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Goldstone Technologies Limited

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Regd. Off : 9-1-83 & 84, Amarchand Sharma Complex, Sarojini Devi Road,
Secunderabad - 500 003.

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IN THE HIGH COURT OF JUDICATURE OF ANDHRA PRADESH AT HYDERABAD

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. 510 OF 2000

In the matter of Companies Act, 1956 (1 of 1956)

and

In the matter of Secs. 391 and 394 of the said Act

and

In the matter of M/S GOLDSTONE TECHNOLOGIES LIMITED

and

In the matter of M/S GOLDSTONE TELESERVICES LIMITED

M/S GOLDSTONE TECHNOLOGIES LIMITED
a Company incorporated under the Companies Act
having its Registered Office at 9-1-83 & 84,
Amarchand Sharma Complex, Sarojini Devi Road,
Secunderabad - 500 003 represented by its
Director Sri J.A. Rao.

..... Applicant Company

NOTICE CONVENING MEETING

To

The Members of M/s GOLDSTONE TECHNOLOGIES LIMITED

Take notice that by an order made on 14th November 2000, the Hon'ble High Court of Andhra Pradesh, Hyderabad has directed that the meeting of the Equity Shareholders of the Applicant Company be held at Sri Satya Sai Nigamagamam, Srinagar Colony, Hyderabad-500 073 on Friday the 15th December, 2000 at 12.30 PM for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement between M/s Goldstone Technologies Limited with M/s Goldstone Teleservices Limited.

Take further notice that in pursuance of the said order, the meeting of the Equity Shareholders of the Applicant Company will be held at Sri Satya Sai Nigamagamam, Srinagar Colony, Hyderabad - 500 073 on Friday the 15th December, 2000 at 12.30 PM, when you are requested to attend.

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Take further notice that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Company at 9-1-83 &84, Amarchand Sharma Complex, Sarojini Devi Road, Secunderabad - 500 003 not later than 48 hours before the meeting.

The Hon'ble High Court, Andhra Pradesh, has appointed Mr. D.R. Varma, Advocate to be the Chair-person of the said meeting.

A copy of the Scheme of Arrangement, the statement under Section 393 and a form of proxy are enclosed.

Sd/-
D.R. VARMA
Advocate
Chairperson Appointed
for the Meeting

Address :
306, A-Block,
Suryajyothi Apartments
Plot No. 381 & 382
KPHB Colony, VI Phase
Hyderabad - 500 072.

Date : 15-11-2000
Place : Hyderabad.

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and

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M/S GOLDSTONE TECHNOLOGIES LIMITED
a Company incorporated under the Companies Act having its Registered Office at 9-1-83 & 84, Amarchand Sharma Complex, Sarojini Devi Road, Secunderabad - 500 003 represented by its Director Sri J.A. Rao.

..... Applicant Company

STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. M/s. Goldstone Technologies Limited, (the Applicant Company) was incorporated as Public Limited Company on 18-03-1994.

2. M/s. Goldstone Teleservices Limited (the Transferee Company) was incorporated as Public Limited Company on 11-10-2000.

3. Under the Scheme of Arrangement, it is proposed to transfer the following units of the applicant company to the transferee company:

   i) The telecom jointing kits unit at Cherlapally, Ranga Reddy District.

   ii) Investments in Newtech Stewing Telecom Limited;

   iii) Investments in Shree Shree Telecom Private Limited.

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