

**(THE COMPANIES ACT, 2013)**

**(COMPANY LIMITED BY SHARES)**

**ARTICLE OF ASSOCIATION**

**\*\*\*\*JINDAL SUPREME (INDIA) LIMITED**

## **I. PRELIMINARY**

1. The regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall not apply to the Company except so far as the same are repeated, contained or expressly made applicable in these Articles or by the Act. The regulations for the management of the Company and for the observance thereof by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to, the regulations by special resolution, as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

## **II. INTERPRETATION**

2. (i) In these Regulations:-

(a) \*Company" means JINDAL SUPREME (INDIA) LIMITED

(b) \*Office" means the registered Office of the Company.

(c) \*Act means the Companies Act, 2013 and any statutory modification thereof.

(d) \*Seal" means the Common Seal of the Company.

(e)\*Director" means a director appointed to the Board of a Company.

(ii) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company. The Company is a "Public Company" within Section 2(71) of the Companies Act, 2013

**“Number” and “Gender”**

(iii) 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.

**Expressions in the Articles to bear the same meaning as in the Act**

(iv) 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.

### **SHARE CAPITAL**

3. The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the power to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special right and conditions in such a manner as may for the time being be provided by the Regulation of the Company as allowed by law.
4. The business of the Company may be commenced soon after obtaining Certificate of incorporation.
5. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same, to such person at such time and on such terms & conditions as they may in their absolute discretion think fit & proper.
6. Shares may be registered in the name of any minor through a guardian only as fully paid shares.
7. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.
8. Subject to the provisions of section 68, 69 and 70 of the Companies Act, 2013 and any statutory amendment or re-enactments thereof and compliance of the provisions thereof by the Company, the Company is authorized to purchase its own shares or other specified securities.
9. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors.
10. The Share Certificate to the Shares registered in the name of two or more person shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.
11. Each fully paid up share shall carry one vote.
12. Subject to the provision of Section 55 of the Companies Act, 2013, the Company may issue preference shares, which shall be redeemed with a period not exceeding Twenty Years from the date of their issue.

### **INCREASE AND REDUCTION OF CAPITAL**

- 13 The Company General Meeting may, from time to time, by ordinary resolution increase the share capital of the Company by the creation of new shares by such sum, to divide into shares of such amount as may be deemed expedient.
14. Subject any special rights or privileges for the time being attached to any shares in the capital of the Company when issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given, the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
15. Before the issue of any new shares, the Company in General meeting may make provisions to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at per or premium. In case no such provision is made by the Company in General meeting, the new shares may be dealt with according to the provisions of these Articles.
- 16 Whenever the Company proposes to increase its subscribes capital by the issue of further shares, such shares shall be offered either to its existing shareholders of employees under ESOP scheme or to any other person subject to the provision of section 62 of the Companies Act, 2013. Such existing shareholders shall have right to renounce the shares offered to him in favour of any other person.
- 17 Subject to the provisions of the Company Act, 2013, the Company may, from time to time in any manner, by special resolution and subject to any consent required under the Companies Act 2013, reduce:
  - a. its share capital,
  - b. Any capital redemption reserve account; of
  - c. Any share premium account
18. Subject to provisions of the Companies Act, 2013 the Board may accept from any member, to surrender, on such terms and conditions as shall be agreed, of all or any of his shares.

#### **ALTERNATION OF SHARE CAPITAL**

19. The Company, by ordinary resolution may, from time to time.
  - a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

- b) Sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
- c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or /reed to be taken by any person and diminish the amount of its share capital by the amount of share so cancelled. Where any share capital is sub-divided, the Company in General Meeting, subject to the Sections 43, 47 and other provisions of the Companies Act, 2013, may determine that as between the holders of the share resulting from sub-division, one or more of such share shall have same preferential or special rights as regards dividend, payment of capital, voting or otherwise.

#### **LIEN**

- 20. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon on the share (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagement (whether presently payable or not) solely or jointly with any other person, to or with the company, whether the period for the payment, fulfilment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly of in part exempt from the provisions of this clause.

#### **CALLS ON SHARES AND TRANSFER OF SHARES**

- 21. The Directors are empowered to make call on members of any amount payable at a time fixed by them. However, the Company may accept from any member, the whole or a part of the amount remainina unpaid on any shares held by him even if no part of that amount has been called up.
- 22. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other share holder the shares offered at the fair value and if the offer is accepted, the share shall be transferred to the acceptors and if the shares or any of them, are not so accepted within one month from the date of notice to the Board the members proposing transfers shall, at any time within Two months afterwards, be at liberty, subject to Articles 23 and 24 hereof, to sell and transfer the shares to any persons at the same or at higher price.

In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.

- 23. No transfer of shares shall be made or registered without the previous sanction of the Directors expect when the transfer is made by any member of the Company to another member or to a

member's wife or child or children or his heirs. The Directors may decline to sanction the transfer subject to Section 58 of the Companies Act, 2013.

24. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 of the Companies Act, 2013.
25. Subject to section 58 of the Companies Act, 2013 the Directors may in their discretion, refuse to register the transfer of any shares to any persons, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.
26. At the death of any members his or her shares be recognized as the property of his or her heirs upon production of reasonable evidence as may require by the Board of Directors.
27. Subject to sec 56 of the Companies Act, 2013, every instrument of transfer, duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the director may require.
28. The Certificate of title of share shall be provided attaching of the seal of the Company.

#### **FORFEITURE OF SHARES**

29. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued
30. 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.
31. If the requirements of any such notice as aforesaid are not complied with, any 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.
32. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.  
  
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

33. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) 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.
34. (i) 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.
- (ii) The company may receive the consideration. If any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposal of.
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
35. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified

#### **BUY-BACK OF SHARES**

36. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **GENERAL MEETING**

37. All General meeting other than the Annual General Meeting shall be called Extra-ordinary General Meetings.
38. (a) The Board may whenever it thinks fit call an Extra-ordinary General Meetings.
- (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.

- (c) The Board shall, on a requisition made by, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting call on Extraordinary General Meeting.
39. At least twenty-one days, clear notice of general meetings of the Company, specifying the date, day, hour and place of meeting and the objects shall be given in every such notice calling meeting of the Company there will be appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty-one days if consent is accorded in case of any members holding not less than 95 (Ninety Five) percent of the paid up share capital and is given a right to vote in a meeting.
40. No business shall be transacted at any general meeting unless quorum of members in present. At least two members present in person shall be the quorum for general meeting subject to the provisions of Section 103 of the Companies Act, 2013.
41. The Chairman, if any, of the Board, shall preside as Chairman of all Board and general meetings of the Company. If at any time the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of the Directors presents to be chairman of such meeting. If no director is present or unwilling to act as Chairman, the members may appoint one of their members as Chairman.
42. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

## **BOARD MEETINGS**

43. The number of Directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The First Directors of the Company shall be:

**1. MADAN LAL JINDAL**

**2. RAJINDER PARSHAD**

The number of Directors shall not be less than two and more than fifteen unless and until otherwise determined by the Company at a General meeting.

44. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) 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.
45. The Board may pay all expenses incurred in getting up and registering the company.
46. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register, and the board may (subject to the provisions of that section) make and very such regulation as it may thinks fit respecting the keeping of any such register.
47. All cheques, promissory notes, drafts, hundis, bill 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 such manner as the Board shall from time to time by resolution determine.
48. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

#### **MINUTES**

49. Directors shall respectively cause minutes of all proceedings of general Meetings and of all proceedings at meetings of Board of Directors or of committee of the Board or by postal ballot to be duly entered in books to be maintained for that purpose in accordance with Section 118 of the Companies Act, 2013.

The minutes of each meeting shall contain:

- a) The fair and correct summary of the proceedings thereat.
- b) The name of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors.
- c) The name of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or committee of Board of Directors.
- d) All appointments made at any meeting. Any such minutes, purposing to be signed in accordance with the provisions of Section 118 of the Act, shall be evidence of the proceedings.

#### **DIRECTORS**

50. The number of Directors shall not be less than two and not more than fifteen.
51. The following shall be remain the First Directors of the Company.

- 1. MADAN LAL JINDAL**
- 2. RAJINDER PARSHAD**



The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.

52. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles. Any Directors so appointed shall hold office up to the date of the next Annual general meeting or the last date on which the annual General meeting should have been held, whichever is earlier.
53. The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profit and partly in one way or partly in another and the has to be retiled by the share holders in the General meeting as per the Provision of Section 196 and Schedule V of the Companies Act 2013.
54. The quorum necessary for the transaction, of the business of the Board meeting subject to section 174 of the Companies Act 2013, shall be one third of the total strength or at least two whichever is higher.
55. The Company shall not, directly or indirectly, advance any loan, or a loan represented as a book debt to any of its Managing/whole Time directors or to any person in whom such managing/ Whole Time director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Companies Act, 2013.
56. Subject to section 175 of the Companies Act 2013,a resolution in writing signed by the Director's except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purpose as a resolution passed at a meeting of Directors duly called, held and constituted
57. Subject to the provisions of Section 161 of the Companies Act, 2013, The Board of Directors may, by passing a resolution in Board Meeting appoint a person as an alternate director in place of a director who is absent from India for a period not less than 3 (Three) months. Such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Directors which he represents and shall be entitled to receive notice to attend and to vote a Director's meeting on behalf of meeting attended by him. Such alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.
58. The Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction, and management and

superintendence of the business of the company with full powers to do all such acts, matters and things deemed necessary proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit, subject to the limit fixed by the Board of Directors under Section 179 of the Companies Act 2013 and sign contracts and to draw, make sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundis drafts, Government Promissory Notes and other Government securities and such other instruments.

59. The Director may delegate all or any of their powers to such other Directors Managers or other persons as they think fit and shall have power to grant any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 179 and 166 of the Companies Act, 2013.
60. Subject to Provision under section 197 and schedule V of the Companies Act, 2013 the director shall receive such remuneration for their service as may, from time to time, be determined by the Company in general meeting or in Board Meeting or may be contained in an agreement, if any, between the Company and any Director or Directors.
61. A Director shall not be required to hold any qualification share in the Company and also not required to retire by rotation.
62. The Director shall also be paid travelling and other expenses of attending and returning from meeting to the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the company. The Directors may also be remunerated for any extra service rendered by them outside their ordinary duties as Director, subject to the provisions of section 188 of the Companies Act 2013.
63. Subject to the provisions of the companies Act, 2013 and the Rules framed there under Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the Board for each meeting attended by him.
64. The Board of Directors may participate in board meeting by telephone or video conferencing or any other means of contemporaneous communication.
65. A Written Resolution circulated to all the Director, whether in India or overseas and signed by majority of them as approved, shall (subject to the provisions of section 175 of the Companies Act 2013) be as valid and effective as a resolution duly passed at the meeting of the Board.
66. The controlling shareholders shall have the right to appoint managing director of the company. Whenever, the managing Director has been appointed in a Board Meeting and has not been approved by shareholders in the general meeting, all the acts done by such person in such duration shall not be invalid.

## **POWER AND DUTIES OF DIRECTORS**

67. The following powers shall be exercised by the Board or any Committee of the Board, or otherwise by the Company as may be so required.
- a) To make calls on shareholders in respect of moneys unpaid on shares held by them.
  - b) To increase or reduce the Company's capital.
  - c) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares.
  - d) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.
  - e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
  - f) To issue and allot new shares.
  - g) To make any Rights issues of shares.
  - h) To adopt any resolution to alter the Memorandum and Article of Association.
  - i) To invest or to join any company to invest any other company.
  - j) To issues Debentures.
  - K) To undertake or permit any merger, consolidation or reorganisation of the Company.
  - l) To decide on the declaration of dividends and appropriation of profits according to provisions of Section 51 of the Companies Act, 2013.
  - m) Subject to the provisions of section 186 of the Companies Act, 2013, to give to make any loan to any person or other body corporate or give guarantee or provide security in connection with a loan made by any other person to or to any other person by any body corporate.
68. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General meeting, subject nevertheless to any regulation of the Articles, to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations of provisions as may be prescribed by the Company in general meeting but no regulation made by the Company general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

69. The Board of Directors may from time to time, pay to the members such interim dividends as appear to be justified from the profits of the Company subject to the provisions of Section 123 of Companies Act, 2013.

#### **DIRECTOR'S RESPONSIBILITY**

70. Subject to the provisions of the Companies Act, 2013 no director, Managing Director/Whole Time Director/Manager/CEO/CFO of the Secretary or any other officer of the Company shall be liable for the acts, receipts, negligence of any other Director or Officer for the signing in any receipt of their acts for conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by the order of the Directors for or on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the company shall be invested or for any loss or damages arising from bankruptcy, insolvency or tumouts acts or any person with whom any money, securities effects of the company shall be invested or for any loss occasioned by the error or judgement or oversight or for any other loss, or damage or misfortune whatsoever which shall happen in the execution of the duties of such officer or in relation thereto unless the same happens through his own dishonesty and wilful neglect.

#### **BORROWING POWERS**

71. Subject to section 73-76A and 179 of the Companies Act 2013, and Resolutions made thereunder and Directors issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member companies or banks or they may themselves advance money to the company on such interest or no interest as may be approved by the Directors, without security or on security.
72. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and condition in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.
73. Any debenture, bonds, or other securities may be issued at premium or otherwise and with special privileges as to redemption, surrender, drawing and allotment of shares of the Company and otherwise.

#### **OPERATION OF BANK ACCOUNTS**

74. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundis and bills or may authorise any other person or persons to exercise such powers.

## **ACCOUNTS**

75. a) The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members (not being Director).
- b) No members (not being Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General meeting.
76. The Directors shall in all respect comply with the provisions of section 128, 129, 133, 134, 137, 207 of the companies Act, 2013, profit and Loss Account, Balance Sheet and Auditors Report and every other document required by law to be annexed or attached as the case may be, to the Balance Sheet to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the company at least twenty one days before the date of Annual general meeting of the company at which they are to be laid, subject to the provisions of section 136 of the Act.

## **AUDIT**

77. (a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- (b) Subject to the provisions of Chapter X of the Companies Act, 2013, the Company shall, at first Annual General meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its Sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting.
- (c) The remuneration of the Auditor shall be fixed by the Company in the Annual General meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
- (d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

## **COMMON SEAL**

78. (a) The Director may, with a resolution passed in Board meeting, decide to have Common seal in place, be made of metal.

- (b) The Board shall provide for the safe custody of the Company's Common Seal.

#### **SECRECY**

79. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant. agent accountant or other persons employed in the business of the company shall. if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matter relating hereto and shall by 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 to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

#### **WINDING UP**

80. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.

#### **INDEMNITY**

81. Subject to the provisions of the Companies Act 2013, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified out of the assets of the Company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.

\*Pursuant to the conversion of the Company from a private company to a public company, new set of Articles have been adopted vide Special Resolution in the Extra Ordinary General Meeting held on Friday, 05<sup>th</sup> Day of September 2025.

Name, addresses and occupation of the subscribers	No. of Equity Shares taken by each subscribers	Signature of the subscribers	Signature of witness with addresses Description and occupations
1. MADADN LAL JINDAL S/O Net Ram Jinda Delhi Road Hissar  Business	100 (One hundred)	Sd/ (Madan Lal Jindal)	I witness the signatures of a the signatories
2. RAJINDER PARSHAD S/o Sh. Murari Lal 41/71, Punjabi Bagh New Delhi  Business	100 (One hundred)	Sd/ (Rajinder Parshad)	Sd/-. (R K. Pandey) R.Kishore & Co Chartered Accountants 36 5, West Pate Nagar, New Delhi-110008
TOTAL	200 (Two hundred)		

