

POWER OF ATTORNEY BY THE PROMOTERS OF THE COMPANY FOR SUBMISSION  
OF MEMORANDUM AND ARTICLES OF ASSOCIATION BEFORE THE REGISTRAR OF  
COMPANIES

KNOW ALL MEN BY THESE PRESENTS that we (1) A, son of B, resident of ..... and (2) C, son of D, resident of ..... hereinafter called the "the promoters" do hereby nominate, appoint and constitute (1) Shri ..... having his office at ..... and (2) Shri ..... having his office at ..... (hereinafter referred to as the "said attorneys") as our true and lawful attorneys and authorise each of them severally to do the following acts, deeds and things in our name and on our behalf namely:

1. **To subscribe memorandum of association of the company.**-To sign in our name and on our behalf as the subscribers to the Memorandum and Articles of Association of ..... (Proposed) or in such other name as may be permitted by the Registrar of Companies, New Delhi (hereinafter referred to as the "said Proposed Company") and to agree thereunder on our behalf to take such number of shares in the capital of the said proposed company as the said Attorneys or any of them may consider appropriate and to write on our behalf opposite our names the number of shares which we agree to purchase as subscribers to the said Memorandum and Articles of Association;
  
2. **To make correction, etc. in the memorandum and articles of association.**-To make corrections, additions, alterations or deletions in the Memorandum and

Articles of Association as may be considered necessary by any of the said Attorneys for this purpose;

3. **To sign other required forms.**-To sign such other forms required to be filed under the provisions of the Companies Act, 1956 in order to procure incorporation of the said proposed company;
4. **To appoint substitute and to revoke the same.**-To appoint any substitute or substitutes in their place and to delegate to such substitute or substitutes any one or more of the powers hereunder delegated by us to the said Attorneys and to revoke the appointment of such substitute or substitutes at their pleasure; and
5. **To do all other necessary acts for incorporation of company.**- To do all such acts, deeds and things as may be necessary for or incidental to procuring incorporation of the said proposed company.

And we do hereby agree and undertake to ratify all acts, deeds and things which may be done by any of the said Attorneys for and on our behalf in pursuance of these presents.

And that the powers herein delegated shall be exercised by any of the said Attorneys severally and/or jointly to the end and intent that the said attorneys may act upon this power of attorney either jointly or severally.

Made at ..... on this ..... day of ....., 2000.

IN WITNESS WHEREOF, this power of attorney has been executed on the day and year hereinabove written in the manner hereinafter appearing.

Signed and delivered by the said Shri A

Signed and delivered by the said Shri C

WITNESSES;

1.

2.

Identified by me

( )

Advocate

Before me

Notary