

प्रारुप आई आर Form I [See Regulation 16(1)] निगमन का प्रमाण - पत्र

# CERTIFICATE OF INCORPORATION

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No01-39529 of 20 02 - 2003	•••••
मै एतद्द्वारा प्रमाणित करता ह्ं कि आज	
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कम्पनी अधिनियम, 1956 के आधीन निगमित की गई है यह कम्पनी परिस्रीमित है।	
OH PRET	
Thereby certify that DILPREET TUBES PRIVATE	LIMITED
	***************************************
is this day incorporated under the Companies Act, 1956 * (and that the C	***************************************
and the Companies Act, 1956 (and that the C	ompany is limited.)
मेरे हस्ताक्षर से आज ता	को दिया गया।
Given under my hand at HYDERABAD	this TWENTY NINTH
AUGUST	
gay orTwo thousand and	***************************************
(SEVENTH BHADRAPADA, 1924 SAKA)	
CIN - U27109AP2002PTC39529	howland
Seal	(N.S.PONNUNAMBI) कम्पनियों का राजस्टार
जे.एस.सी 1	कम्पानया का राजस्ट्रार Registrar of Companies
J.S.C - 1 /# / @   \	ricgistral of Companies

Registrar of Companies Andhra Pradesh Hyderabad.

# INCORPORATED UNDER THE COMPANIES ACT, 1956

(1 OF 1956)

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

of

## **DILPREET TUBES PRIVATE LIMITED**

## **PRELIMINARY**

 The regulations contained in Table A of the first schedule to the Companies Act, 1956 (hereinafter called the said Act) in so far as they are applicable to a private Company, shall apply to this Company save in so far as they are expressly or by implication excluded by the following articles.

### PRIVATE COMPANY

- 2. The Company is a "Private Company" within the meaning of section 3(1)(iii) of the Companies Act, 1956, and accordingly:
  - i. The Right to transfer Shares of the Company is restricted.
  - ii. The number of members of the Company excluding members who are in the employment of the Company and excluding persons who, have been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased shall be limited to fifty, provided that where two or more persons hold jointly one or more Shares in the Company they shall, for the purpose of this clause be treated as a single member, and;
  - iii. The Company shall not issue any invitation to the public to subscribe for any Shares in, or debentures of the Company.
  - iv. Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

#### SHARE CAPITAL

- 3. a) 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 power to sub divide, consolidate, increase and reduce the Capital, to divide the Shares in the Capital for the time being into several classes, and attach thereto respectively such preferential or special rights, privileges and conditions in such manner as may for the time be provided in regulations of the Company and in accordance with the provisions of law of the time being in force.
  - b) The Shares shall be under the control of Directors who may allot and issue the same to such persons on such terms and conditions and at such time as the Directors may think fit but always subject to Article 2 thereof.
  - c) The Directors may from time to time make such calls as they think fit upon the members in respect of all money unpaid on Shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons at the time and place appointed by the Directors. A Call may be revoked at the discretion of the Directors.
  - d) At least 14 days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid. The Directors may extend such time as to allow any of the members who on account of residence at distance or some other reasonable cause may be deemed fairly entitled to such extension but no member shall be entitled to such extension except as a grace and favour.
  - e) The Company may convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denominations.

- f) Any money due from the Company to a member may with the consent of such member be applied by the Company in or towards payment of any money due from him to the Company for calls or otherwise.
- g) Every member or his heirs, executors or administrators shall pay to the Company the proportion of the Capital represented by his Share or Shares which may for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner as the Directors shall from time to time in accordance with the Company's regulation, require or fix for payment thereof.

## TRANSFER AND TRANSMISSION OF SHARES

- 1. A Share may be transferred by a member or other person entitled to transfer, to any member selected by the transferor, and save as aforesaid, and save as hereinafter provided, no Shares shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair value. Subject to as aforesaid any Share of a deceased member may be transferred by his executors or administrators, to the trustees of his will, and Shares standing in the name of the trustees on any change in such trustees may be transferred to the trustees for the time being of such will.
- 2. Except where the transfer is made to another member or pursuant to Article 4 hereof, the member proposing to transfer any Shares (hereinafter called the "Proposing Transferor") shall give notice to the Company that he desires to transfer the same. Such notice shall specify the sum to be fixed as the sale value of the Share and shall constitute the Company as his agent for the sale of the Shares to any member of the Company or person selected as aforesaid willing to purchase the Shares (hereinafter called as the "Purchasing member") at the price so fixed or at the option of the Purchasing Member, at the fair value to be fixed in accordance with Article 8. A transfer notice may include several Shares and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.
- 3. The Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the members, other than the proposing transferor as nearly as may be in proportion to the existing Shares held by them respectively and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to have been declined, and may notify to the members that any member who desires an allotment of shares in excess of his proportion should in his reply state how many excess Shares he Shares to have and if all the members do not claim the Shares in their proportion, the remaining Shares shall be utilised to satisfy claims in excess. If any Shares shall not be capable, without fractions, of being offered to all the members, the same may be offered to any of the members or some of them, in such proportion or in such manner as may be determined by lots to be drawn under the direction of the Directors.
- If the Company shall, within a period of sixty days after being served with a transfer notice, find a purchasing member, it shall give notice thereof to the proposing transferor, and then he shall

be bound upon payment of the fair value as fixed in accordance with Article 8 to transfer the Shares to the purchasing member.

- 5. In case, any difference arise between the proposing transferor and the purchasing member as to the fair value of a Share, the Company's auditors for the time being shall on application of either party certify in writing the sum which in their opinion, is the fair value and in so certifying, the Company's auditors shall be considered to be acting as experts and not as arbitrators, and accordingly the Arbitration Act, 1940 shall not apply.
- 6. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Shares, the Company may receive the purchase money, and the proposing transferor shall be deemed to have appointed any director as his agent to execute a transfer of Shares to the purchasing member and upon the execution of such transfer the Company shall register the Purchasing Member as holder of the Shares. The Company shall hold the purchase money in trust for the proposing transferor and the receipt of the Company for the purchase money shall be good discharge to the purchasing member and after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
- 7. Save as provided in Section 108 of the Act, no transfer shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and the transferee has been delivered to the Company either with the certificates or if no certificate is in existence the letter of allotment of the Shares. The instrument of transfer of any Shares shall specify the name, address and occupation (if any) of the transferee and the transferee shall be deemed to remain the holder of such Shares until the name of the transferee is entered in the Register in respect thereof.
- 8. The Directors may in their absolute and uncontrolled discretion decline to register any transfer of Shares on which the Company has a lien. The Directors may also suspend the registration of transfer during fourteen days immediately preceding the Annual General Meeting in each year after duly complying with the provisions of Sec. 154 of the act in that behalf. If the Directors refuse to register a transfer of any Shares, they shall within two months after the date on which the transfer was lodged with the Company, send to the transferee and transferor notice of refusal.
- 9. Any persons becoming entitled to any share(s) in consequence of death, lunacy, bankruptcy or insolvency of any member by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board of Directors (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles or his title, as the Board Directors shall require and upon giving such indemnity as the Board of Directors shall require, whether be registered as a member in respect of such shares or elect to have some person nominated by him and approved by the Board of Directors registered as a Member in respect of such shares provided nevertheless that if such person shall elect to have his nominee registered, he shall certify his election by executing in favour of his nominee an instrument of transfer in accordance with provisions herein contained and until he does so he shall not be freed from any liability in respect of such shares.

## PURCHASE OF ITS OWN SHARES/DEBENTURES

13. Save as permitted by Sections 77A, 77AA, 77BB & any other enactments from time to time of the Act, the Company shall purchase its own shares or other specified securities out of (i) its free reserves; or (ii) the securities premium account; or (iii) the proceeds of any shares or other specified securities; or (iv) otherwise specified by the Law for the time being in the force.

## **SWEAT EQUITY SHARES**

14. The Company may issue sweat equity shares of a class of shares already issued subject to fulfillment of conditions specified in Section 79A of the Act. The Board may with consent of Members in General Meeting issue sweat equity to its employees, and other directors.

### **INCREASE IN CAPITAL**

15. The company in General Meeting may from time to time increase its capital by creating new shares of such amount as may be determined in accordance with the provisions of the Companies Act, 1956 and the regulations of the company.

#### REDUCTION OF CAPITAL

- 16. Subject to the confirmation of the Court, the Company may from time to time, by special resolution and in a manner authorised by law, reduce its share capital in any way and in particular without prejudice may
  - Extinguish or reduce the liability on any of its shares in respect of share capital not paid up.
  - b. Either with or without extinguishing, or reducing liability on any of its shares cancel any paid up share capital which is lost, or is unrepresented by available assets; or
  - c. Either with or without extinguishing or reducing liability on any of its shares cancel, the paid up capital which is in excess of the wants of the company, and may if and so far is necessary alter its Memorandum by reducing the amounts of its share capital and of its shares accordingly. This Article is not to derogate any power the company would have, if it were omitted.

#### **BOARD OF DIRECTORS**

- 17. Unless otherwise determined by the Company in General meeting, the number of Directors of the Company shall not be less than 2 (two) or more than 9 (nine) including the nominated, technical, additional, alternate and debenture Directors, if any.
- 18. The following shall be the first Directors of the Company,
  - 1. Goverdhan Das Diwan.
  - 2. Bharat U.Mehta
  - 3. Sudhir U.Mehta
  - 4. Dilpreet Singh
- 19. Subject to the provisions of Section 285 and 286 of the Act, the Directors may meet together

- for the dispatch of business adjourn and otherwise regulate their meetings and proceedings as they may think fit and determine what notice is to be given of Board meeting.
- 20. The Directors shall not be liable to retire by rotation but for that reason they shall not be deemed to be the permanent Directors. The Company in General Meeting by way of Amendment in this Article may at any time decide that retirement of Directors shall take place at the Annual General Meetings in which event the retirement procedures shall be followed in accordance with the provisions of Section 256 of the said Act.
- 21. The Quorum for a meeting of the Board of Directors shall be not less than one third of their total strength or two which ever is higher.
- 22. The Board shall have power at any time, and from time to time, to appoint a person as an Additional Director provided the number of Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by these Articles.
- 23. An additional Director shall hold office only upto the date of the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.
- 24. The Board of Directors shall also have power to fill a casual vacancy in the Board, but such Director shall be treated as an Additional Director in terms of Article 18 hereof.
- 25. The Board may appoint any person to act as Additional Director in place of a Director during the later's absence, for a period of not less than three months from the State in which the meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an Alternate Director, shall be entitled to notice of meeting of the Board and to attend and vote thereat accordingly, but he shall 'Ipso Facto' vacate the office if and when the absent Director returns to the state in which the meetings of the Board are ordinarily held or the absent Director vacates office as a Director.
- 26. No qualification Shares are required for any Director of the Company.
- 27. The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below two, the continuing Director may act for the purpose of increasing the number of Directors to two, or for summoning a General Meeting of the Company and for no other purpose.
- 28. If any Director be called upon to perform extra service or make any special exertion or efforts (which expression shall include work done by any director as a member of any committee formed by the Director) the Board may arrange with such Director subject to Section 314 of the Act, for such special exertion or effort either by a fixed sum or by a percentage of profits or in any other manner as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration provided herein above.
- 29. Subject to the provision of Section 289 and 292 of the Companies Act, 1956 a resolution in

writing approved and signed by a majority of Directors of the Company shall be valid and effectual as if passed at a meeting of the Directors of the Company duly called and convened

## POWERS OF BOARD OF DIRECTORS

- 30. The business of the Company shall be managed by the Board of Directors with the assistance of the Managing Director of the Company. The Board shall have all the powers to execute and carry out the various objects of the Company and particularly all powers conferred on the Board by the provisions of the Act as far as they are applicable to Private Company, and by the clauses and provisions of the Memorandum and Articles of Association of the Company.
- 31. In addition to the expressed powers in these presents, the Board shall have such powers as may be directed by the Company in General Meeting subject however to the provisions of the Companies Act, 1956.
- 32. Subject to the provisions of Section 58 A of the Act and the rules made there under, the Board shall have the power to raise or borrow money from Banks and financial institutions for the purpose of Company's business or to receive money on deposits with or without allowances of interest either from the members or Directors of the Company or from any other persons, firm or corporation for the purpose of the Company's business or in connection therewith in such manner and upon such terms and conditions as the Directors may think fit and in particular by the issue of debenture or debenture-stock convertible into Shares of this Company and as security for any such money so borrowed, raised or received, to mortgage, pledge charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled Capital and to give the lender power of sale and other power as may seem expedient
- 33. Subject to the provisions of the Sections 297, 299 & 314 of the Companies Act, 1956 a Director of a Company, his relative, firm of which such a Director or relative is partner and a private Company in which such a Director is a member or Director, may enter into any contract with the Company (a) for rendering of services to the Company (b) for supplying material to the Company (c) for purchasing materials and goods from the Company and (d) for rendering all or any of the above services.

## MANAGING DIRECTOR/WHOLE TIME DIRECTOR

- 34. The Board may from time to time appoint one or more Directors to be Managing / Executive Director of the Company, either for a fixed term or without any limitation as to the period for which he/she or they is/are to hold such office and may from time to time appoint another or other in his/her or their place or places.
- 35. The Managing Director of the Company is authorised to deal with all the Government authorities whether Central or Statec, and to enter into all such negotiations and contracts and rescind or vary all such contracts and to execute and to do all such acts, deeds, and things in the name and on behalf of the Company as he may consider expedient for or in relation to any of the matters, connected to or for the purpose of the Company.

36. Subject to the provisions of the Act, in particular to the prohibition and restrictions contained in Section 292 thereof the Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these present by the Directors as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such terms and conditions and with such restrictions as it thinks fit and it may from time to time revoke, withdraw, alter or vary all or any of such powers.

## **GENERAL MEETING**

- 37. In pursuance of Section 170 of the said Act, the following shall apply with respect to the general meetings of the Company.
  - a) A general meeting of the Company may be called by the Board of Directors by giving seven days notice in writing but with the written consent of all the members for the time being of the Company, such meeting may be called by giving a notice for a period shorter than seven days, and Section 171 shall apply subject to such modification.
  - b) Section 173(2) of the Act shall not apply to the Company, and accordingly where any special business is to be transacted at a General Meeting there shall be no need to annex to the notice of the meeting any explanatory statement.
  - c) No person shall be appointed as a proxy unless and until he is a member of the Company, and as such notwithstanding Section 176(1) of the Act a proxy shall have the right to speak at a General Meeting and to vote on a show of hands as well as a poll but on a show of hands he shall have only one vote in his own rights as a member. On poll the voting right shall be in accordance with the provisions of Article 44 hereof.
  - d) Section 176(2) of the Act shall not apply, and hence a notice convening a General Meeting need not contain a statement about a member's right to appoint a proxy.
  - e) An instrument appointing a proxy shall be valid if it is received by the Company at least 24 hours before the meeting in order that the appointment may be effective there at, and accordingly Section 176(3) shall apply with such modification.
  - (f) Notwithstanding Sub-Section (7) of the Section 176 of the Act every member entitled to vote at a meeting of the Company or on any resolution to be moved there at shall be entitled during the period beginning seventy two hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged, at any time during the business hours of the Company provided not less than 48 hours notice in writing of the intention so to inspect is given to the Company prior to the time of holding of the meeting.
  - g) As provided in Section 181 of the Act no member shall exercise any voting right in respect of any Shares registered in his name on which any calls or any other sum presently payable by him have not been paid or in regard to which the Company has exercise any right of lien.

- 38. If within half an hour from the time appointed for holding the meeting, quorum is not present, the meeting if convened upon requisition shall be dissolved, but in any another case it shall stand adjourned to the same day in the next week at the same time.
- 39. If the copies of the documents described in Sections 219(1) of the act are sent less than twenty one days before the annual general meeting, they shall notwithstanding be deemed to have been duly sent if it is so agreed by all the members entitled to vote at the meeting.

## CHAIRMAN OF BOARD AND GENERAL MEETINGS

40. The Directors, may from time to time elect a Director as Chairman. The Chairman so elected shall preside at the Board as well at General Meetings. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding such meeting, the Directors present shall choose another Director as Chairman and in the case of a General Meeting if no Director is present or all the Directors present decline to take the chair, the members shall choose one of themselves to be the Chairman of the meeting.

## **DIVIDENDS AND RESERVES**

- 41. The Company in general meeting may declare dividends, as recommended by the Board subject to the provisions of Section 205 of the Companies Act 1956.
- 42. Where the Capital is paid up on any Shares in advance of calls up on the footing that the same shall carry interest, confirm a right to participate in profits.

- 43. Any general meeting may resolve that any money forming part of the undistributed profits of the Company, standing to the credit of the reserve fund or any Capital redemption reserve account or representing premium received on the issue of Shares and standing to the credit of the Shares premium account be Capitalised and distributed by way of dividends and in the same proportion on the footing that the Shareholders become entitled thereto as Capital and that all or any part of such Capital funds be and that all or any part of such Capital funds be applied or behalf of such Shareholders in paying up in full either at par or at such premium as the resolution may provide any unissued Shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled shall be accepted by such Shareholders in full satisfaction of their interest in the said Capitalised sum.
- 44. A transfer of Shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
- 45. The Directors may retain the dividends payable up on a Share which any person by virtue of transmission is entitled to transfer, until such person shall become a member in respect of such Shares or shall duly transfer the same.
- Dividends unclaimed and unpaid shall be dealt with in accordance with the provisions of Sections 205 A of the Act.

## **RESERVE FUND**

47. Before recommending any dividends, but subject to the provisions of Section 205(2A) of the Act and the rules made thereunder, the Directors may set aside out of the profits of the Company such amount as they think proper as reserve fund to meet contingencies or for such other purpose as the Directors shall in their absolute discretion think conducive to the interest of the Company and to invest the said sums so set aside on such investments as they think fit with full power to apply the assets constituting the reserve fund in the business of the Company and that without being bound to keep the same separate from the other assets.

## DEMAND FOR POLL

48. At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by any one member present, and unless a poll is so demanded, a declaration by the Chairman that the resolution on a show of hands, has or has not been carried or has been carried either unanimously or by the particular majority, and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without, proof of the number or proportion of the votes recorded in favour of or against that resolution on a poll being demanded every member present in person or by proxy shall have one vote for every equity Share held by him.

## THE SEAL

49. Notwithstanding regulation 84 of Table 'A' in the first schedule to the Act and subject to the provisions contained in the Companies (Issue of Share certificates) rules, 1960 any deed or instrument to which the seal of the Company is required to be affixed may be sealed in the presence of and be signed by any one of the Directors. The Company may also exercise its powers under Section 50 of the Act.

### WINDING UP

50. In a winding up, the liquidators may, with the sanction of a special resolution distribute all or any of the assets of the Company in specie among the contributories in accordance with their respective rights, only after discharge of all the liabilities of the Company.

### INDEMNITY

- 51. Subject to the provisions of Section 201 of the Act and so far as such provisions permit every Director, secretary, auditor and other officer or servant of the Company shall be indemnified by the Company against any claim and it shall be the duty of the Directors, out of the funds of the Company to pay, all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into or act or thing done by him as Director or officer, auditor or servant or in any way in the discharge of his duties including traveling expenses.
- 52. The Company may indemnify any Director or officer of the Company or any person employed by the Company or auditor against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or

- discharged or in connection with any application under Section 633 of the Act in which relief is granted to him by the court.
- 53. Subject to the provisions of Section 201 of the Act and so far as such provisions permit a Director or other officer of the Company shall not be liable for the act, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act or conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss, or damage arising from the Bankruptcy, insolvency or a tortuous Act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation there to unless the same happens through his own dishonesty and willful neglect or default.

#### ARBITRATION

- 54. Whenever any difference arises between the Company on the on hand and any of the members, their executors, administrators or assigns on the other hand touching the true intent or construction, or an incidence or consequences of these presents or touching any breach or alleged breach otherwise relating to the premises or to these presents or to any of the business affairs and transactions of the Company, every such difference shall be referred to the decision of one or more arbitrators or an umpire to be appointed by the arbitrators.
- 55. The cost of and incidental to any such references and award shall be in the discretion of the arbitrators or umpire, respectively, who may determine the amount thereof or direct the same to be taxed as between attorney and client or otherwise, and may award by whom and in what manner the same shall be borne and paid.
- 56. The submission to arbitration shall be subject as to the mode and consequences of the references, and in all other respects to the provisions of the Indian Arbitration Act for the time being in force.

#### SECRECY CLAUSE

57. Every Director, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall be deemed to have pledged himself to observe a strict secrecy respecting all transactions of the customers and the state of the accounts with individuals and in the matters relating thereto and shall be deemed to have pledged himself not to reveal any of the matters which come to his knowledge in the discharge of his duties except when required so to do by the Directors or by a court of law as the case may be and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

### INSPECTION

58. The Directors shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations the account books and documents of the

Company or any of them shall be open tothe inspection of the members and no member (not being a Director) shall have any right of inspecting any account books or documents of the Company or authorised by the Directors or by a resolution of the Company in general meeting. The books, registers, and other documents required to be maintained by the Company and kept open for inspection under the provisions of the Act, particularly under Sections 49, 114, 118, 143, 163, 196, 301, 302, 304 and 307 of the Act, shall be available for inspection at the Registered office of the Company by the persons entitled thereto to the extent and in the manner and no payment of the requisite fee, if any, specified in the aforesaid provisions, between the hours of 10 A.M. and 12 Noon on each business day or between such other hours or such other times as the Directors may prescribe. The register required to be maintained under Section 307 of the Act shall be open for inspection of the members or holders of debentures of the Company between the above mentioned hours only during the period prescribed by sub-Section (5) (a) of Section 307 of the Act.

S.No	Name, address, description and occupation of the subscriber	Signature of Subcribers	Name, address, description & occupation of the witness
1	Goverdhan Dass Diwan S/o. Gulab Chand Diwan 3-9-104, Krishna Puri Colony, West Marredpally Secunderabad - 500 026 Business (Sd/-) Bharat U. Mehta S/o Uttamlal Mehta	Sd/-	Sd/- AJAY MEHTA S/o. C.C. METHA 5-4-187/3 & 4 Soham Mansion M.G. Road Secunderabad - 500 003 Occ: Chartered Accountant
	21, Bapu Bagh Colony P.G. Road Secunderabad - 500 003 Business (Sd/-)	Sd/-	
	Sudhir U. Mehta S/o. Uttamlal Mehta 21, Bapu Bagh Colony P.G. Road, Secunderabad - 500 003 Business (Sd/-)	Sd/-	
	Dilpreet Singh S/o. Baldev Singh 15, Staff Road Wahab Nagar Secunderabad - 500 009 Student (Sd/-)	Sd/-	

Place: SECUNDERABAD Date: 23-08-2002