

UNDER THE COMPANIES ACT' 2013
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KVS CASTINGS LIMITED
[A COMPANY LIMITED BY SHARES]

I. Interpretation

- 1) In these regulations: "the Act" means the Companies Act 2013.
- 2) Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
PUBLIC COMPANY
- 3) *¹Public Company means a company which-
 - a. is not a Private Company.
 - b. has a minimum paid-up capital as may be prescribed. Provided that a company which is a subsidiary of a company not being a private company shall be deemed to be public company for the purpose of this act even where such subsidiary company continues to be a private company in its articles.

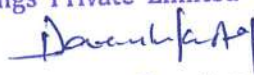
II. Share Capital and Variation of rights

- 1) Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of an ordinary resolution in a general meeting of the Company give any person the right to call on any shares either at par or at a premium during such time and for such consideration that the Board may deem fit.

(ii) The authorised share capital of the Company shall be such amount and be divided into such shares as may from time to time as may be provided in Clause V of Memorandum of Association of the Company with power to Board to reclassify reduce subdivide consolidate and increase and with power from time to time to issue any shares of the original capital or any new capital with and subject to any preferential qualified or special rights privileges or conditions may be thought fit and upon the sub-division of shares to apportion the right to participate in profits in any manner as between the shares resulting from sub-division.
- 2) DEMATERIALIZATION OF SECURITIES Definition for the purpose of Article 3(i) Shareholders means the duly registered holders from time to time of the shares of the company and every person holding shares of the company in electronic format whose name is entered as beneficial owner in the records of depository. (ii) Beneficial Owner means the beneficial owner as defined in the Depositories Act 1996. (iii) Depository means the depository as defined in the Depositories Act 1996. (iv) Depositories Act means the Depositories Act 1996 and any statutory modification and re-enactment thereof.

**¹Note: The company has adopted New Set of Articles of Association by passing Special Resolution vide Dated 02.07.2024 in Extra-Ordinary Meeting as company is converting from Private limited to Public Limited.*

KVS Castings Private Limited


Director

KVS Castings Private Limited


Director

(v) Shares may be held in Depository. The Company may dematerialize rematerialize its shares pursuant to Depositories Act and offer its shares as subscription allotment in a dematerialized form and the provisions of the Articles of Association of the Company in respect to share certificates shall not apply to the shares held with the depository in dematerialized form.

(vi) Transfer Transmission of Shares under the Depositories Act The provisions of the Depositories Act shall apply in respect of the transfer and transmission of shares held by member with the Depository and such transfer of shares and transmission of shares.

(vii) Re-materialisation means process of converting the dematerialized shares back to physical copies of certificates there on non-applicability of provisions of Depositories Act for such physical shares. (i) Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialize its existing Securities rematerialize its Securities held in the Depositories and or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act and the rules framed thereunder if any. (ii) Subject to the applicable provisions of the Act the Company shall issue dematerialize hold the Securities (including Shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act. (iii) Securities in Depositories to be in fungible form. (iv) All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88 and 89 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners. (v) Rights of Depositories Beneficial Owners (a) Notwithstanding anything to the contrary contained in the Act or these Articles a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner (b) Save as otherwise provided in (a) above the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it. (c) Every Person holding Shares of the Company and whose name entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company. (d) The Beneficial Owner of Securities shall in accordance with the provisions of these Articles and the Act be entitled to all the rights and subject to all the liabilities in respect of his Securities which are held by a Depository. (e) Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act the Company shall be entitled to treat the Person whose name appears on the Register as the holder of any Share or whose name appears as the Beneficial Owner of any Share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity equitable contingent future partial interest other claim to or interest in respect of such Shares or (except only as by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto in accordance with these Articles on the part of any other Person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any Share in the joint names of any two or more Persons or the survivor or survivors of them subject to Article (a) above. (f) Register and Index of Beneficial Owners The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country. (g) Service of Documents Notwithstanding anything contained in the Act or these Articles to the contrary where Securities are held in a Depository the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs. (h) Transfer of Securities (A) Subject

to above article (a) of this Article nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. (B) In the case of transfer or transmission of Shares or Securities are being held in any electronic or fungible form in a Depository the provisions of the Depositories Act shall apply. (i) Allotment of Securities dealt with in a Depository Notwithstanding anything in the Act or these Articles where Securities are dealt with by a Depository the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities. (j) Certificate Number and other details of Securities in Depository Nothing contained in the Act or these Articles regarding the necessity of having certificate number distinctive numbers for Securities issued by the Company's shall apply to Securities held with a Depository. (k) Provisions of Articles to apply to Shares held in Depository Except as specifically provided in these Articles the provisions relating to joint holders of shares calls lien on shares forfeiture of shares and transfer and transmission of shares shall be applicable to Shares held in Depository so far as they apply to Shares held in physical form subject to the provisions of the Depositories Act. (l) Depository to furnish information Every Depository shall furnish to the Company in formation about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided (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 twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. (iii) In respect of any share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

- 3) If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
- 4) Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 5) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- 6) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of

the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

- 7) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. The company can issue the shares with differential voting rights subject to compliance of the rules made thereof.
- 8) Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

Lien

- 9) The Company shall have a first and paramount lien 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 on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- 10) The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 11) To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof the purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 12) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

Calls on shares

- 13) The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed Times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days' notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.

KVS Castings Private Limited

Daniel K. A. P.
Director

KVS Castings Private Limited

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Director

- 14) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
- 15) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 16) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 17) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 18) The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve percent per annum as may be agreed upon between the Board and the member paying the sum in advance. Provided any amount paid up in advance of calls on any share shall not in respect thereof confer on the holder of such share the right to receive any dividends declared or to participate in profits of the Company.

Transfer of shares

- 19) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. The company shall use a common form of transfer of shares.
- 20) The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
- 21) The Board may decline to recognise any instrument of transfer unless-(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56.(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. Provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.
- 22) On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time 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.

KVS Castings Private Limited

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Director

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Director

Transmission of shares

- 23) On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 24) Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
- 25) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 26) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
- 27) *²In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

Forfeiture of shares

- 28) If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.

**²Note: Deleted as it is applicable to OPC not to Public Company*

The company has adopted New Set of Articles of Association by passing Special Resolution vide Dated 02.07.2024 in Extra-Ordinary Meeting as company is converting from Private limited to Public Limited.

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Director

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Director

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

Alteration of capital

- 35) The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
- 36) Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
- 37) Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as

Daniel K. P.
Director

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Director

if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.

- 38) The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.

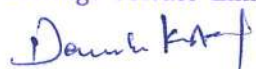
Capitalisation of profits

- 39) The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss Account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- 40) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members.

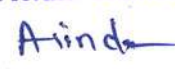
Buy-back of shares

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

KVS Castings Private Limited


Director

KVS Castings Private Limited


Director

General Meetings

- 42) All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 43) The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

- 44) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
- 45) The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
- 46) If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.
- 47) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.
- 48) *³In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

- 49) The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

- 50) Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

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Director

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Director

- 51) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 52) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 53) A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
- 54) Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
- 55) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 56) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Proxy

- 57) The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 58) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
- 59) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is 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.

Board of Directors

- 60) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the Directors of the company: 1. Devendra Kumar Agarwal 2. Arpan Jindal
- 61) The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
- 62) The Board may pay all expenses incurred in getting up and registering the company.
- 63) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section)

KVS Castings Private Limited

Devendra Kumar Agarwal

KVS Castings Private Limited

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make and vary such regulations as it may think fit respecting the keeping of any such register.

- 64) All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine.
- 65) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 66) Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

- 67) The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
- 68) Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
- 69) The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
- 70) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
- 71) The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 72) A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
- 73) A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
- 74) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 75) Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive

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Director

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notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.

- 76) *4 In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

- 77) Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer.
- 78) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.

The Seal

- 79) *5 The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

- 80) The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
- 81) Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 82) The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.

*4 Note: Deleted as it is applicable to OPC not to Public Company

*5 Note: Deleted

The company has adopted New Set of Articles of Association by passing Special Resolution vide Dated 02.07.2024 in Extra-Ordinary Meeting as company is converting from Private limited to Public Limited.

KVS Castings Private Limited



Director

KVS Castings Private Limited



Director

- 83) Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. The company shall not forfeit any unclaimed dividends before the claim becomes barred by law.
- 84) The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 85) Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 86) Any one of two or more joint holders of a share may give effective receipts for any dividend's bonuses or other monies payable in respect of such share.
- 87) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 88) No dividend shall bear interest against the company.

Accounts

- 89) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

- 90) Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

- 91) Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in

KVS Castings Private Limited
Damir Kof
Director

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Director

which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

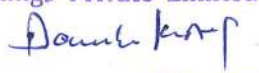
Others

- 92) *⁶ Debentures(i)Subject to the applicable provisions of the Section 71 of Companies Act 2013 and other applicable Law the Company shall have power to issue unsecured secured non-convertible optionally convertible Compulsorily convertible debentures subject to the provisions of the Act. (ii)Any debentures debenture stock or other Securities may be issued at a par premium or otherwise and may be issued on that condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption surrender drawing allotment of Shares attending (but not voting) the General Meeting appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution under Section 62 of the Companies Act 2013. Managing Director(iii)Subject to any contract between the Company and Managing Director and subject to approval of the Shareholders in General Meeting the remuneration of the Managing Director shall from time to time be fixed in accordance with the provision of the Act and may be by way of fixed salary or commission or participation in profits or by any or all of these modes or in any other form and may provide for minimum remuneration in case of loss inadequacy or absence of profits. (iv)The Board of Directors may from time to time entrust to and confer upon the Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they think fit and may confer such powers for such time and to be exercisable for such subjects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or the exclusion of or in the substitution for all or any of the powers of the Directors in that behalf and may from time-to-time revoke withdraw alter or vary all or any of such powers. (v)Unless and until otherwise determined by the Board of Directors the Managing Director may exercise all powers exercisable by the Directors save such powers as by the Act or by these Articles shall be exercisable by the Directors themselves. General Authority(vi)If the Act or any rules framed thereunder requires any specific permission in these Articles for carrying out the mentioned activity by the Board general meeting or the Company than it will be deemed that the same is authorised by these Articles unless and until specifically prohibited by these Articles.

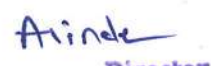
*⁶ Note: Added in New set of Articles of Association

The company has adopted New Set of Articles of Association by passing Special Resolution vide Dated 02.07.2024 in Extra-Ordinary Meeting as company is converting from Private limited to Public Limited.

KVS Castings Private Limited


Director

KVS Castings Private Limited


Director

S.NO	Names, Addresses, Description and Occupation of each subscriber	Signature of Subscriber	Names, Addresses, Description and occupation of witnesses.
1.	ARPAN JINDAL S/O DEVENDRA KUMAR AGGARWAL R/O 530, NAND NIWAS, RAMNAGAR ROAD, KASHIPUR, UDHAM SINGH NAGAR, UTTARAKHAND- 244713 OCCUPATION: BUSINESS	Sd/-	SD/- (CS Manoj Kumar Agarwal) I CS Manoj Kumar Agarwal S/o Late Shri K.M. Lal Agarwal R/o M-9, B.D.A Colony, Tibrinath Complex, Prem Nagar, Bareilly, Practicing Company Secretary do hereby declare that I am witnessing the signatures of herein mentioned persons. M. No. 5940, C.P. No. 6070
2.	DEVENDRA KUMAR AGARWAL S/O MITHLESH KUMAR AGARWAL R/O 530, NAND NIWAS, RAMNAGAR ROAD, KASHIPUR, UDHAM SINGH NAGAR, UTTARAKHAND- 244713 OCCUPATION: BUSINESS	Sd/-	
3.	PUNEET MOHINDER S/O SHUBHASH CHANDER MOHINDER R/O C/O BASANT VIHAR, GIRI TAAL, KASHIPUR, UDHAM SINGH NAGAR, UTTARAKHAND- 244713 (ON BEHALF OF ANNAPURNA STEELS PRIVATE LIMITED, R/O D-6, BLOCK-D, VIVEK VIHAR, PH-I, NEW DELHI, EAST DELHI- 110095, HAVING CIN: U74899DL1985PTC021935) OCCUPATION: SERVICEMAN	Sd/-	

For KVS Castings Pvt. Ltd.

Aindia
Director
KVS Castings Private Limited
Danku Kany
Director

For KVS Castings Pvt. Ltd.

Aindia
Director
KVS Castings Private Limited
Aindia
Director

4.	BRAHAM PARKASH GOEL S/O BRIJ GOPAL GOEL R/O 1085, GIRITAAL CHAMUNDA VIHAR, KASHIPUR, UDHAM SINGH NAGAR, UTTARAKHAND- 244713 (ON BEHALF OF KASHI VISHWANATH STEELS PRIVATE LIMITED, R/O D-6, BLOCK-D, VIVEK VIHAR, PH-I, NEW DELHI, EAST DELHI- 110095, HAVING CIN: U64201DL1985PTC021933) OCCUPATION: SERVICEMAN	Sd/-	
5.	SUMIT AGARWAL S/O SARVESH KUMAR AGARWAL R/O 106/8 KAPAS MILL COLONI, BAJPUR ROAD, KASHIPUR, WARD NUMBER- 03, KASHIPUR, UDHAM SINGH NAGAR, UTTARAKHAND- 244713 (ON BEHALF OF KUMAUN GARHWAL INFRASTRUCTURAL INDUSTRIAL CORPORATION PRIVATE LIMITED, R/O D-6, BLOCK-D, VIVEK VIHAR, PH-I NEW DELHI, EAST DELHI- 110095, HAVING CIN: U45202DL2004PTC126897) OCCUPATION: SERVICEMAN	Sd/-	SD/-
6.	MITHLESH KUMAR AGARWAL S/O NAND KISHORE R/O 530, RAMNAGAR ROAD, KATORATAL PORVI, KASHIPUR, UDHAM SINGH NAGAR, UTTARAKHAND- 244713 (ON BEHALF OF SHARMA INVESTMENTS LIMITED, R/O C/O REKHA AGARWAL, D-6, BLOCK-D, VIVEK VIHAR, PH-1,	Sd/-	

(CS Manoj Kumar Agarwal)
I CS Manoj Kumar Agarwal S/o Late Shri K.M. Lal Agarwal
R/o M-9, B.D.A Colony, Tibrinath Complex, Prem Nagar, Bareilly, Practicing Company Secretary do hereby declare that I am
witnessing the signatures of herein mentioned persons.
M. No. 5940, C.P. No. 6070

7.	NEW DELHI- 110095, HAVING CIN: U65993DL1995PLC275870) OCCUPATION: BUSINESS DINESH GOEL S/O TARSEM LAL GOEL R/O S/O TARSEM LAL GOEL, DEEPAK MEDICAL STORE, RAMNAGAR ROAD, KATORATAL, NEAR GOVERMANT HOSPITAL, KASHIPUR, UDHAM SINGH NAGAR, UTTARAKHAND- 244713 (ON BEHALF OF TOMAR INVESTMENTS LIMITED, R/O D-6, BLOCK-D, VIVEK VIHAR, PHASE-1, NEW DELHI- 110095, HAVING CIN: U67120DL1995PLC273511) OCCUPATION: SERVICEMAN	Sd/-	SD/- (CS Manoj Kumar Agarwal) I CS Manoj Kumar Agarwal S/o Late Shri K.M. Lal Agarwal R/o M-9, B.D.A Colony, Tibrinath Complex, Prem Nagar, Bareilly, Practicing Company Secretary do hereby declare that I am witnessing the signatures of herein mentioned persons. M. No. 5940, C.P. No. 6070
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Place: DELHI

Date: 10th June 2019

For KVS Castings Pvt. Ltd.
KVS Castings Private Limited
Damodar
Director

Avinash
Director

For KVS Castings Pvt. Ltd.
KVS Castings Private Limited
Damodar
Director

Avinash
Director