

**INCORPORATED  
UNDER THE COMPANIES ACT, 1956  
(1 OF 1956)  
(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

**of**

**DILPREET TUBES PRIVATE LIMITED**

- I. The name of the Company is **DILPREET TUBES PRIVATE LIMITED**
- II. The registered office of the Company will be situated in the state of Andhra Pradesh.
- III. The Objects for which the Company is established are:

**A. MAIN OBJECTS**

The Main Objects to be pursued by the company on its incorporation are :

1. To carry on the business of traders and/or manufacturers of steel tubes, steel founders, steel engineering goods, steel makers, iron founders, steel fabricators, metal workers, boilermakers,

iron and steel converters, smiths, metallurgists, and to buy, sell, manufacture, repair, convert, alter, and deal in implements, rolling stock and hardware made of steel and its alloys.

2. To produce, manufacture, purchase, refine, sell and deal in iron and steel and other metals, minerals and substances.

## **B. INCIDENTAL OBJECTS**

Objects incidental or ancillary to the attainment of the main objects.

1. To invest in, acquire, sell and hold Shares, stocks, debentures, debenture stocks bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations, and securities issued or guaranteed by any Government, state, dominion, sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
2. To borrow or raise or secure the payment of money from any Banks or Bankers or any financial institution or any other person for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any immovable and movable properties present or future, and all or any uncalled Capital for the time being of the Company and to purchase, redeem or pay off any such securities.
3. To lend or invest or deal with the money either with or without interest or security including in current or deposit account with any Banks or Bankers, other person or persons upon such terms, conditions and manner as may from time to time be determined and to receive money on deposit subject to provision of section 58A of the Companies Act, 1956 and direction issued by Reserve Bank of India or loan upon such terms and conditions as the Company may approve subject to the provisions of the Companies Act, and to give guarantees or securities for any such persons, firms or Companies.
4. To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons or Company carrying on or about to carry on any business capable of being conducted so directly or indirectly to benefit the Company and to acquire or join in acquiring any such business as covered by the Object Clause A above.
5. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company, or any Company subject to the provisions of sec. 391 to 394 of the Companies Act, 1956.
6. To enter into any agreement with any Government or authorities (Municipal, Local or otherwise) or any corporations, Companies, or person which may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, corporation, Company or person, any contracts, rights, privileges and concessions which the Company may think desirable in connection with its business and to carry out, exercise and comply with any such contracts, rights, privileges or concessions.

7. To be interested in, promote and undertake the formation and establishment of such institutions, business Companies as may be considered to be conducive to the profit and connection with any of these objects or otherwise calculated directly or indirectly to benefit the Company.
8. To obtain under any Act of Central or State Legislature, Provisional Order, License of Autonomous body or authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.
9. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and the registration of the Company
10. To procure the registration or other recognition of the Company in any other country, state or place and to establish and regulate agencies for the purpose of the Company's business.
11. To open branches in India and elsewhere and to get the Company registered in any foreign country and to adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, publication of books and periodicals and organising seminars, workshops, T.V broadcast and exhibitions.
12. To improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking, property, investments and rights of the Company.
13. To distribute dividend among the members of the Company including Bonus Shares (including fractional Share certificates) out of profits, accumulated profits or funds and resources of the Company in any manner permissible under law in the event of the winding up.
14. To apply for, purchase or otherwise acquire any patent, trademark, brevets invention, licences, concessions, protections, rights, privileges and like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem directly or indirectly of use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop the property, right or information so acquired and to assist, encourage, and spend money in making experiments tests, improvements of any invention, patent and right which the Company may acquire or propose to acquire.
15. To allot Shares in the Company to be consider other payments, by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company may think fit.
16. To open and keep a register or registers in any state in India or abroad wherever it may be deemed necessary and expedient so to do allocate any number of Shares in the Company to

such register or registers.

17. To execute any trusts, the undertaking whereof may seem desirable, either gratuitously or otherwise.
18. Subject to the Banking Regulation Act, 1949, to draw, make, issue, accept and endorse, discount and negotiate promissory notes, cheques, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
19. To open account or accounts with any individual, firm and Company or with any Bank or Banks and to pay into and to withdraw moneys from such account or accounts.
20. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit, lease, or otherwise for any business or purpose of the Company.
21. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
22. To mortgage, assign or lease or in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof whether movable or immovable 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.
23. To create any depreciation fund, reserve fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company.
24. To purchase or otherwise acquire and to exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose off, and deal in real and personal property and rights of all kinds and in particular lands, buildings, debenture stocks, mortgage, debentures, produce, concessions, options, contracts, patents, immunities, licenses, stocks, Shares, securities, bonds, policies, book debts and claims privileges and choose in action of all kinds including any interest in real or personal property, and any claims against such property or against any person or Company.
25. To subscribe to become a member or subsidise and co-operate with any other association, whether incorporated or not whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association, such information as may be likely to forward the objects of the Company.
26. To build, construct, alter, enlarge, pull down, replace, maintain, improve, develop, work, control, manage any buildings, office, gas-works, bridges, reservoirs, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to its objects and

to contribute or otherwise assist or take part in construction, maintenance, development, working, control and management thereof and to join with any other person or Company in doing any of these things.

27. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company, but with a declared trust in favour of the Company.
28. To acquire and undertake the whole or part of the business, property or liabilities of any person, firm or body corporate carrying on or proposing to carry on any business which this Company is authorised to carry on, or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company in connection with its business.
29. To establish and equip laboratories to carry on analytical experimental and other works or undertaking any research in relation to the general objects of the Company.
30. To aid pecuniary or otherwise any association, body or movement having for an object the solution, settlement of industrial or labour problems or the promotion of industry or trade in general.
31. To subscribe or donate to or guarantee money for any national philanthropic, charitable, benevolent, public, general or useful object, fund or any purpose which may be likely directly or indirectly to further the object of the Company.
32. To acquire by purchase, exchange, or otherwise and buy, deal in, hold, convert, lease, mortgage, or encumber real estates, lands or any other property grow, lease, buy, sell, any forestry lands or develop lands or any other property for purpose of sale or otherwise and to do and perform anything for development or improvement of the same for agriculture purpose, residential, commercial, industrial forestry or any other use.
33. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and as principal, agent, contractor, trustees or otherwise, and by or through trustees, attorneys, agents or otherwise, and either alone or in conjunction with others and to establish offices, agencies, branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of the Company or Companies having objects altogether or in part similar to those of the Company.

#### **C. OTHER OBJECTS**

1. To act as advisers, advertiser, contractors, publisher, canvassers, organisers, sales and marketing consultants of all kinds of goods, things, produce, material stores, stocks, articles, substances, commodities and merchandise.
2. To carry on the business of manufacturing, performing, acquiring, buying, selling, importing, exporting, distributing, altering, improving, storing, inventing, marketing, or otherwise dealing

in pharmaceuticals, drugs, medicines, mixers, vitamins, chemicals, alkaline , acids, enzymes, herbals, minerals, oils, toiletries, surgicals and laboratorial equipment in medical preparation and agro-based products, farming, horticulture.

3. To carry on the business in all kinds of tools and instruments, electronic instruments, Scientific and hospital instruments and equipments, heavy and light mechanical engineering goods, building and insulation materials of all types, industrial machinery and tools, electrical, mechanical, chemical, photographic, telecommunication, air-conditioners, refrigeration, bricks, tiles, crockery, potteries, sanitary ware.
4. To carry on all kinds of agency businesses including that of clearing agents, servicing agents, selling agents, sales organisers as well consultants, agents, advisers, freight contractors, steamer agents, forwarding agents, licencing agents, and general brokers and also the business of ware housing.
5. To acquire or contract, purchase, sell, licence or otherwise dispose off any and all trademarks, copyrights and all other rights if any way necessary or incidental to the acquisition, manufacture, production, distribution and exhibition of films sound motion pictures, silent motion pictures, photoplays, recording or reproducing equipments.
6. To carry on all or any of the businesses as proprietors of flats, maisonettes, dwelling, houses, shops, offices, commercial complex, clubs and clean rooms and for this purpose to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated or rights, or interest, therein or connected their with, to prepare building sights, and to construct , re construct, pull down , alter, improve, decorate, furnish, and maintain flats, maisonettes, dwelling houses, shops, offices, commercial complex, clubs, building, works and conveyances of all kinds, to lay out roads, and pleasure gardens, holiday home resorts and recreation grounds., to plant, drain or otherwise improve the lands or any part thereof.
7. To carry on the business of hotel, restaurant, cafe, tavern refreshment room and lodging housekeeper, importers and manufacture of mineral and manufacture of other drinks and caterers for public amusements generally.
8. To do the business of selling, repairing, purchasing or dealing on hire purchase system or otherwise, motorcars, computers, motorcycles, cycles, sewing machines, typewriters, fans, radios, televisions, radiograms, refrigerators, wireless set and electrical appliances.
9. To acquire, take over, promote establish and carry on all or any of the business of seed crushers and dealers in groundnut, gingerly, castor, cotton mohwalinses rape seed and mustard

cakes, oil extractors by crushing chemical or any other process, cake and oil, oil refiners, scrap boilers feeding and fattening preparations of every descriptions, seed merchants, oil merchants, flax, cotton, groundnut, gingerly mohwa and castor merchants.

10. To undertake transact and execute agency business and/or to act as selling agents or purchasing agents in India or outside India and to carry on the business and to act as Merchants, Traders, Dealers, Manufacturers, Warehouse men, forwarding agents or in any capacity in India or else where and to import, export, buy, sell or otherwise deal in electric power generation and distribution systems/equipments, spares, accessories and tools for such systems and equipments of various types capacities and kinds.

IV. The liability of the members of the Company is limited.

V. The Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 3,00,000 (Three Lakhs only) Equity Shares of Rs. 100/- (Rupees Hundred only) each with such rights, privileges and conditions attached thereto as may be prescribed by the regulations of the Company. The Company has and shall always have the power to divide the Share Capital from time to time into different kinds of Shares and to vary, modify and abrogate any rights, privileges and conditions attached to the Shares in such manner as may for the time being provided in the regulations of the Company but subject to the provisions of the Companies Act, 1956.

- VI We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

| S.No | Name, address, and description and occupation of the subscribers with signature                                                                     | Number of Equity shares taken by each subscriber                                | Name, address and occupation of the witness                                                                                                          |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1    | Goverdhan Dass Diwan<br>S/o. Gulab Chand Diwan<br>3-9-104, Krishna Puri Colony,<br>West Marredpally<br>Secunderabad - 500 026<br>Business<br>(Sd/-) | 250 Nos.<br>(Two Hundred Fifty Only)                                            | (Sd/-)<br>AJAY MEHTA<br>S/o. C.C. METHA<br>5-4-187/3 & 4<br>Soham Mansion<br>M.G. Road<br>Secunderabad - 500 003<br><i>Occ: Chartered Accountant</i> |
| 2    | Bharat U. Mehta<br>S/o Uttamlal Mehta<br>21, Bapu Bagh Colony<br>P.G. Road<br>Secunderabad - 500 003<br>Business<br>(Sd/-)                          | 250 Nos.<br>(Two Hundred Fifty Only)                                            |                                                                                                                                                      |
| 3    | Sudhir U. Mehta<br>S/o. Uttamlal Mehta<br>21, Bapu Bagh Colony<br>P.G. Road,<br>Secunderabad - 500 003<br>Business<br>(Sd/-)                        | 250 Nos.<br>(Two Hundred Fifty Only)                                            |                                                                                                                                                      |
| 4    | Dilpreet Singh<br>S/o. Baldev Singh<br>15, Staff Road<br>Wahab Nagar<br>Secunderabad - 500 009<br>Student<br>(Sd/-)                                 | 250 Nos.<br>(Two Hundred Fifty Only)<br><br>Total 1000<br>( One thousand Only ) |                                                                                                                                                      |

Place: SECUNDERABAD

Date: 23-08-2002