Form No. INC-33

e-MOA (e-Memorandum of Association)

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013)]

सत्यमेव जयते

Form language

(•) English ( ) Hindi

Refer instruction kit for filing the form.

*All fields marked in * are mandatory*

---

* Table applicable to company as notified under schedule I of the Companies Act, 2013	A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES
B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL
D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL
E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

Table A/B/C/D/E

1 The name of the company is	STEELCO GUJARAT LIMITED
2 The registered office of the company will be situated in the State of	Gujarat
3 (a) The objects to be pursued by the company on its incorporation are:	1.To carry on the business of manufacture and processing of cold rolled sheets/strips/coils, annealed/unannealed, hot rolled sheets/strips/ coils pickled/unpickled of all grades of steel and non-ferrous metals including carbon steels, electrical steel, stainless steels, alloy steels, grain oriented and nongrain oriented hot rolled and/or cold rolled steel sheets/strips/coils including tin mill black plates and all types of coated-plated steel sheets/strips/coils with zinc, aluminium, zinc aluminium alloys, tin , plastic, PVC, vinyl, colour coated/plated and uncoated sheets/strips/coils and lin plates of all grades of steel and to carry on the business of ferrous and non-ferrous metal making and to act as importers, exporters, dealers, buyers. sellers, stockists, distributors, contractors, brokers, consultants and concessionaries of ferrous and non-ferrous cold rolled and hot rolled sheets/ strips/coils, tin mill black plates coils, coated/plated as well as uncoated sheets/strips/coils. issue.
	1.To enter into and procure any arrangement or association with any person, firm or Company within or outside India for obtaining or imparting of technical know-how and or technical services within or outside India Including the benefit of existing techniques benefit of technical research, training of technical personnel in India or abroad, selection and purchase of plant and negotiating

the terms for payment and specification for the plant and lay-out of the plant and other services.2.To establish, operate and manage or help in establishing, operating and managing any existing or new, Indian or Foreign Branches or office, expansion of any such branches of the company or any other, Company, Corporation, body corporate, industry, firm, association of any other person. 3.To apply for or take requisite measures for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceeding or application which may directly or indirectly prejudice the Company's interests.4.To aid pecuniarily or otherwise any associations or body or movement having as its objects, the solution, settlement or surmounting of industrial or labour problems, or troubles or the promotion of industry or trade.5.To promote any other Company generally and particularly for the purpose of acquiring all or any of the properties and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.6.To construct, purchase, take on lease, hold, manage, operate, develop, grant licences or easements over or in respect of or sell, exchange, lease. mortgage, let out on hire. lands, buildings, machinery, engines, plants and machinery, other movable and immovable properties and rights, benefits, licences, or easements, over or in respect of any of the above.7.To accept as consideration for or in lieu of the whole or any part of the Company's property or undertakings, and land, movable and immovable properties, cash, Government securities, guaranteed by any Government, shares in joint stock companies or partly one and partly the other properties or securities as may be determined by the Company. 8.To borrow or raise money or to receive as deposit, at interest or otherwise, in such manner as the Company may think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise and in security of any such money so borrowed, raised or received, to mortgage, pledge, hypothecate or charge the whole-or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by special assignment, or otherwise. It is expressly provided that the Company shall not carry on any Banking or Insurance business.9.To invest any of the moneys and funds of the Company from time to time in Government securities or securities issued by or on behalf of any Municipal or other public body or of any corporate body established in India or elsewhere under the authority of any Act or legislature as the case may be an from time to time to sell, exchange, redeem or vary any or all such investments and to execute an assignments, transfers, receipts and documents that may be necessary in this behalf.10.To accept the mortgage

of Immovable properties whether freehold or leasehold or of any other tenure in India or elsewhere or on the pledge of movable property in Indio or elsewhere or in fixed deposits or by way of loans or deposits with or to any bank or with any firm. Companies or in such o1her securities as may from time to limo be determined by the Directors.11.To act in collaboration or association with any individual, body corporate. firm, society or other association having objects wholly or partially identical with the objects of this Company and also to establish or assist in establishment of such body corporate. association or institution as referred to above, so as to promote the objects of the Company.12.To enter into any agreement for partnership or sharing profits or other union of interest. co-operation, joint venture, reciprocal concession or otherwise with persons or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this Company is or may be authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares and securities of any such concern and sell, hold the same.13.In the event of winding up to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution, amounting to a reduction of capital be made except after undergoing the sanctions, procedures and other formalities.14.To apply for, purchase, or otherwise acquire, project and renew in any part of the world any patents, patents rights. brevets, inventions, trade-marks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive limited right to their use or any secret or other information as to any invention, design, formula or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem capable of being used for any of the purposed of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company and to use. exercise, develop or otherwise dispose of the property, licences, concessions, patents, rights of information so acquired and to expend money in experimenting upon, testing or improving and such patents, inventions rights, information, designs and trade marks15.To make donations to such persons or institutions or other bodies corporate either in cash or kind, as may be decided by the Directors of the Company and also to subscribe, contribute, or otherwise assist or guarantee money for charitable. scientific, religious or benevolent purposes or to national, public or other Institutions or for any public, general or other objects.16.To establish and support or aid in the establishment and support of associations. institutions, funds, trusts. private or

(b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are	public and vested or discretionary or of any other kind, for the benefit of the employees or ex-employees. Directors, ex-Directors of the Company or its predecessors in business or for persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular other benefit to societies and to grant pensions allowances, gratuities and bonus either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident fund and other funds for the benefit of such persons.17.To amalgamate or to merge with any other Company or to acquire by amalgamation any other Company having same or similar objects.18.To refer or agree to refer any claim, demand, dispute or any other questions, by or against the Company or in which the Company is interested or concerned and whether between the Company and member or members or between the clients, customers, constituents and other or between the clients. customers, constituents and other or his/ their representatives or between the Company and third parties to arbitration in India or at any place outside India. and to observe and perform awards made thereon and to do all acts, deeds, matters and things necessary to carry out and enforce the awards.19.To institute, prosecute, defend, oppose, compromise, appear or appeal in any suit, proceedings or claims in which the Company Is Interested.20.To appoint agents and to obtain the services of attorneys, lawyers, consultants and other specialists and to accept the services of processes, notices, summons, warrants, awards, Judgements letters communication and to give security or indemnity for costs, to pay money in courts or other judicial other authorities and to obtain payment of moneys deposited with such courts and other authorities and to offer and stand bail in any such proceedings to pay of the parties.21.To advance, deposit, or lend money to individuals, institutions and bodies corporate and to give securities of Company's properties or otherwise, to or with such persons and on. such terms as may. be deemed expedient, and in particular to employees, customers, cred1tors, suppliers, contractors having dealings with the Company and to guarantee the performance of contracts and obllgat1ons of the Company or any persons or Companies22.To dedicate, present or otherwise dispose of either gratuitously or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authorities or any trustees for or on behalf of any of them.23.To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to its promotion, formation and registration or the issue of its capital including brokerage and commission for obtaining applications for taking, placing, or underwriting or

procuring the underwriting of shares, debentures or other securities of the Company and to remunerate for services rendered or to be rendered to the Company.24.To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate of being interested.25.To open current deposit or fixed deposit account and other accounts including cash credit and overdraft accounts with any banks, bankers, shroff or merchants or other financial institutions and to pay into and draw money from such accounts. 26.To buy, sell, draw, make, accept, endorse, discount, execute, negotiate, transfer or issue bills of exchange, promissory notes, cheques, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.27.To insure the whole or any part of the property of the Company, either fully or partially, against all perils and risks and in any manner whatsoever.28.To employ experts, scientists and other technical and non-technical staff including managerial personnel in connection with the business of the Company.29.To appoint and/or to nominate or recommend the appointment or nomination of Directors or Managers of any subsidiary or any other company in which the Company is directly or indirectly interested or Which has approached the Company for such nomination or appointment. 30.To procure the Company to be registered or recognized in any part of the world in respect of any matters of interest to the Company. 31.To adopt such means of making known the business and products of the Company as may be deemed expedient and in particular by advertising whether in India or outside in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books, periodicals or by granting prizes, rewards and donations or otherwise. 32.To crease any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund whether for deprecation or for repairing, renovating, improving, extending or maintaining any of the property of the Company, or for redemption or debentures or redeemable preference shares or for any other purpose whatsoever conducive to the Interests of the Company. 33.To purchase or acquire, raw materials, goods, services required for the purposes of the Company and to make advances against the same.34.To accept donations, gifts, with or without such conditions, restrictions, obligations, stipulations and liabilities and as are not derogative to the prov1srons of the law and objects contained in this Memorandum of Association. 35.To undertake and execute any contracts for works involving the supply or use of any machinery, raw materials and forest products and to carry out any ancillary or other works comprised in such contracts. 36.To establish branches and appoint agents in India and outside

for or in connection with all or any of the objects of the Company. 37.To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale any goods from time to time belonging to the Company. 38.To undertake, carry out, promote and sponsor or assist directly or indirectly and by giving donations, contributions, loans, guarantees or otherwise in any manner whatsoever, any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the directors consider likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake. carry out, promote and sponsor or assist any activity for publication of any books, literature, newspaper, or for organizing lectures or seminars, likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust. having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any Public Institution or Trust recognized or approved by the Central or State Government or under any law for the time being in force as the Directors may approve. 39. To establish, provide, maintain and conduct, or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experience and tests of all kinds and to promote studies and research both scientific and technical investigations and invention by providing, subsidizing, endowing or assisting, laboratories. workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions, scholarships, prizes and grants to students or otherwise and generally_ to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the

Company is authorized to carry on.40. To acquire by purchase, lease, exchange or otherwi.se, lands, buildings and hereditaments of any tenure or description and any estate or interest therein, and any rights over or connected with land, and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.

4 The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding * rupees.

(iii) The share capital of the company is 1500000000 rupees, divided into

40000000	Equity Share	Shares of	10	Rupees each	and
10000000	Preference Share	Shares of	10	Rupees each	

Attachments

First Subscriber (s) sheet	Subscibers Page.pdf

Declaration

Pursuant to resolution no. 09 dated, 13/08/2024 I, on the behalf of Board of Directors, declare that following amendments have been adopted in Memorandum of Association:

Alteration in the Memorandum of Association of the Company (MOA) in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the following modification(s) and amendments in the existing MOA as follows:-

i. The words the Companies Act, 1956, in the existing MOA shall be substituted with the words the Companies Act, 2013, wherever required under the applicable provisions.

ii. Part A of Clause III of MOA shall now be titled as (a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

iii. Part B of Clause III of MOA shall now be titled as (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE:

iv. Part C of Clause III of MOA viz. Other Objects shall be deleted in line with the requirements of The Companies Act, 2013.

To be digitally signed by

Name	ANOOP KUMAR SAXENA
Designation	Director
DIN	10311727
DSC	Anoop Kumar Saxena — Digitally signed by Anoop Kumar Saxena Date: 2024.10.29 18:22:28 +05'30'

Form No. INC-34

e-AOA (e-Articles of Association)

[Pursuant to Section 5 of the Companies Act, 2013 and rules made thereunder read with Schedule I]



Form language

(•) English ( ) Hindi

Refer instruction kit for filing the form.

*All fields marked in * are mandatory*

Table applicable to company as notified under schedule I of the Companies Act, 2013 *(F, G, H)*	F
Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of the companies Act, 2013 is applicable to *(F – a company limited by shares G– a company limited by guarantee and having a share capital H – a company limited by guarantee and not having share capital)*	F - A COMPANY LIMITED BY SHARES
The name of the company is	STEELCO GUJARAT LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
☐	☐	I	• In these regulations the Act means the Companies Act 2013 the seal means the common seal of the company.Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
			Share Capital and Variation of rights
☐	☐	II 1	• Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
☐	☐	2	• Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificateseach for one or more of his sharesupon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount

		paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
☐ ☐	3	• If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.
☐ ☐	4	• Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
☐ ☐	5	• The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
☐ ☒	6	• If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons.
☐ ☐	7	• The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
☐ ☐	8	• Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

			Lien
☐	☐	9	• The company shall have a first and paramount lienon every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the companyProvided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
☐	☐	10	• The company may sell in such manner as the Board thinks fit any shares on which the company has a lienProvided that no sale shall be madea unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
☐	☐	11	• To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
☐	☐	12	• The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
☐	☐	13	• The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed timesProvided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
☐	☐	14	• A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
			• The joint holders of a share shall be jointly and severally liable to

	15	pay all calls in respect thereof.
	16	• If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
	17	• Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
	18	• The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him andb. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.
		Transfer of shares
	19	• The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
	20	• The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
	21	• The Board may decline to recognise any instrument of transfer unlessa. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer andc. the instrument of transfer is in respect of only one class of shares.
	22	• On giving previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determineProvided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five

			days in the aggregate in any year.
			Transmission of shares
☐	☐	23	• On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
☐	☐	24	• Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
☐	☐	25	• If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
☐	☐	26	• A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
☒	☐	27	• In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the

			death of the member become the member of the company.
			Forfeiture of shares
☐	☐	28	• If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
☐	☐	29	• The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
☐	☐	30	• If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.
☐	☐	31	• A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
☐	☐	32	• A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
☐	☐	33	• A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
☐	☐	34	• The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.
			Alteration of capital

	35	• The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
	36	• Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
	37	• Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the companyand other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
	38	• The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law it share capital any capital redemption reserve account or any share premium account.
		Capitalisation of profits
	39	• The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the companys reserve accounts or to the credit of the profit and loss accountor otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued

		shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
	40	• Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members
		Buy-back of shares
	41	• Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
		General meetings
	42	• All general meetings other than annual general meeting shall be called extraordinary general meeting.
	43	• The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
		Proceedings at general meetings
	44	• No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
	45	• The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
	46	• If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.

☐	☐	47	• If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.
☒	☐	48	• In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			Adjournment of meeting
☐	☒	49	• The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If the quorum is not present within half an hour from the time appointed for holding a meeting of the Company the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other date and such other time and place as the Board may determine. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
☐	☐	50	• Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
☐	☐	51	• A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
☐	☐	52	• In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.For this purpose seniority shall be determined by the order in which the names stand in the register of members.
☐	☐	53	• A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
☐	☐	54	• Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.

55	• No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
56	• No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
	Proxy
57	• The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
58	• An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
59	• A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is givenProvided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	Board of Directors
60	• The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
61	• The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
62	• The Board may pay all expenses incurred in getting up and registering the company.

	63	• The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
☐ ☐	64	• All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine
☐ ☐	65	• Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
☐ ☐	66	• Subject to the provisions of section 149 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 the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to 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.
		Proceedings of the Board
☐ ☐	67	• The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
☐ ☐	68	• Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
☐ ☐	69	• The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
☐ ☐	70	• The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
☐ ☐	71	• The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

☐	☐	72	• A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the memberspresent may choose one of their members to be Chairperson of the meeting.
☐	☐	73	• A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
☐	☐	74	• All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
☐	☐	75	• Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
☒	☐	76	• In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
☐	☐	77	• Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer
☐	☐	78	• A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
			The Seal
☐	☒	79	• The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least one director and of the secretary or such other person as

			the Board may appoint for the purpose and those one director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
☐	☐	80	• The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
☐	☐	81	• Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
☐	☐	82	• The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
☐	☐	83	• Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
☐	☐	84	• The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
☐	☒	85	• Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.It can be paid through electronic mode also.
☐	☐		

	86	• Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
☐ ☐	87	• Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
☐ ☐	88	• No dividend shall bear interest against the company.
		Accounts
☐ ☐	89	• The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
		Winding up
☐ ☐	90	• Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
		Indemnity
☐ ☐	91	• Every officer of the company shall be indemnified out of the assets of the company 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 in which relief is granted to him by the court or the Tribunal.
		Others
☐ ☒	92	• GENERAL POWERWherever in the Act or Law it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles or otherwise this Article authorizes and empowers the Company to have such rights privileges or authorities and to carry such transactions as have been permitted by the Act or Law without there being any specific Article in that behalf herein provided.

Attachments

First Subscriber (s) sheet	Subscibers Page.pdf

Declaration

Pursuant to resolution no. 09 dated, 13/08/2024 I, on the behalf of Board of Directors, declare that following amendments have been adopted in Article of Association:

Adoption of new set of Articles of Association of the Company in accordance with Table F of Schedule I of the Companies Act, 2013

To be digitally signed by

Name	ANOOP KUMAR SAXENA
Designation	Director
DIN	10311727
DSC	Anoop Kumar Saxena Digitally signed by Anoop Kumar Saxena Date: 2024.10.29 16:43:35 +05'30'