

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORNDUM OF ASSOCIATION
OF
SCAN STEELS LIMITED

- I. The name of the Company is **SCAN STEELS LIMITED.***
- II. The Registered office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are :-

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

- 1. *To carry on the business of manufacturers, processors, repairers, importers and exporters, of and dealers in ferrous and nonferrous casting of all kinds and in particular, continuous castings, chilled and malleable castings, special alloy castings, steel castings, gun metal, copper, brass and aluminium castings, copper and foundry work of all kinds and also manufacturers, processors, fabricators, drawers, rollers and re-rollers of ferrous and non-ferrous metals, steels, alloy steels, special and stainless steels, shaftings, bars, rods, flats, squares from scrap, sponge iron, pre-reduced billets, billets, ingots, including manufacturing, converting, processing and fabricating all types of electrical wires, enameled wires, cables, conductors, pipes, utensils wires, nails wire ropes, wire products, screw expanded metal, hinges, plates, strip, hoops, round circles, angles and manufacturer any other engineering products and importers of and dealers in all such and allied merchandise.
- 2. *To carry on all or any of the business of manufacturers, processors, assemblers, fitters, engineers, erectors, founders, smelters, refiners, makers, dreamers, sinkers, miners, repairers, rollers, re-rollers, stores, hires, hire purchase dealers, importers, exporters, agents, representatives contractors, proprietors, merchants, suppliers, and dealers of and in pig iron and steels of all kinds. All kinds of ferrous and non-ferrous metals and alloys, iron and metal scraps, Ferro-alloys machinery parts, tools and implements of all kinds cast iron and steels and metal goods, textile machineries and accessories, jute mills machineries, mining machineries, iron and steel industries, cement, paper, fertilizer, chemicals, refractories and power plant machineries and equipments, and accessories, earth cutting and moving machineries bull-dozers, dumpers, dredgers, shovels, road rollers, electro-medical appliances and instruments, electrical machineries and equipments, oil and flour mill machineries and accessories fire fighting machineries and equipments, structural materials, pulleys, chain pulleys, blocks, cranes, fork lifters, conveying equipments, boilers, furnaces, chimneys, accessories, precision instruments and tools, drilling and grinding machineries, press, shears, foundry machineries, forging machineries and all types of poles.

3. To carry on the business of infrastructure Development, Roads, townships, Town, Rural Development, Bridges, Airport, Port development of all types and descriptions, Highway, Seaways developments, act as properties developers, Infrastructure activity, like road, to acquire land, plots for colonization, or otherwise, sell plots, construct buildings for sale and rent or both, on installment or house, develop SRA projects, slum redevelopments, redevelopment of any colony, deal with SRA and related projects land and estate agents, and to arrange or undertake the sale, purchase or advertise for sale, purchase, assist in selling or purchasing and find or introduce purchaser or vendor of and to manage land, building and property whether belonging to the company or not and to let portion on premises for residential, trade or business purchase , or private or public purposes , and to collect rents and income and to carry on the business in India and abroad relating to set up of Business Malls, Multiplex, Exhibition ground, Exhibition halls, community halls, Residential houses, Boat houses, Club, Holiday Resorts, Old man Homes, Shopping Complex and to carry on the activities of maintenance and acting as care takers of the properties ,act as service provider of the properties and utilities mentioned above and to act as consultants, advisors, agents, traders relating to the properties mentioned above.
4. *To carry on the business of merchant, broker, sub-broker, jobbers, agents, dealers, traders of all types of commodities and/ or goods (including Commodity Derivatives, Spot Commodities and currency exchange), and other items as may be permitted by the Commodity Exchange in India and to deal in future and options and in other derivatives in Commodity & Currency Exchange in India and to carry on business as hedgers and/or trader in agricultural products, property, Job work, works contract, metal including precious metals, precious stones, diamonds, Gems and Jewellery, petroleum and energy products commodities and Garments including yarns, fabrics of wool, poplin , cotton, jute , silk, rayon, nylon and other natural, synthetics including readymade garments, and/or fibrous substance and /or to acquire, hold and trade in shares, stocks, securities, debentures, debenture stocks, Currency, Derivatives, bonds, obligations and securities or business in the Republic of India or elsewhere.”
5. *To set up power plant to generate electricity for captive and distribute by using coal, coal-waste, Hydro Power and conserving heat arising out of production process of owned units and adjacent units and to use, purchase, sale electricity subject to government regulation in this regard and to carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining of power plant with coal base and WHRB and through any type of renewable energy such as wind power plant , Solar Power plant, Solid waste CDM and all type of Power plant for trading and captive consumption purpose and electric power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise ,and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary , related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms and supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description.

***NOTE:**

1. The Name of the Company changed from Mittal Securities Finance Limited to Clarus Finance and Securities Limited at the Annual General Meeting of the company held on 30th September, 2007
2. The Name of the company Changed from Clarus Finance and Securities Limited to Clarus Infrastructure realities Limited by way of postal ballot on 9th November, 2009
3. The Object of the company enlarged by insertion of new objects cl. No. 2 & 3 after the existing clause no.1 by way of approving the resolution by way of postal ballot on 9th November, 2009 and rest of the numbers re-organized.
4. Point No. 1 and 2 inserted as main clause pursuant to scheme of amalgamation by way members resolution approving scheme dated 16th May, 2011
5. the Name of the Company changed from Clarus Infrastructure Realities Limited to Scan Steels Limited pursuant to the scheme of amalgamation by way of members resolution approving scheme dated 11th May, 2011 and the new certificate of name changed issued by Registrar of Companies, Mumbai, dated 26th September, 2014
6. The Object of the company enlarged by insertion of new objects cl. No. 4 after the existing clause no.3 by way of approving the resolution by way of postal ballot on 11th August, 2015 and rest of the numbers re-organized.

B. OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

6. To acquire by purchase or otherwise, build, construct, alter maintain erect, pull down, remove or replace and work, manage & control, any buildings, offices, factories, mills, shops, machinery, engineers, roadways, siding, bridge, warves, reservoirs, water courses , electric works and other works, and conveniences which may seem calculated directly or indirectly to advance the interests of the company and to join with any other person or company in doing any of these things.
7. To buy , sell, manufacture, repair, alter improve, exchange, let out on hire, import export and deal in all factories, works, plants, machinery, tools, utensils, appliances, apparatus, products, material, substances, articles and things capable of being used in any business which this company is competent to carry on or required by customer of or any person engaged in any such business or experiment with. Render marketable and deal in all products incidental to or obtained in any of the business carried on by the company.
8. To acquire from any person or company technical information know how process, engineering, manufacturing and operating data, plant layout and blue prints useful for any business of the company to acquire any grant of license, other rights and benefits in the interest of the company's business.
9. To acquire and hold shares in any other company having objects wholly or partly similar to that of the company.
10. To undertake and execute contract for works involving the supply or use of any machinery for the main objects of the company and to carry out any ancillary or other works comprised in such contracts.

11. To enter into agreement, subject to the provisions of the companies Act, 1956 with societies, organizations, or persons, foreign or Indian for securing any of the main objects of the company or for any purpose conducive to main object of the company.
12. To invest and deal with the moneys of the company not immediately required by purchasing shares in any other company, carrying on any business which this company is authorized to carry on or in such other manner as may from time to time determined by the company, so as directly or indirectly to benefit the company.
13. To receive, subject to the provisions of the companies Act, 1956 and rules framed there under and direction issued by Reserve Bank of India from time to time moneys for financing the business of the company on deposit, or loan upon such terms, as may be thought fit provided however, that company shall not do any banking business as defined under the banking regulation Act, 1949.
14. To lend moneys on mortgage of immovable property or on hypothecation of pledge of movable property or without securities to such persons and on such terms as may be thought fit provided however, that company shall not do any banking business as defined under the banking regulation Act, 1949.
15. To hire otherwise acquire by purchases, contract, concession, rights, license leases, exchange or otherwise, any and building, factories, workshop, godowns, warehouse, other movable or immovable properties for constructions, sale manufacturing purposes or any other purposes, which the company may think necessary or convenient and to pay or any property or rights acquired by the company either in cash, or by issue of securities or partly in one mode and partly in other and generally on such terms as may be determined by the company.
16. To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debenture or debenture stock perpetual or otherwise charged upon or any of the company's property, both present and future including its uncalled capital and to purchase redeem and pay off any securities subject to the provisions of the companies Act, 1956.
17. To amalgamate with any of the companies having objects altogether or in part similar to those of the company.
18. Subject to the provisions of the companies Act, 1956 to acquire and take over any business or underrating carried on upon or in connection with any land or building which this company may desire to acquire or become interested in and the whole or any of the assets, goodwill or liabilities of such business or undertaking and carry on the same or dispose of or remove or put an end thereto or otherwise deal with the same as may seem expedient.
19. To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint ventures or otherwise with any person or company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
20. To sell, improve, manage, develop, dispose of mortgage, exchange, lease or transfer or otherwise deal in the business, property and undertaking of this company or any part thereof for any consideration which this company may deem fit to accept and in particular for shares fully or partly paid up, debenture stock, bonds, or securities of any other company and/or promote companies, for the purposes of acquiring all or any of the properties, rights, and liabilities of this company and for any purpose which may seem directly or indirectly calculated to benefit this company.

21. To collect, process, fabricate disposes and deal in all products arising from the main or subsidiary process of the company.
22. To apply for purchase, or otherwise acquire and obtain any patents, brevets, invention, trade named design, licenses, permissions concessions, process, secret process and the like, conferring any exclusive or limited right (either in point of time or otherwise) to mute the same or any secret or other information as to any invention which may seem capable of being used for any proposed of the company and use, exercise develop or grant licenses in respect of or otherwise turn to account any such patents, in respect of our/otherwise turn to account any such patents, inventions, concessions permissions and processes.
23. To participate in India and international trade fairs for which purposes send purpose send samples and representatives.
24. To set high standards in the performance of contracts for exports particularly regarding maintenance of quality, adhering to specification and delivery schedule and otherwise. The company shall purchase from manufacturer and supplier quality goods for export or arrange with manufacturers and suppliers such quality goods, directly the company action as commission exports agents. The company shall Endeavour to popularize its brand in foreign countries by a proper supply of quality goods and by a proper supply of quality goods and by propaganda and advertisement.
25. To establish our chases, taken on lease, otherwise acquire and run shop, rooms, distributing centers, depots, offices and branches in any place in India or abroad for the attainment of main objects of the company.
26. To adopt such means of making known the business of this company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of and by granting prizes, rewards and donations, subject to the provisions of the companies Act 1956.
27. To utilize money in experimenting on and testing and improving upon or seeking to improve any patents, rights, inventions, discoveries, process or information's of company on which the company may acquire or purpose to acquire and to conduct establish, maintain, provide or otherwise even subsidises technical research establish libraries in connection with the main business of the company.
28. To make advance of such sum of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things, required for the purpose of the company may deem expedient.
29. To draw, make, accept, endorse, negotiate and issue promissory notes, bills of all kinds and other negotiable or transferable instruments and securities, but the company will not do any banking business as defined under the provisions of banking regulations Act, 1949.
30. To pay out of the funds of the company all costs, charges and expenses which the company lawfully pay with respect to the promotion, formation and registration of the company, which the company shall consider to be preliminary including therein the cost of printing and stationery and commission for obtaining application for taking, placing debentures or other securities of the company, expenses attendant upon the formation for agencies, branch and local board.
31. To remunerate any person or company for services rendered or to be rendered to the company.

32. To issue subject to the provisions of the companies Act, 1956, any shares in and debentures of the company at par or at a premium or at a discount.
33. To maintain workshop, laboratories and to carry on research for company's product.
34. To sell and dispose of the whole or in part of the company's assets rights and other properties or any of the company's undertaking.
35. To make donations for charitable and benevolent objects and to receive gifts of share stocks and securities, subject to the provisions of the companies Act, 1956.
36. To purchase, take on lease or in exchange, hire or otherwise any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or may think necessary or convenient for the purpose of its business or may exchange the value of any other property of the company and in particular any land (free hold, lease hold or other tenure) buildings, basements, machinery, plants and stock or trade and on any such lands to erect buildings, factories, sheds, Godowns, or other structures for the works and purpose of the company and also for the residence and amenity of the employees, staff and other workmen and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the company.
37. To make or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credits of the company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the company.
38. To procure recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company's main business.
39. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory provident pension or superannuation funds for the benefits of and give donations, gratuities pensions, allowances or emoluments, to any persons who are or were at any time the Director's or Officer's of the company and the wives, windows, families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to benefits or to advance the interest and well being of the company and make payment to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid subjects to the provisions for the companies Act 1956.
40. To carry on any business or branch of a business which this company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily to close any such business or branch.
41. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and to do all such things which are incidental or conducive to the attainment of the main objects of the company.
42. To train any person or persons in any of the business of the company in India and to send at

the companies costs and expenses any of its employees or any other persons abroad for further training in relation to any business or businesses of the company as may be deemed necessary.

43. To acquire any secure memberships seat or privileges either in the name of the company or its nominee or nominees in and of any association, exchange, market, club or other institutions in India or any part of the world for furtherance of main business for the company.
44. To take part in the management, supervisions or control of the business or operating of any company or underrating and for that purpose to appoint accountants or other experts or agents and nominate Directors.
45. To agree, to arbitration disputes present or in future between the company and other company, firm or individuals and to submit the same to an arbitrator in India or aboard and either in accordance with Indian or any other Foreign system of law.
46. To provide consultation, and advisory services or the management of capital consisting of investments in shares, stocks, all types of securities, of any individual, firms companies or bodies corporate.
47. To give guarantee and to do counter guarantee business, in particular, guarantee the payment of any principal moneys interest or other moneys secured by or payable under any debentures, bonds, mortgages, charges, contracts, obligations and securities.
48. To provide and to deal in all kinds of financial documents like commercial paper certificates of deposits, bills of exchange , hundies , I.O .U.S, promissory notes and other negotiable instruments including bill discounting.
49. To act as trustee of any deed, constituting or securing any debentures, debenture stocks or other securities, or obligations , and to undertake and execute any other trust including Depository Trust and also to undertake the office or exercise the power of executor , administrator , custodian and trustee corporation and act as representatives of international and Indian Companies or Corporation and also International or Indian Financial Institutions.
50. To receive money on deposit at interest, securities and valuables of all kinds for fixed periods or for custody and to lend money to such person on such terms and conditions as may be expedient and to transact the guarantee business with customers of the Company or other persons or corporations having dealings with the Company. The Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949, or any statutory modifications thereof , subject to the directive of Reserve Bank of India and subject to the provision of section 58 A Of the companies Act, 1956.
51. To constitute any trusts with a view to issue of preference and deferred or any other special stocks, securities, certificates or documents based on or representing any shares, stocks or other assets appropriated for the purpose of any such trust.
52. To enter into agreement , contract, undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brouchers, materials, articles and things for any person, by means of delivery by hand, post, railway or otherwise.

53. To negotiate loans, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
54. To take part in the formation, supervision or control of the business or operations of any Company or undertaking having similar objects or in any other capacity and to appoint and remunerate any Directors, Administrators or Accountants or other experts or agents and to provide specialized services in investor Relations relating to the above objects.
55. To take part in the formation, supervision or control of the business or operations of any Company or undertaking having similar objects or in any other capacity and to appoint and remunerate any Directors, Administrators or Accounts or other experts or agents and to provide specialized services in investors Relations relating to the above objects.
56. To borrow or realize money and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit, and in particular by mortgaging of the undertaking and all or any of the immovable property (present or future) and the uncalled capital of the Company, or by the creation any issue , on such terms as may be thought expedient, of debenture or debenture stock, perpetual or otherwise, or other securities of any description subject to the directives of Reserve Bank of India and provisions of section 58A of the companies Act, 1956.
57. To employ experts to investigate and examine into the condition, management, prospects value, character and circumstances of business concerns and undertakings and of any assets, property or rights.
58. To negotiate loans of every description, to discount or arrange and negotiate international export credits import credits, buyers and seller credits world wide and to arrange finance for projects in India and abroad.
59. To carry on the business of promotion, organizing, procuring incorporation of and giving financial or other assistance in India or abroad independently or in association with any person, government or any other agencies whether incorporated or not, for any business of the Company.
60. To acquire and hold one or more membership in stock/security exchanges, trade association, commodity exchanges, clearing houses or association or otherwise in India or any part of the world, to secure membership privileges there from and to acquire and hold membership in any association of bankers, insurance companies, brokers, security dealers or commodity dealers or any other association, membership of which will or is likely in any to facilitate the conduct of the Company's business.
61. Subject to the Reserve Bank of India guidelines/ directions, permissions, licenses and any other restrictions imposed by Government from time to time, to act as money changers and to buy , sell , exchange, hold and deal in any currency guaranteed by the Government of any nation in the world.
62. To purchase, take on lease or in exchange, hire and otherwise however acquire any immovable or movable property, patents, licenses, rights and privileges which the may think necessary or convenient for the purpose of its business and in particular any land, tenements,

buildings and leaseholds and to pay for same either in cash or in shares or securities and to sell, let, lease or under lease or otherwise dispose of or grant rights over any immovable property belonging to the Company .

63. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices and other things found necessary or convenient for the purpose of the Company .
64. To undertake and execute any trust and also to undertake and execute the offices of Executor of the will of any deceased persons, Administrators of any deceased persons, trustee for the debenture holders or debenture stock holders of any Company and to appoint trustees to hold securities on behalf and to protect the interest of the Company .
65. To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
66. To open current or other account or other accounts with any bank or merchants, to pay money into and draw money from such accounts.
67. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interest, co-operation, joint-ventures or reciprocal concession or for limiting competition, with any individual, persons or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith.
68. To enter into any arrangements with any government or authorities that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such government or authority any rights, privileges, licenses and concessions which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangement, rights, privileges or concessions.
69. To distribute the Company's property among the members in special subject to the provisions of the Companies Act, 1956 in the event of winding up.
70. To form, promote, subsidize, organize and assist or aid in forming, promoting, subsidizing, organizing or aiding companies or partnerships of all kinds having similar objects for the purposes of acquiring and undertaking any property and liabilities of this Company, or advancing directly or indirectly the objects, thereof, or for any other purpose which the Company may think expedient.
71. To acquire, purchase, take and/or amalgamate business of companies having similar objects which under the existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company; to amalgamate with companies whose business are to acquire; purchased or taken over and/ or to enter into agreements with the object of acquisition of such undertaking and/or business.
72. To invest the surplus funds of the Company from time to time in Government Securities or in securities as may from time to time to sell or vary all such investment and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
73. To provide for the welfare of the employees or ex-employees of the Company and wives, widows and families or the dependents, of such persons by grant of money pensions, allowances bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and providing or subscribing towards medical or otherwise assist to charitable, benevolent, national and/ or other institutions or objects.

74. To procure the recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
75. To pay all costs, charges and expenses incurred or sustained in about the promotion, incorporation and establishment of the Company or which the Company shall consider to be preliminary out of the funds of the Company.
76. To refer to or agree to refer any claims demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his representatives or between the Company and perform and to do all acts, matters and things to carry out or enforce the awards.
77. To apply for promoter and obtain any statute, order , regulation or other authorization or enactment and to oppose any bills, proceedings or applications which may seem calculated directly to prejudice the Company's interest.
78. To sell , dispose of , or transfer the business, property and undertakings of the Company or any part thereof for any consideration which the Company may seem fit to accept.
79. To take up agency and contract business of securities.
80. To procure the incorporation or other recognition of the Company in any country , state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, Local Government, Municipal or any other authority or body, Indian or foreign for any acts of parliament, laws, decrees concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly to prejudice the Company's interest.
81. To act as administrators or managers of any investment trusts or funds including any growth funds, income or capital funds, taxable or tax exempt funds, provident, pension, gratuity and super annuation funds, charitable funds, unit trusts, or consortium, to act as trustees, for bond holders, debentures holders and for other purposes herein.
82. To enter into agreement for, undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, article and things belonging to any Company, corporation, firm, institution or person or persons by means of delivery by hand or otherwise.
83. To manage land, buildings and other property both movable and immovable belonging to the Company and to collect rents and income and to supply to tenants, users, and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences and other services as may be necessary.
84. To apply for, promote and obtain any order, directive, institutions, regulations, ordinance or other authorization or enactment of the Central or any State Government or any other authority for enabling the Company to pursue any of its objects, or for effecting any modification or change in any of the Company's business or constitutions and to oppose any bills, proceedings or applications which may seem to prejudice the Company's business or interests.

OTHER OBJECTS;

85. The undertake or carry Agency business or commission agent business of every description from any person firm or body corporate.
86. To establish, maintain, manage, and operate, restaurants, refreshment rooms, buffets, cafeterias and holes.
87. To carry on trade or business of wholesalers, warehouse men, removers, stores, packers and carriers of property of every description like electronic goods.
88. To act as manufactures, processors, dealers, traders, stockists, agents importers for all iron and steels items, ferrous & non ferrous of all iron & steel items ferrous products and sanitary fittings & Hardware materials.
89. To provide information and guidance on Governmental policies and regulations and to assist in obtaining various consents, approvals, from Government or other authorities or agencies which may be required for establishing, an undertaking or in its diversification, expansion.
90. To study and advise Governments in formulating incentive schemes to attract industries, investments.
91. To advise Government or any other body or persons for setting up of industrial estates.
92. To undertake, carry out, promote and sponsor any activity for publication of any books literature, newspapers, or for organizing lectures, conferences or seminars, workshops, training programs, for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students or academic pursuits or researches and for establishing, conducting, assisting any institutions, funds, trust.
93. To acquire, lease or let sophisticated office machineries such as computers, tabulators, equipments addressing machines and other office equipments and leasing or lending such equipments for providing services of these machines to various clients.
94. To carry on the business of hotel keepers, lodging houses and restaurant keepers, café, tavern, beer houses and refreshment room keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, surveyors, caterers, manufacturers and dealers in sweets, toffees, chocolates and biscuits of all kinds and the business of bakers and ice manufacturers.
95. To carry on the business as proprietors and hirers of motors and other vehicles, including text carriers for public amusement, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing, newspapers, and smoking rooms, libraries places of amusements, recreation, sports, entertainment and instruments of all kinds, departmental stores, agents for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, insurance agents and any other business which can be conveniently carried on in connection therewith.
96. To carry on the business of travel agency and to act as tourist agents and contractors and to facilitate traveling and provide for tourists and travelers or promote the provision of conveniences of all kinds.
97. To carry on the business as proprietors and publishers of newspapers, journals, magazines,

books and other literary works and undertakings.

98. To carry on all or any of the business of printers, stationers, lithographers, type founders, stereo-tapers, photographic printers, photo lithographers, chromo-lithographers, engravers, diesinkers, bookbinders, designers, draughtsman, paper and book-sellers, publishers, advertising agents, engineers and dealers.
99. To carry on the business as timber merchants , saw mills proprietors, furnishers and buy, sell grow , prepare for market, manipulate, import, export and deal in timber of all kinds and to manufacture and to deal in articles, furniture of all kinds.
100. To carry on the business of exporters and importers, function as an export house and deal in all varieties of commodities and for this purpose to also engage in ancillary services such as shipping, forwarding, road transport, inland transport.
101. To carry on all or any of the business of manufacturers of and dealers in organic and Inorganic chemicals, petrochemicals, fertilizers, manures, pesticides, calcium, carbide, ethyl alcohol, coal-tar, ointments, essences, acids, toilets requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colors, pigments, varnishes, inks, explosives, ammunition, fuels, oils, greases lubricants.
102. To carry on all or any of the business of manufacturing, processing and dealing in iron and steel, Ferro alloys, special steels, aluminum, copper, lead, zinc and dealing in industrial machinery, boilers, internal combustion engines, ball, roller and tapered bearings, tubes, cables, wires, pipes, cookers, printing machinery and textile machinery and their components and accessories.
103. To carry on all or any of the business of makers of and dealers in scientific and industrial instruments of all kinds for indicating, recording, controlling, measuring and timing machine tools, precision tools, surgical instruments and applications and artificial limbs, dental and optical equipment and goods, anatomical, orthopedic and surgical appliances of all kinds and providers of all requisites for hospital patients and invalids.
104. To carry on the business of advertising contractors and agents to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns to every nature to acquire and promotional requisites.
105. To carry on the business in and to own, buy, sell, possess, develop, construct, demolish, re-build, renovate, divide, subdivide, repair, maintain, let out, hire, rent, lease, pledge, mortgage or otherwise deal in land, building, apartments and other immovable properties and to promote industrial estates, formation of co-operative Housing Societies, Companies, trusts or other associations and to provide accommodations for residence and business of all types or for other purpose.
106. To carry on the business of owing, furnishing letting, leasing executive cabins conferences facilities and rendering various services, telephone services, executive centers, secretarial services, travel services and other facilities to executives.
107. To produce, manufacture, treat, process, refine, import, export, purchase, sell, and generally to deal in, and to act as brokers, agents, stockiest, distributors and suppliers of all kinds of cement whether ordinary, white, colored, port land, pozzolana, alumina, blast furnaces, silica or otherwise, cement products of any description , such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden wares, and otherwise, and articles, things, compounds and preparations

connected with the aforesaid products and in connections therewith to take on lease or acquire, erect, construct, establish, work, operate and maintain cement factories, quarries, mines, workshops and other work.

108. To set up factories and deal in the crushing and marketing of various minerals, e.g red oxide, orcheis, siennas, barytes, calcite, gypsum, lime stone, china clay, soap stone, quartz and silica, etc. by taking on lease or otherwise various mines and putting up machinery for pulverizing the various minerals.
109. To carry on business, buyers, sellers and manufacturers, all or any of the building material inclusive of lime, lime stone, related products, ceramic product , bricks, tiles, cement, badapur, pipes, pre-fabricating paving, lining, roofing sell, manufacture, prepare, mix, formulate and deal in stones, limes, clays, cement bricks, pozzolanes and all kinds of materials and chemicals.
110. To obtain, lease and sub-lease, mining leases, prospecting licenses and quarry leases , brick liners leases from any government or party for purpose of exploring major or mineral rules or any other rules in force in any area.
111. To open, develop, dig explore, prospect for minerals and open pits, mines both open cast and underground and to do all the business carried on by quarries.
112. To carry on all or any of the business of manufacturers of and dealers in cement, lime, plasters, ceramic, sanitary fittings, asbestos sheets, chinaware, whitening clay, gravel, sand, minerals, earth, coke, fuel and stone and builders requisites and conveniences of all kinds.
113. To carry on all or any of the business of trading and to carry on the business as general merchants and as importers, exporters, agents, indenting agents, buyers, and sellers, of dealers in mechanical, electrical, refrigeration, air conditioning and other products, apparatus, tools, appliances, chilling, plants and comofer plants and other commodities, articles, goods or things of every description including wheat straw, rice straw and other types of straw, forest products, compositors, cotton rage, cotton liners and cotton waste.
114. To produce, manufacture, refine, prepare process, purchase, sell, import, export or generally deal in bricks, and stone, marble, tiles refractories, china, wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesives, sheets, roofing's, glass furniture fittings, electrical goods, water supply or storage equipments, floor polish, door, closers, concrete mixers, electors, paints hardware, pipe fittings, lubricant oils, buildings or decorative materials made of cement, stone, clay, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemicals.
115. To carry on business as producers, growers, manufacturers, processors, converter, retailers, suppliers, buyers, sellers, merchants, refiners, makers, stockiest, agents, importers, exporters and concessionaries of and dealers in rubber plantations and plants producing elastic or adhesive substances, natural or synthetic rubber elastomers, adhesives , wax, rubber latex plastics, p.v.c. and other synthetic resins, compounds latex formulations including reclaimed from scrap materials
116. To carry on business as manufacturers, producers dealers, traders, importers, exporters, stockiest, distributors of lights, flood light , flashlights, mercury vapor bulbs, and other type or types of bulbs, lamps or tubes required or used for lighting of for industrial, domestic, electronics, transport vehicles or commercial purposes and glass shells, wires, caps and other materials machineries, accessories and spares required or used for manufacture of bulbs, lamps or tubes.

117. To manufacture, export, import, buy sell and deal in containers, cans, boxes, drums, cylinders bottle tops, crown corks, packages, packing materials, bags, pressed metal wares utensils, cutlery, table wares and articles made of tin, metal, aluminum, plates, sheets, glass, fiber, paper, board, cloth, Hessian, leather, plastic or any other synthetic compound or materials, timber or plywood and to deal in tin plates, wire, aluminum sheets and to undertake either on own account or on designing, enamellings, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles.
118. To establish, maintain and operate shipping, air transport and road transport services and all pendent undertaking, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own work, manage and trade with steam, sailing, motor and other trawlers, drifters, tugs and vessels, aircraft and motor and other vehicles with all necessary and convenient equipments, engines, tackle, gear, furniture and stores and to maintain repair, fit out, refit, improve, insure, alter, sell, exchange, or let out on hire purposes or charter or otherwise deal with and vehicles or any of the engines, tackses, gear, furniture, equipment and stores of the Company.
119. To manufacture, export, import, buy, sell and deal in voltaic battery cells, power pack or shortage batteries and battery container and battery eliminators of different types required for or used in domestic, household, industrial, commercial agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vehicles aircrafts, boats, ships, deface establishments, army, navy and air force for wireless, radios, torches, toys, electronic equipments or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids, and other appliances working on such batteries and such items and goods, which may be useful, akin or otherwise connected with any one or more of the aforesaid item or product.
120. To carry on business as agents, brokers, distributors, traders, stockists, buyers, dealers, importers, exporters, wholesalers, retailers, preservations, processors, refiners, producers and manufacturers of sugar, sugar candy, gur, molasses, sweets, sweet meats, synthetic, sweetening agents and materials toffee, lozenges, chocolates and products made partly or wholly of sugar or any sweet product.
121. To own, purchase, take on lease, hire on exchange or otherwise acquire any estate, land, tea garden, orchards, groves, plantations and farms and to carry on business as cultivators, growers, producers, exporters, agents brokers, traders or stockists of tea, coffee, cocoa, cinchona, rubber, bamboo, timber, fruits, vegetables, coconut, spices cardamom, jute hemp, cotton, sugarcane, linseed oil-seeds, wheat and other grains and any kind of horticulture, agriculture, food or beverage products or products.
122. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors of razors, safety razors, blades, shaving sets locations, creams, soaps, soap-sticks or other materials and utilities.
123. To carry on business as dealers, distributors, stockiest, buyers, sellers, repairers, cleaners, stores, importers, exporters, or agents of motor cars, trucks, lorries and carriages, motor cycles, scooters, bicycles, tractors, earth moving equipments, trailers, and other vehicles, agricultural implements, pumps and machineries, components, engines, motors, accessories, components, tools, batteries, glass, panels, and sheets, apparatus, fittings, furnishing fuel oil, gas or other materials lubricants, fuel oil gas or other materials used or required for such vehicles, implements or machines and to act as transporters of goods and passengers, traveling or finance on agents and to let out hire or finance or hire purchase system or otherwise automobile and other vehicles, implements, machines and any of aforementioned products or things.
124. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings

and hereditaments of any tenure or description including agricultural land, mines, quarries, tea, or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein and any right over or connected with land and buildings so situate and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining, hotels, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories warehouses, cold storage, wharves, god owns, offices, warehouses cold storages, hostels, rooms, flats, houses, restaurants, gardens, swimming pools, play-grounds, buildings, work and conveniences of all kinds and by leasing, hiring or disposing of the same and to manage land, buildings, work and convenience of all kinds and by leasing, hiring or disposing of the same and to manage land, building and other properties, whether belonging to the company or not to collect rents and income, and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electronic conveniences and other advantages.

125. To carry on the business as traders, wholesalers, retailers, makers, designers, combers, scourers, spinners, weavers, finishers, dyers and manufacturers of readymade garments, yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, terylene and other natural, synthetic and /or fibrous substances and /or manufacturers of materials from the waste realized from the above mentioned products either on its own account or on commission and to carry on the business as drapers or dealers of furnishing fabrics in all its branches as costumers, ready-made dresses and mantle makers, silk mercers, makers and suppliers of clothing, lingerie and trimmings of every kind, furriers, drapers, haber-makers, feather, dressers, felt makers, dealers in and manufacturers of yarns, fabrics and also to manufacture, deal in or process natural starch other sizing materials, dyestuff synthetic or chemical substances of all kinds and compounds and there substance either basis or intermediate required for the above mentioned product or products.
126. To carry research and development work for industrial, agricultural and minerals, productivity and methods of productions, matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyze, examine, prepare, formulate, publish, distribute and circulate data, statistics, reports, journals, books magazines, newspapers, literature and information relating to any type of business, and information trade, industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the Company and for extending, developing and/or improving any type of business, trade, estate, industry, commerce, organization, methods techniques technical know, patents, trademarks and procedure to consider and evaluate problems relating to administration management, manufacture, production, storage, distribution finance, marketing and sale and/or relating to the rendering of and service.
127. To carry on business as advisers and/or consultants on matters and problems relating to the industries, administration, management, organization, accountancy, costing, financial, marketing, computer software & hardware, import, export, commercial or economic activities, labor, statistical, organization, methods, quality controls and data processing, technical "know-how", operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of and in relating to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedures for the establishment, construction, development, improvement and expansion of business trade, commerce, industry, agriculture, buildings real estate's plants or machineries and all systems, methods, techniques processes, principles in relation to the foregoing and to carry on business of rendering services of any one or more or aforesaid matters.
128. To carry on business as manufactures, producers or growers of, dealers in exports, importers, stockiest, agents, distributors of ice, ice-candy, ice-cream and other ice products, carbonated,

aerated or mineral waters, fruit-juice, wines, liquors and other alcoholic non-alcoholic or synthetic drinks, dairy products, fresh, dehydrated, preserve or processed vegetables, fruits, oils, seeds and other farm agricultural or food products and to provide for cold storage or preservation of such products, medicines for own establish, purchase, take on lease rent or hire, build, construct develop or otherwise acquire and arrange land, building, cold storage spade or warehouses, go downs, containers, shops, show-rooms, workshops, vehicles, plants, machineries, equipments, apparatus, appliances, stores or services required in connection with or in relation to cold storage or any of the business or objects, mentioned herein.

129. To carry on business on running nursing homes, clinic's pharmacies, in-door or out-door hospitals, medical, anatomical orthopedic, surgical and x-ray units, laboratories, research establishments, nature cure centers and to acquire land, buildings , plants equipments accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various types of diseases, ailments sickness, illness and other body or mental troubles.
130. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, tea gardens, orchards, groves, plantations and farms and to carry on business as cultivators, growers, producers, planters manufacturers, buyers, sellers, dealers, importers, exporters, agents, brokers, sellers, dealers, importers, exporters, agents, brokers, traders or stockiest of tea coffee, cocoa, cinchonas, linseed, oil seeds, wheat and other grains and any kind of horticulture, agricultural food or beverage product or products.
131. To carry on the agency business of insurance including life, general insurance, fire, marine, cargo, hull and other types of insurance and to act as reinsurance brokers and agents for and on behalf of any insurance company whether Indian or foreign.
132. To carry on the business of consultants, advisors, surveyors, certifiers in connection with insurance and reinsurance business.
133. To finance industrial enterprises and to provide venture capital, seed capital, loan capital and to participate in equity/preference/deferred/participating share capital, mortgaged backed securities or bonds, or to give guarantees on behalf of the Company in the matter and to promote companies engaged in industrial and trading business and to act as Financial Consultants, Management Consultants, Brokers, Dealers, Agents and to carry on the business of share broking, money broking exchange bill broking, factoring and general brokers shares, debentures, debenture stocks, bonds, units, obligations, securities, commodities, bullion, currencies and to manage the funds of any person or company by investment in various avenues like mutual funds, growth fund, income fund, risk fund, tax exempt funds, pension/super annotation funds and to pass on the benefits of portfolio investments to the investors as dividends, bonus, interest and to provide a complete range of personal financial service like investment planning, estate planning, tax planning, portfolio management, consultancy/ counseling service in various fields, commercial financial, legal economic, direct and indirect taxation and other levies, statistical, accountancy, data processing by acquiring, purchasing sophisticated office machineries such as computers, tabulators, addressing machines and to carry on the business of having schemes for arranging credits band loans on national and international level including interoperated finance, bridge finance, hire purchase consultancy, merchant banking, portfolio management and non resident Indian investment management.
134. To acquire, hold , sell, buy, subscribe, purchase, deal in any shares, stocks, bonds, debentures, mortgages, obligations, units and other securities of any kind issued or guaranteed by any Company, corporation State or Centre Government or undertaking of whatever nature, capital financing, leasing and lease syndication, financial consultancy.

135. To carry on the business trading of commodities of all descriptions and also act as an intermediary, including dealing in all sort of commodities, gold, bullion, cereals, metal, silver, pulses, rice, sugar, oil, foreign exchange, exchange derivatives, indexes, crops of all description and commodities of all description at Commodity exchange and deal with members, non members, authorities, government, semi-government, regulators and enter into all sort of contracts, through exchanges or privately and for cash or for credit and enter into deals of future, option, derivatives, cash commodities, and also deal in arbitrage, spot, jobbing, market maker and to register and act as a broker, sub broker in any commodities exchange, related association(s), exchanges any where in the world.

IV. The Liability of the Members is limited.

V. *“The authorized share capital of the Company is Rs. 86,50,00,000 (Rupees Eighty Six Crore Fifty Lakhs only) divided into 7,15,00,000(Seven Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000(One Crore Fifty Lakhs) Non-cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each with power to the Board of Directors (Board) to increase, modify or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined under the provision of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.”*

NOTE: 1. The Capital of the Company was increased from Rs. 3,50,00,000 (Rupees Three Crore Fifty to Rs. 18,00,00,000 at the AGM held on 27TH October, 2009

NOTE: 2 The Capital of the Company was increased from Rs. 18,00,00,000 to Rs. 58,00,00,000 by way of scheme of amalgamation by members resolution passed on 16th May, 2011

Note: 3 The Capital of the Company was increased from Rs. 58,00,00,000 to Rs. 70,00,00,000 at the AGM held on 30th December, 2014

Note: 4 The Capital of the Company Re- Classified as Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 5,50,00,000 (Five Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lacs only) Non-cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten) each vide resolution passed through Postal Ballot and results declared on 11th August, 2015.

Note: 5 The Capital of the Company was increased from Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 5,50,00,000 (Five Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lacs only) Non-cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten) each to Rs. 86,50,00,000/- (Rupees Eighty-six Crore and Fifty Lakhs) divided into 7,15,00,000 (Seven Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 87,50,000 (Eighty-seven Lakhs and Fifty Thousand only) Non-cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten) each and 62,50,000 (Sixty-Two Lakhs and Fifty Thousand) Non-cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each vide resolution passed at the Extra-Ordinary General Meeting of the Company held on 27th February, 2024

Note: 6 The Capital of the Company was reclassified from Rs. 86,50,00,000/- (Rupees Eighty-six Crore and Fifty Lakhs) divided into 7,15,00,000 (Seven Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 87,50,000 (Eighty-seven Lakhs and Fifty Thousand only) Non-cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten) each and 62,50,000 (Sixty-Two Lakhs and Fifty Thousand) Non-cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 86,50,00,000 (Rupees Eighty Six Crore Fifty Lakhs only) *divided into 7,15,00,000(Seven Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,00(One Crore Fifty Lakhs) Non-cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each* vide resolution passed through Postal Ballot through remote e-voting and results declared on 14th May, 2025.

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

Names, addresses, Descriptions and Occupation of Subscription	No. of Equity Shares taken by each Subscriber	Signature of Subscription	Signatures, Addresses, descriptions and Occupation of Witness.
SHARAD CHANDRA NAGAR S/o Janakilal Nagar 'Juhu Jyoti' Flat No. 5, Daulatnagar, Santacruz (west), Bombay-400 054 CHARTERED ACCOUNTANT	100 (one hundred)	Sd/-	Sd/- DIPAK R. MADIA S/o. Shri Ratilal Shamji Madia 23, Mehta Mansion, Tribhovan Marg, Bombay-400 004. CHARTERED ACCOUNTANT WITNESS TO ALL:
MONAJ MITTAL S/o Bishan Narain Mittal 91, Mahendra Chambers, Dr. D. N. Road, Fort, BOMBAY- 400 001. CHARTERED ACCOUNTANT	100 (one hundred)	Sd/-	
BRIJLATA MITTAL W/o Bishan Narain Mittal 91, Mahendra Chambers, Dr. N. Road, Fort, BOMBAY-400 001. BUSINESS	100 (one hundred)	Sd/-	
Total	300 (Three Hundred)		

Bombay, Dated this 28th Day of December, 1993

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION

OF

SCAN STEELS LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Annual General Meeting of the Company held on 30th September, 2015 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

1.	PRELIMINARY	
1.1	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 or in the Schedule, to any previous Companies Act, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.	Table 'F' not to apply
1.2	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.	Company to be governed by these Articles
2.	INTERPRETATION	
2.1	In these Articles:	
	(a) "The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	"The Act"
	(b) "The Articles" means these articles of association of the Company or as altered from time to time.	"The Articles"
	(c) "The Board of Directors" or "Board", means the collective body of the directors of the Company.	"The Board of Directors" for "The Board"
	(d) "The Company" means "SCAN STEELS LIMITED".	"The Company"
	(e) "The Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	"The Rules"
	(f) "The Seal" means the common seal of the Company.	"The Seal"
2.2	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.	"Number" and "Gender"

2.3	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.	Expressions in the Articles to bear the same meaning as in the Act
3.	SHARE CAPITAL AND VARIATION OF RIGHTS	
3.1	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 Board 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.	Shares under control of the Board
3.2	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.	Directors may allot shares otherwise than for cash
3.3	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital: The shares shall carry such rights, privileges and conditions as are provided by these Articles or as the Board may deem fit from time to time, with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by the Board or in accordance with these Articles and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or as provided herein.	Kinds of Share Capital
3.4	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide - (a) one certificate for all his shares without payment of any charges; or (b) Several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.	Issue of certificate
3.5	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	Certificate to bear seal
3.6	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.	One certificate for shares held jointly

3.7	The Company may convert its securities into dematerialized form or issue its securities in physical form or in dematerialized form in accordance with the provisions of the Act and any applicable law.	Option to receive share
3.8	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 Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.	Issue of new certificate in place of one defaced, lost or destroyed
3.9	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	Provisions as to issue of certificates to apply mutandis to debentures, etc.
3.10	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.	Power to pay commission in connection with securities issued
3.11	The rate or amount of the commission shall not exceed the rate or amount prescribed, if any, in the Act and / or Rules.	Rate of commission in accordance with Rules
3.12	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.	Mode of payment of commission
3.13	The Company may exercise the powers of paying brokerage to any person in connection with the subscription to its securities.	Brokerage
3.14	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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Variation of members' rights
3.15	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.	Provisions as to general meetings to apply mutatis mutandis to each meeting
3.16	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	Issue of further shares not to affect rights of existing members
3.17	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	Power to issue redeemable preference shares

3.18	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) Any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.	Further issue of share capital
3.19	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.	Mode of further issue of shares
4.	LIEN	
4.1	The Company shall have a first and paramount lien - (a) on 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 (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.	Company's lien on shares
4.2	The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.	Lien to extend to dividends, etc
4.3	Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.	Waiver of lien in case of registration
4.4	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) 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 to the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing lien by sale
4.5	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.	Validity of sale
4.6	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	Purchaser to be registered holder
4.7	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	Validity of Company's receipt
4.8	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 with reference to the sale.	Purchaser not affected
4.9	The proceeds of the sale shall be received by the Company and applied in payment	Application of

	of such part of the amount in respect of which the lien exists as is presently payable.	proceeds of sale
4.10	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares prior to the sale, be paid to the person entitled to the shares at the date of the sale.	Payment of residual money
4.11	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.	Outsider's lien not to affect Company's lien
4.12	The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to lien to apply mutatis mutandis to debentures, etc.
5.	CALLS ON SHARES	
5.1	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 times	Board may make calls on shares
5.2	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	Notice of call
5.3	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.	Board may extend time for payment
5.4	A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
5.5	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 installments.	Call to take effect from date of resolution
5.6	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
5.7	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.	When interest on call or installment payable
5.8	The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
5.9	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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable	Sums deemed to be calls
5.10	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such	Effect of non-

	sum had become payable by virtue of a call duly made and notified.	payment of sums
5.11	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; and (b) 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 as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him. (c) The Board may, from time to time, at their discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members as the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour. (d) The provisions of these Articles relating to call shall <i>mutatis mutandis</i> apply to debentures and other securities of the Company.	Payment in anticipation of calls may carry interest
5.12	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Installments on shares to be duly paid
5.13	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	Calls on shares of same class to be on uniform basis
5.14	Neither any part payment or satisfaction of calls or other moneys due in respect of any shares nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.	Partial payment not to preclude forfeiture
5.15	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.	Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc
6.	TRANSFER OF SHARES	
6.1	Transferor shall be deemed to remain a holder of the share (a) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee. (b) 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.	Instrument of transfer to be executed by transferor and transferee
6.2	The Board may, subject to the right of appeal conferred by the Act decline to register - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or	Board may refuse to register transfer

	(b) any transfer of shares on which the Company has a lien;	
6.3	In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless – (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act; (b) 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; and (c) The instrument of transfer is in respect of only one class of shares.	Board may decline to recognize instrument of transfer
6.4	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided 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.	Transfer of shares when suspended
6.5	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to transfer of shares to apply <i>mutatis mutandis</i> to debentures, etc
7.	TRANSMISSION OF SHARES	
7.1	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 recognized by the Company as having any title to his interest in the shares.	Title to shares on death of a member
7.2	Nothing in clause (1) 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.	Estate of deceased member liable
7.3	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 - (a) to be registered himself as holder of the share; or (b) To make such transfer of the share as the deceased or insolvent member could have made.	Transmission Clause
7.4	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.	Board's right unaffected
7.5	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.	Indemnity to the Company
7.6	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.	Right to election of holder of share
7.7	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
7.8	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	Limitations applicable to notice

	member.	
7.9	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.	Claimant to be entitled to same advantage
7.10	The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.	Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures, etc.
8.	NOMINATION OF SECURITIES	
8.1	Subject to provision of any law, every holder of shares in or holder of debentures of, a Company may, at any time nominate, in the prescribed manner, a person to whom his shares in or debentures of the Company shall vest in the event of his death.	Nomination in prescribed manner
8.2	Where the shares in or debentures of, the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of all the joint holders.	Nomination by joint holders
8.3	Notwithstanding anything contained in any other law for the time being in force or in these Articles or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of, the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company the nominee shall on the death of the shareholder and/or debenture holder concerned or on the death of all the joint holder, as the case may be, become entitled to all the rights in relation to such share(s) and/or debenture(s) to the exclusion of all other person unless the nomination is varied cancelled in the manner prescribed under the Act.	Effect of nomination
8.4	Where the nominee is a minor the holder of the share(s) in and/or debenture(s) of the Company can make a nomination in the manner prescribed under the Act to appoint any person to become entitled to the share(s) in and/or debentures(s) of the Company in the event of his death during the minority.	Nomination in case of minor
9.	FORFEITURE OF SHARES	
9.1	If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	If call or installment not paid notice must be given

9.2	The notice aforesaid shall: (a) 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 (b) 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.	Form of notice
9.3	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.	In default of payment of shares to be forfeited
9.4	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.	Receipt of part amount or grant of indulgence not to affect forfeiture
9.5	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.	Entry of forfeiture in register of members
9.6	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
9.7	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.	Forfeited shares may be sold, etc.
9.8	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
9.9	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, and shall 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.	Members still liable to pay money owing at the time of forfeiture
9.10	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest
9.11	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.	Cessation of liability
9.12	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;	Certificate of forfeiture

9.13	The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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;	Title of purchaser and transferee of forfeited shares
9.14	The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
9.15	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, re- allotment or disposal of the share.	Transferee not affected
9.16	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	Validity of sales
9.17	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	Cancellation of share certificate in respect of forfeited shares
9.18	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
9.19	The provisions of these Articles 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.	Sums deemed to be calls
9.20	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.
10.	ALTERATION OF CAPITAL	
10.1	Subject to the provisions of the Act, the Company may, by ordinary resolution - (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;	Power to alter share capital

	(e) 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.	
10.2	(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles 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;	Shares may be converted into stock
	(b) 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 Company, and 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;	Right of stockholders
	(c) Such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.	
10.3	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) Any other reserve in the nature of share capital.	Reduction of capital
11.	JOINT HOLDERS	
11.1	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint-holders
	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.	Liability of Joint-holders
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one sufficient
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person	Delivery of certificate and giving of notice to first named holder

	shall be deemed service on all the joint-holders.	
	(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint- holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders present in person shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.	Vote of joint- holders
	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint holders
	(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc.
11.2	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 the Articles 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.	Notice of trust
12.	CAPITALISATION OF PROFITS	
12.1	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) That such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalization
12.2	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards : (a) paying up any amounts for the time being unpaid on any shares held by such members respectively; (b) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (c) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).	
12.3	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied	Application of securities premium

	in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	account, etc.
12.4	The Board shall give effect to the resolution passed by the Company in pursuance of this Article.	Giving effect to the resolution Powers of the Board for capitalisation
12.5	Whenever such a resolution as aforesaid shall have been passed, the Board shall - (a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) Generally do all acts and things required to give effect thereto.	Powers of the Board for capitalisation
12.6	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (b) 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 or other securities 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.	Board's power to issue fractional certificate/coupon etc.
12.7	Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on members
13.	BUY-BACK OF SHARES	
	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
14.	GENERAL MEETINGS	
14.1	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
14.2	(a) The Board may, whenever it thinks fit, call an extraordinary general meeting. (b) 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.	Powers of Board to call extraordinary general meeting
15.	PROCEEDINGS AT GENERAL MEETINGS	
15.1	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.	Presence of Quorum Business confined to election of

		Chairperson whilst chair vacant.
15.2	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
15.3	The quorum for a general meeting shall be as provided in the Act.	Quorum for general meeting
15.4	The accidental omission to give notice of general meeting to any of the members or the non receipt thereof shall not invalidate any resolution passed at any such meeting.	Accidental omission not to invalidate resolution
15.5	The Chairman of the Board shall preside as Chairperson at every general meeting of the Company.	Chairman shall preside as Chairperson of the meetings
15.6	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.	Directors to elect a Chairperson
15.7	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, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
15.8	No resolution or an amendment thereto shall be put to a General Meeting unless it is duly proposed and seconded. This provision shall not apply to a resolution moved by the Chairperson.	Proposing and seconding of resolution
15.9	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
15.10	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Act and / or Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered	Minutes of proceedings of meetings and resolutions passed by postal ballot
15.11	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.	Certain matters not to be included in Minutes
15.12	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairperson in relation to Minutes

15.13	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be evidence
15.14	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) Be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.	Inspection of minute books of general meeting
15.15	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above, Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.	Members may obtain copy of minutes
15.16	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings
16.	Adjournment of meeting	
16.1	The Chairperson may, suo moto or if so directed by the members at the meeting, adjourns the meeting from time to time and from place to place.	Chairperson may adjourn the meeting
16.2	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
16.3	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.	Notice of adjourned meeting
16.4	Save as aforesaid, and save as provided in 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.	Notice of adjourned meeting not required
17.	Voting rights	
17.1	Subject to the provisions of the Act and subject to any rights or restrictions for the time being attached to any class or classes of shares (a) On a show of hands, every member present in person shall have one vote; and (b) 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.	Entitlement to vote on show of hands and on poll
17.2	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
17.3	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	Vote of joint- holders

	holders.	
17.4	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
17.5	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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	How members non compos mentis and minor may vote
17.6	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
17.7	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
17.8	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 or in regard to which the Company has exercised any right of lien.	Restriction on voting rights
17.9	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
18.	PROXY	
18.1	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
18.2	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, and in default the instrument of proxy shall not be treated as valid.	Proxies when to be deposited
18.3	An instrument appointing a proxy shall be in the form as prescribed in the Rules.	Form of proxy
18.4	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 given: Provided 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.	Proxy to be valid notwithstanding death of the principal
18.5	A person appointed as proxy shall not act on behalf of member(s) and shares exceeding such number as may be prescribed under the Act.	Limits for appointing proxy
19.	BOARD OF DIRECTORS	
19.1	Unless otherwise determined by the Company in general meeting, the number of	Board of Directors

	directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).	
19.2	A Director shall not be required to hold any qualification Shares in the Company.	Director not required to hold qualification shares
19.3	All the director of the Company shall be liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	Directors not liable to retire by rotation
19.4	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.	Same individual may be Chairperson and Managing Director/Chief Executive Officer
19.5	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of directors
19.6	The remuneration payable to the directors, including any managing or whole time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary or a special resolution, as the case may be passed by the Company in general meeting.	Remuneration to require members' consent
19.7	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— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) In connection with the business of the Company.	Travelling and other expenses
19.8	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.	Execution of negotiable instruments
19.9	Subject to the provisions of the Act, 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.	Appointment of additional directors
19.10	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.	Duration of office of additional director
19.11	The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate director
19.12	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	Duration of office of alternate director
19.13	If the term of office of the Original Director is determined before he returns to India	Re-appointment

	the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	provisions applicable to Original Director
19.14	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy
19.15	The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
20.	POWERS OF BOARD	
20.1	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of the Company vested in Board
21.	PROCEEDINGS OF THE BOARD	
21.1	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
21.2	The Chairman or any one Director with the previous consent of the Chairman may, or the company secretary on the direction of the Chairman shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
21.3	The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board meetings
21.4	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Board meetings
21.5	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	Questions at Board meeting how decided
21.6	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
21.7	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.	Directors not to act when number falls below minimum
21.8	The Board of Directors may appoint a Chairman of their meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
21.9	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	Directors to elect a Chairperson

	present may choose one of their numbers to be Chairperson of the meeting.	
21.10	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.	Delegation of powers
21.11	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.	Committee to conform to Board regulations
21.12	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Committee meetings
21.13	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
21.14	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
21.15	A committee may meet and adjourn as it thinks fit.	Committee to meet
21.16	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
21.17	In case of an equality of votes, the Chairperson of the committee shall have a second or casting vote.	Casting vote of Chairperson at Committee meeting
21.18	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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	Acts of Board or Committee valid notwithstanding defect of appointment
21.19	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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.	Passing of resolution by circulation
22.	MANAGING DIRECTOR AND WHOLE TIME DIRECTOR	
22.1	Board of Directors may from time to time, appoint one or more Directors, to be a Managing Director(s) (which expression shall be deemed to include a Joint Managing Director) and/or Whole time Director(s) of the Company for such term, at such remuneration and upon such conditions as the Company or Board may think fit, to manage the affairs and business of the Company, and from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Subject to the superintendence, control and directions of the Board of Directors, the day to day Management of the Company shall be in the hands of the Managing Director(s) or Whole time Director(s), with power to the Board to distribute such day to day management functions among such Directors in any manner directed by	Appointment of Managing Director and Whole time Director

	the Board or to delegate such power of distribution to anyone of such Directors. The Board may, from time to time entrust to and confer upon a Managing Director(s) or Whole time Director(s) such of the powers exercisable by the Board under these Articles or by law to such Directors as the Board 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 restrictions as the Board thinks expedient and the Board may confer such power either collaterally with or to the exclusion of, or in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.	
22.2	A Managing Director or Whole time Director or part time Director or Executive Director who is reappointed as a director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole time Director or part time director or Executive Director and such reappointment as such director shall not be deemed to constitute a break in his appointment as Managing Director or Whole time director or part time director or Executive Director.	Continuation of office
23.	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER	
23.1	(a) Subject to the provisions of the Act,— A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses, if any.	Chief Executive Officer, etc.
23.2	(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Director may be chief executive officer, etc.
23.3	Subject to the provisions of the Act, a document or proceeding requiring authentication by the Company; or contracts made by or on behalf of the Company may be signed by the Managing Director or Company Secretary or Chief Financial Officer or an officer of the Company duly authorised by the Board in this behalf.	Authentication of documents
24.	REGISTERS	
24.1	The Company shall keep and maintain at its registered office all statutory registers as prescribed or may be prescribed under the Act and / or Rules from time to time for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and / or Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	Statutory register
24.2	(a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	Foreign register

25.	THE SEAL	
25.1	The Board shall provide for the safe custody of the seal.	The seal, its custody and use
25.2	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 or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.	Affixation of seal
26.	DIVIDENDS AND RESERVE	
26.1	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	Company in general meeting may declare dividends
26.2	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Interim dividends
26.3	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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising 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, think fit.	Dividends only to be paid out of profits
26.4	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of Profits
26.5	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.	Division of profits
26.6	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance
26.7	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.	Dividends to be apportioned
26.8	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	No member to receive dividend whilst indebted to the

		Company and Company's right to reimbursement there from
26.9	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of dividends
26.10	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.	Dividend how remitted
26.11	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of payment
26.12	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Discharge to Company
26.13	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.	Receipt of one holder sufficient
26.14	No dividend shall bear interest against the Company.	No interest on dividends
26.15	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
27.	ACCOUNTS	
27.1	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	Inspection by Directors
27.2	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.	Restriction on inspection by members
28.	WINDING UP	
28.1	Subject to the applicable provisions of the Act and the Rules made there under – (a) 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. (b) 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.	Winding up of Company

	(c) 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.	
29.	INDEMNITY AND INSURANCE	
29.1	(a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	Directors and officers right to indemnity
	(b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court / Tribunal.	Indemnity
	(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Insurance
30	SECRECY CLAUSE	
30.1	Every Director , Manager , Auditor , treasurer , trustee , officer , member of a Committee , agent , accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board of Directors or by law or by the person to whom such matters relate and except and so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
31.	GENERAL POWER	
31.1	Wherever in the Act, 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, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.	General power

We the several persons, whose name and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Article of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, addresses, Descriptions and Occupation of Subscription	No. of Equity Shares taken by each Subscriber	Signature of Subscription	Signatures, Addresses, descriptions and Occupation of Witness.
SHARAD CHANDRA NAGAR S/o Janakilal Nagar 'Juhu Jyoti' Flat No. 5, Daulatnagar, Santacruz (west), Bombay-400 054 Chartered Accountant	100 (One Hundred)	Sd/-	Witness to all Sd/- DIPAK R. MADIA S/o Shri Ratilal Shamji Madia 23, Mehta Mension, Tribhovan Marg, Bombay – 400004 Chartered Accountant
Manoj Mittal S/o Bishan Narain Mittal 91, Mahendra Chambers, Dr. D. N. Road, Fort, Bombay – 400 001. Chartered Accountant	100 (One Hundred)	Sd/-	
Brijlata Mittal W/o Bishan Narain Mittal 91, Mahendra Chambers, Dr. D. N. Road, Fort, Bombay – 400 001. Chartered Accountant Business	100 (One Hundred)	Sd/-	
Total Shares taken	300 (Three Hundred)		

Bombay, dated this 28th day of December, 1993