities during the financial year.
 18. The directors have disclosed their interest in other Firms / Companies to the Board of Directors pursuant to the provision of the Act and the rules made thereunder.
 19. The company has not issued any shares, debentures or other securities during the financial year.
 20. The company has not bought back any shares during the financial year .



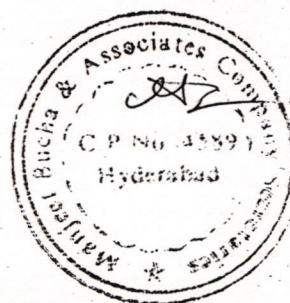
21. There company has no preference shares/debentures and hence no redemption was made during the financial year.
22. There were no transactions necessitating the company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The provisions of Sec 293(1)(d) of the Act are not applicable to the company.
25. The company has not made any loans or investments or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the Registers kept for the purpose during the financial year.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny .
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its articles of association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The provisions of Sec 418 of the Act are not applicable to the company.

For Manjeet Bucha & Associates
Company Secretaries

Manjeet Bucha

Place: Hyderabad.
Date : 04.09.2004.

(MANJEET BUCHA)
Company Secretary



ANNEXURES A

Registers as maintained by the company.

Sl no.	Section Number	Name of the Register
1	150	Register of members
2	193	Minutes of all meetings of Board of Directors.
3.	303	Register of Directors
4.	307.	Register of Director shareholdings.
5.	193(1)	Minutes of General Meetings.
6.	143	Register of Charges
7.	301	Register of Contracts.
8.	301(3)	Register of Contracts, Companies and Firms in which directors are interested.

ANNEXURE B

Returns/Documents/Forms filed with the Registrar of Companies , Regional Director, Central Government or other authorities.

Sl no.	Form No./ Return	Relevant Section	Description	Date of Filing	Whether filed within time or/ not	If delay in filing additional fee paid or not
1.	Annual Return	Schedule V		22/10/03	Yes	----
2.	Balance Sheet	210	Filing of Balance Sheet	22/10/03	Yes	---
3.	Form 8 & 13		Filing of Modification of Charges	29/09/03	Yes	—

Returns/Documents/Forms filed with Regional Director – Nil

Returns/Documents/Forms filed with Central Government and other authorities – Nil

For Manjeet Bucha & Associates
Company Secretaries

Manjeet Bucha

Place: Hyderabad.
Date : 04.09.2004.

(MANJEET BUCHA)
Company Secretary

