

(THE COMPANIES ACT 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION*
OF
BIHAR SPONGE IRON LIMITED

- I. The name of the company is “BIHAR SPONGE IRON LIMITED”.**
- II. The Registered office of the company will be situated in the State of Bihar.**
- III. The objects for which the company is established are :**

A. THE MAIN OBJECTS TO BE PURSUED ON ITS INCORPORATION ARE :

1. To produce, manufacture, purchase, export, sell and to deal in all kinds of per-reduced forms of iron such as sponge iron, grey iron, alloy iron, ductile iron, malleable iron, pig iron, cast iron and special iron and all kinds of steel in all forms including alloy steel and stainless steel and/or bye products thereof, and all kinds of goods, products, articles or merchandise whatsoever manufactured wholly or-partly from steels and other metals and alloys bearing metals.
2. To engage in the trades or business of iron ore processors, iron masters, steel makers, steel converters, rolled steel makers miners, smelters, engineers, tinplate makers and iron founders in all their respective branches and manufacture of all kinds of agglomerated steel products such as -bars, rods and sections, sheets and plates, wires and wire products of iron steel And other metals and to conduct and carry-on any business relating to rolling, casting, welding, extruding, stretch- reducing, forging, forming, processing, drawing, machining, grinding, processing, working or finishing all kinds of metals and alloys.
3. To search for, get work, raise, make merchantable, sell and dealt in iron, steel, steel products, coal, iron, stone, lime, limestone, manganese, ferromanganese, magnetite, clay, fire clay, fire bricks, brick earth bricks. Tiles, and other metals, minerals, and substance and to manufacture and sell briquette and other fuel, and generally to undertake and carry on any business, transaction of operation commonly undertaken or carried on by explorers, prosecutors or concessionaries and to search for, win, work, get calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances and to buy, sell, manufacture and deal in minerals and mineral products, plant and machinery, and other things capable of being used in connection with mining or metallurgical operations and to take up the business of founders, moulders, mechanical, structural, chemical, electrical or civil engineers.
4. To mine, quarry, smelt, refine, manufacture, process, fabricate, purchase or otherwise acquire, sell or otherwise dispose of or deal in ores, metals and alloys and metal goods, wares and products of all kinds, chemicals, chemical substances, minerals or other materials of every kind needed for or resulting from the mining, production or processing of iron, steel or other ferrous or non-ferrous metals and alloys and-products of every kind.
5. To carry on the business of iron founders, coke manufacturers, mechanical engineers, manufacturers of agricultural implements and other machinery, tool makers, brass founders, metal workers, boilers makers, mill wrights, machinists , iron and steel converters smith, painters, metallurgists , electrical engineers, water supply engineers, manufacturer of brass , copper, and other metals and to buy, sell, manufacture, repair, convert, alter, let on hire and sell and deal in machinery, implements, and all sort of metals.

***Memorandum of Association adopted vide special resolution dated 21st December, 2020 passed through Postal ballot.**

6. To carry on the business as manufactures, producers, assemblers, traders, buyers, sellers, importers, exporters, distributors, agents, factors, stockiest, commission agent, consignment agents, wholesalers, retailers of all kinds of tubes including collapsible tubes PET, containers, made of plastic glass, cellulose, PET, HDPE Bottles and caps, rubber, metal foils, gelatin, tin flexible and any other material both in India and abroad.#
7. *To carry on all or any of the business of manufacturers, buyers, sellers and distributors, agent or dealers (whether whole sale, retail or otherwise) of any kind of Metal Wires, Welding Wires, Arc Welding Electrodes, Gas Welding Electrodes, Submersed Welding Electrodes, SAW Wire and SAW Flux, Electrodes of all kinds whether used for welding or for other purposes, including graphite electrodes, FCAW and other appliances and accessories of all types used for or in connection with the said welding electrodes and to carry on all or any of the business as manufacturer, dealer, agent, importer, exporter, service provider of machineries, apparatuses, accessories and welding filler metals for welding, soldering and brazing by arc welding process whether or not capable of cutting, in India or abroad.*

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III(A) ARE :

1. To acquire from any person or any source, technical information, know-how data, processes, formulae, techniques and methods, engineering, manufacturing and operating data, plans, layouts, blueprints and maintenance operation of the plant, machinery equipments and facilities whatsoever required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
2. To act as stockists, distributors, trustees, attorneys and agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants tradesmen insurers and others end generally to undertake and carry out agency work of any kind whatsoever and transact all types of agency and commission business in connection with the main objects of the Company.
3. To enter into contracts, agreements and arrangements with any other company, firm, or person for the carrying out by such other company, firm, or person on behalf of the Company of the objects for which the Company is formed.
4. To carry on business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacturers: of merchandise, goods, materials and machinery of all kinds of spare parts,
5. To manufacture, buy, sell, import, export, exchange and deal in, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, equipment, apparatus, tools utensils, receptacles, substances, materials, articles and things necessary, useful or convenient for carrying on any of the businesses or processes of the Company usually dealt in by persons engaged in the like business or processes.

#inserted vide special resolution dated 21st December, 2020 passed through Postal ballot.

6. To manufacture , import , export, deal in or prepare for market, revise, clean, restore, recondition, treat and otherwise manipulate and deal and turn to account by any process or means whatsoever all by-products, refuse and waster,-and: other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients. Substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought it.
7. To buy, sell, manufacture, refine, manipulate, import, export and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company.
8. To import and purchase any machinery, implements, materials, articles and stores and to do all things for developing the resources of the property, estate and lands including mining property in connection with the main objects of the Company.
9. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
10. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
11. To carry on any business or branch of a business which this company is authorised to carry on or by means, or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing -the losses of any business or branch so carried out, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried an including power at any time and either temporarily or permanently to close any such branch or business.
12. To nominate-Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
13. To take part in the supervision and control of the business or operations of any Company or undertaking.
14. For the purpose mentioned in the preceding clause, to nominate, appoint and remunerate any Directors, trustees, accountants or others experts or agents subject to the provision of the Companies Act and other law of the land in force.
15. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock in trade and either to retain any property to be acquired for the purpose of the Company's business or to turn the same ta accounts as may seem expedient.
16. To let on lease or on hire - purchase system or to lend or otherwise dispose of any property belonging to the Company and to finance the-purchase of any article, or articles weather made by the Company or not, by way of loans or by the purchase of any such article or

articles and the letting thereof on the hire- purchase system or otherwise howsoever far enhancements of the business of the Company.

17. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf, and generally to invest and deal with the money of the Company in or upon such securities and such manner as from time to time be determined and to hold, sell or otherwise deal with such investments.
18. To sell, lease, grant licences, easements and other right and in any other manner deal with or dispose of the undertaking, property, assets, right and effects of the Company, or any part thereof, for such consideration as the Company may think fit and in particular, for shares, debentures, or securities, of any other Company.
19. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carry on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
20. To enter into any partnership or partially amalgamate with or acquire interest in the business of any other Company, person or firm or enter into any arrangement for sharing profits or losses or for any union of interest, joint venture or for reciprocal concession or co-operation or engaged in or about to carry on, or engage in or being authorised to carry on or engage in, any business or transactions which this company is authorised to carry on or engage in, any business or transaction, capable of being conducted so as directly or indirectly to benefit this Company.
21. To acquire, carry on any other 'business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with 'the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accept -by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal in any share, debentures, debenture stock or securities so received.
22. To amalgamate with any other company whose objects are, or include objects similar to those of this company whether by sale or purchase for fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other company as aforesaid or in any other manner subject to the compliance of the relevant provisions of the Act.
23. To acquire, take up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company, Corporation or Authority constituted or carrying on business in India or in any foreign country, and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any government Commissioner, Public body, or authority, "supreme, municipal, local or otherwise, whether in India-or any foreign country.

24. To acquire any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
25. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights, and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of such other company.
26. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Govt. authority, person or company rights, privileges, charters, contracts, licences and concessions which the Company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
27. To apply for purchase or otherwise, acquire, and protect and renew in any part of the world any patents, patent rights, invention, trademarks, designs, licences, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise, turn to account the property, rights, or information as acquired, and to expend money in experimenting upon testing or improving any such patents, inventions or rights.
28. To establish, provide, maintain and conduct, or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and test of all kinds and to promote studies and research, both scientific and technical investigations and invention by providing, subsidizing, endowing or assisting laboratories, -workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind whether or not such activities are likely to assist any of the business which the company is authorised to carry on.
29. To make donations to such persons or institutions and in such cases and either of each or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connection of such persons and, in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump sum and to

make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds of or for such persons, provided that the Company shall not make any donation to any political parties under any circumstances.

30. To refer, or agree to refer, any claim, demand, dispute, or any other question by or against the company, or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and third parties to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.
31. To pay for any rights or property acquired by the company and to remunerate any person or company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business, whether by cash payment or by the allotment of shares, debentures or other securities of the Company, credited as paid up in full or in part or otherwise.
32. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations not amounting to political contribution.
33. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to guarantee the performance of any contractor obligation and the payment of money of-or by any such persons or companies and generally to give guarantees and indemnities. ,
34. To invest and deal with the moneys of the Company not immediately required in such manner as May from time to time determined.
35. Subject to compliance of section 58A of the Act, to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit including with the right to convert into shares and in particular, by the issue of debentures or debenture-stock (Perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital and also by a similar mortgage, 'charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be.
36. To undertake and execute any trust {including 'the office of executor, administrator, receiver or liquidator) the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of-or for the benefit of the Company and with or without any declared trust in favour of the Company.
37. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

38. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
39. To distribute among the members in specific any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
40. To insure the whole or any part of the property of the company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
41. To carry out in any part of the world and or any part of the company's object as principal, agents, factor, trustee, contractor or otherwise, either alone or in conjunction with any other person, firm association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
42. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any states, territories, possession, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and for discontinue such number of offices and agencies therein as may be convenient.
43. To procure the Company to be registered or recognised in any part of the world.
44. To undertake, carry out, promote and sponsor programmes for rural development including any programme for promoting social and economic welfare or the uplift of the people in any rural area and to include any expenditure on any such programme of rural development and to assist execution and promotion thereof either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme for Rural Development" shall also include any programme for promoting the social and economic welfare or the uplift of the people in any rural areas which the Directors may consider likely to promote and assist rural development and that the words "Rural Area" shall include such areas as may be regarded as rural areas under Section 35 CC of the Income-Tax Act, 1964 or any other law relating to rural development for time being in force or as may be regarded by the Directors as rural areas and in order to implement any of the above mentioned objects or purposes, the Directors may at their discretion, transfer without consideration of at such full or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or local body or authority or central or State Government or any public institutions or trusts or funds or any other agency devoted to the work of rural development as the Directors may approve.
45. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social, economic and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the company may think fit and the company may at its discretion, in order to implement any of the above mentioned objects or purposes, transfer

without consideration or at such fair or concessional value. as the Company may think fit and divert the ownership of any property of the company to or in favour of any public or local body or authority or central or state government or any public institutions or trusts or funds or any other agency devoted to the work of rural development as the Directors may approve.

46. Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures, conferences or seminars, workshops, training programmes, etc. likely to advance the aforesaid objects or for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students' or other scholars or consultants or persons to enable them to persecute their studies or academic pursuits and for establishing or assisting any institution, fund, trust etc., having any one of the aforesaid objects as one of its-objects.
47. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers here-in-before set forth, - either alone or in association with others act or acts, thing or things, incidental or appurtenant to or growing out of, connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
48. To generate, accumulate and supply electricity or other energy for running the Company's mills, factories, plants and machinery and for other purposes of the business of the Company and to dispose of any surplus electricity or energy for any other purposes and on any terms and conditions and in any manner as the Company thinks expedient and for such purposes to acquire or construct, lay down, establish, fix and carry out ail plant, power house, cables, wire, lines, accumulators, transformers, lamps and works and to carry on the business of electricians and engineers and to do, execute and transact all such other works, acts, matters and things as-the Company may think expedient or convenient in connection therewith.

IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. The authorised share capital of the company is Rs.100,00,00,000/- (Rupees One Hundred Crores) divided into 10,00,00,000 (Ten Crores) Equity shares of Rs.10/- (Rupees Ten) each.