

**MEMORANDUM OF ASSOCIATION
&
ARTICLES OF ASSOCIATION**

VEDANTA IRON AND STEEL LIMITED

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**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that VEDANTA IRON AND STEEL LIMITED is incorporated on this TENTH day of OCTOBER TWO THOUSAND TWENTY THREE under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U24109MH2023PLC411777**

The Permanent Account Number (PAN) of the company is **AAJCV6998E***

The Tax Deduction and Collection Account Number (TAN) of the company is **MUMV33168C***

Given under my hand at Manesar this TENTH day of OCTOBER TWO THOUSAND TWENTY THREE

Document certified by DS MINISTRY OF
CORPORATE AFFAIRS 10 <roc.crc@mca.gov.in>

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS 10
Date: 2023.10.11 23:37:55 IST

Pankaj Srivastava

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

VEDANTA IRON AND STEEL LIMITED

C-103 ATUL PROJECTS,CORPORATE AVENUE NEW LINK,Chakala Midc,Mumbai,Mumbai-400093,Maharashtra

*as issued by Income tax Department



THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

TABLE –A

MEMORANDUM OF ASSOCIATION

OF

***VEDANTA IRON AND STEEL LIMITED**

- I. The name of Company is ***VEDANTA IRON AND STEEL LIMITED.**
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- III. The Objects for which the Company is established are:

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

1. To carry on or to be interested or engaged in either solely or in partnership with other companies, corporation, or individual, or firm or any other association or person as explorers and miners of ferrous ores and minerals and manufacturers exporters, importers, buyers, sellers, agents and dealers in all kinds and description of iron and steel, but not limited to iron ore, pig iron, structural steel, stainless steel, carbon steel, alloy steel, mild steel, micro-alloy steel, tool steel and other special steel group and their products such as ingots, billets, blooms, sheets, strips, rounds, rods, bars, tops, squares, invert angles, valve, plates mining U-beam, elevator guide channels, flats, slabs, I-Beams, H-Beams, rails, joints, joist, channels, angles, rolls, steel, strips, plates plain and cooled twisted bars, Z-sections, shafting, structural pipes, tubes, wires, Ductile iron pipes, foundry castings, iron powder etc., and all other varieties of profiles and products whether forged, rolled, cast or drawn and all products intermediated and by-products consequent to or obtained in the process of manufacture of above articles and to carry on any other business (manufacture or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or either calculated directly or indirectly to enhance the value, if any, of the Company's properties and rights for the time being.*
2. To generate and transmit electrical power by conventional and nonconventional methods including coal, gas, lignite, oil, bio-mass, waste, thermal, solar, atomic, ocean energy, geo-hydel, wind and tidal waves or any other form of energy; and to transmit, distribute, buy, sell, supply, exchange, market, function as a licensee and otherwise deal in power and energy and for that purpose to own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on control, take on hire or lease, power generation plants of all kinds including waste heat recovery power plants, co-generation plants, wind farms, solar farms, hydel projects, thermal power plant/stations etc. and transmission lines and grids.*

**Shareholders in their meeting held on February 24, 2026 approved the insertion of additional clause/amendments to the existing Memorandum of Association*

3. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, Portland cement, GGBFS, slag cement and its varieties, alumina cement, lime and lime-stone and by-products thereof, cement-pipes, sheets and other building materials, refractories and bricks and in connection therewith to take on lease or acquire, erect, construct, establish, operate and maintain cement factories, quarries and collieries, workshop and other works.*
4. To take on lease, purchase or otherwise acquire mining and other rights together with the veins, seams or beds of ferrous/non-ferrous minerals, coal and other minerals, and to bid for, apply for, obtain, renew, hold, transfer, assign and otherwise deal in composite licences, prospecting licences, exploration permits and Government concessions (including mining leases and other mineral rights) in India and/or overseas, together with all mining rights, grants, concessions and effects appertaining or belonging thereto, and all or any other works, lands, hereditaments and premises held in connection therewith, at such price and consideration and upon such terms and conditions as the Company may think fit; and to carry on the business relating to mining and working of minerals, mines, ores, mineral oils and mineral substances of all kinds, the production and working of metals and all other materials connected thereto, and to undertake all activities incidental or ancillary thereto.*
5. To carry on the business of mechanical, electrical, railway, marine, aeronautical, agricultural, sanitary, civil and constructional engineers, ferrous and non-ferrous metal founders, casters, spinners, rollers, and workers of all metals and their alloys, welders by any process whatsoever of ferrous and non ferrous metals and metal compounds, manufacturers of welding applications, tool makers, metal workers, boiler makers, mill-wrights, machinists, manufacturers of iron, pig iron, steel, metal wires, ingots, metals and their alloys of all kinds and descriptions, metal conductors, wires, galvanized wires, rods and things in all its branches, wire nails, bolts, nuts and appliances, tools and implements, sheets that could be manufactured out of aluminium, iron, steel, brass, zinc, copper, gold, silver or any other kind and combination of metal, converters of iron and steel and other metals, smiths, tin manufacturers and tinkers, wheelwrights, wood workers, builders, painters, metallurgists, water supply engineers, gas makers, varnishers, vulcanizers, electroplaters, silverplates, nickelplates, aluminium platers, importers, exporters and distributors in all kinds of plant and machinery, apparatus, tools, component parts, accessories, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in any kind of metals, machinery, implements, tools, accessories, rolling stock.
6. To carry on the business of manufacturing, producing, casting, fabricating, processing, treating, finishing, assembling, testing, grading, packing, branding, marketing, selling, trading, importing, exporting and otherwise dealing in ductile iron (DI) pipes, cast iron pipes, steel pipes and tubes, pipes of all kinds, pipe fittings and accessories (including bends, sockets, joints, couplings, flanges, valves and other connected components), and such other infrastructure products and materials as may be required for water supply, sewerage, drainage, irrigation, industrial and other infrastructure projects, and to undertake all activities incidental or ancillary thereto.*
7. To carry on the business of developing, constructing, establishing, owning, operating, managing, maintaining, upgrading and providing mining logistics and related infrastructure and facilities, including beneficiation plants, mineral processing and beneficiation facilities, crushing and screening units, conveyor systems, slurry pipelines and other transport systems, railway sidings and related rail infrastructure, ports, jetties, wharves, terminals, stockyards, storage yards, warehouses, transshipment facilities and material handling systems (including ship loaders/unloaders, stackers, reclaimers and allied equipment), and to provide logistics, handling, storage, transportation, evacuation and other allied services for minerals and other bulk materials, and to undertake all activities incidental or ancillary thereto.*

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8. To carry on the business as structural engineers, construction engineers, mechanical engineers, electrical engineers, automobile engineers, fabricators, iron founders, fitters, wire drawers, tool-makers, enamellers, electroplaters, painters, tools, equipment, metal workers, smiths, wood-workers and metallurgists and in particular to manufacture and fabricate engineering goods, machine tools, precision instruments, pneumatic tools, structural steels and material handling equipment.
9. To carry on the business of manufacturing, converting, altering, processing, assembling, improving, buying, selling, exchanging, importing, exporting, operating, distributing or otherwise dealing in any or all of the following items, namely:
 - (i) Electronic and electrical equipment, instruments, components and parts for consumer electronics and appliances, telecommunications, space application, automotive electronics, industrial applications including integrated circuits and packages, semiconductor devices, chips, television sets, video recorders and computer peripherals, monitors, micro-processors, logic controllers and other control equipment, all types of radar, transmitters and receivers, telephone, switching equipment and systems, calculators and digital electronic devices and instruments.
 - (ii) Pig iron and all types of steel including alloy, special steels, stainless steel, cold and hot rolled steels.
 - (iii) Equipment for production and conservation of energy covering non- conventional and renewable/non-renewable sources of energy including wind driven generators, solar powered equipment and all types of batteries and accumulators and the components, parts and accessories thereof.
 - (iv) All types of finished leather goods.
10. To carry on business of manufacturing Sinter, pellets, Sponge iron, Cast iron including derivatives thereof and all types of Steel including structural steel, in the form of cast, rolled or forged or in any other form, machine tools, precision instruments, pneumatic tools, material handling equipment and other engineering goods, and marketing the same, both in wholesale and retails in local and international markets.*
11. To carry on the business of sale of waste gases emanating from the Pig Iron, blast furnace, coke oven or any other process for the purpose of utilizing of its energy content, calorific value or sensible heat.
12. To carry on the business of generation of power from the waste gases emanating from the pig iron blast furnace, coke oven and to supply/market the same to local parties and Government/Electricity Board.*

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECT:

13. To purchase, or tenancy or in exchange hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate, deal with, and turn to account concessions, grants, decrees, licenses, privileges, claims, options, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.

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14. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
15. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either through agents, sub-contractors, trustees or otherwise.
16. To sell, exchange, mortgage, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.
17. To pay for any rights or property services acquired by the Company and to remunerate any person, firm or body corporate for rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid-up in full or in part or otherwise.
18. To lend and advance money, out of own surplus fund of the Company not immediately required either with or without security and give credit to such persons (including government) and upon such terms and conditions as the Company may think fit but not amounting to Banking business as defined under the Banking Regulation Act, 1949.
19. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.
20. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of and interest on, any debentures, debenture stock or securities of any company, corporation, firm or person in any case in which guarantee may be considered likely, directly or indirectly, to further the main objects of the Company and in the above context to act as Sureties.
21. To invest any moneys of the Company out of own surplus fund of the Company not immediately required in such investments as may be thought proper.
22. Subject to the provisions of law in force and the rules framed thereunder and directives issued by Reserve Bank of India for the time being, to receive money on loan and borrow or raise money in such manner as the Company shall think fit, 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 but not amounting to banking business as defined under the Banking Regulation Act, 1949.

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23. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, debit notes, credit notes, bills of lading, invoices, warrants, debentures and other negotiable or transferable instrument or securities.*
24. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licenses, protections, 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, process or privilege which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired.
25. To obtain any order or Act or, legislature of Parliament for enabling the Company to obtain powers and authorities necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings of application which may seem calculated, directly or indirectly, to prejudice the Company's interest.*
26. To enter into any agreement, memorandum of understanding, arrangement, contract, bidding, consortium, or collaboration with foreign and Indian enterprises including companies, firms, persons, institutions or other organizations whether Governmental or private for acquiring or offering technical knowhow, to employ local or foreign technicians or experts or advisers on a contract basis or otherwise, including deputing the Company's technicians, experts, equipment and other assets or properties of the Company whether to entities in India or abroad and provision of other related services on a joint venture basis or otherwise as also to provide financial or any other assistance for carrying out all or any of the objects of the Company.*
27. To take part in the supervision and control of the business of any company or undertaking and to appoint and remunerate any directors, accountants, experts or other agents.*
28. To spend money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the company or which the Company may acquire or propose to acquire.
29. To acquire and undertake, all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of property, suitable for the purpose of the 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 in India or outside.
30. To hold or otherwise acquire, shares in any other company or purchase or acquire the goodwill, business, concern, undertaking, property, rights, assets and liabilities or any interest in any person, firm, association, society, company, corporation or business or kind to or with those of the Company.*
31. To procure affiliation to or registration or recognition of the company in or under the laws of any place in or outside India and to open branches of the company at any place whether in India or outside India.
32. To form incorporate or promote any company or companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly

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or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.

33. Subject to the provisions of the Companies Act, 2013 or any re-enactment thereof for the time being in force, to merge or amalgamate with Company(s) and/or enter into a scheme of arrangement with its shareholders, creditors or other companies or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, Company or Companies, carrying on or engaged, in or about to carry on or engage, in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
34. To apply for and become a member of any Trade Association, Industry Bodies, Society Company, Management Association, or any other association or professional body, anywhere in the world and to communicate with various Chambers of Commerce and other mercantile and public bodies to promote measures for the protection and/or promotion of trade, industry or business or for the persons engaged therein*.
35. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modifications in the constitution of the company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly, or indirectly to prejudice the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the company, to obtain from and such Government authority or any company by lawful means any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think fit and desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
36. To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously, or otherwise and vest any real or personal property rights or interests acquired by or belonging to the company in any person or company on behalf of or for the benefit of the Company and without any declared trust in favour of the company.
37. To apply the assets of the Company in any way in or towards the extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes, combinations, fire, accidents otherwise or for the benefit of any employee or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in connection with other persons or classes of persons and in particular or friendly, co-operative and other societies, reading rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any fund raised by public or local subscription for any purposes whatsoever.

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38. To aid, any association, body or movement having for an object of the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.
39. Subject to the provisions of the Companies Act, 2013, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the compliance of Central and State laws.
40. To construct or contribute for construction of building for use of Schools, Colleges or Institutions of Act, or for Charitable purposes or temples and other places of worship of any caste, or creed in and or outside the territory of India.*
41. To establish and maintain procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who is or was at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time Directors or officers of the company or for any such other company as aforesaid, and the wives, widows, families and dependents of any such person, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interest in the well-being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid subject to the Compliance of Central and State laws.
42. To acquire, subscribe for, purchase, hold, sell, transfer, pledge, dispose of and otherwise deal in shares, stocks, debentures, debenture-stock, bonds, notes, securities and other interests in, and to invest in, promote, incorporate, establish, organise, finance, support, assist and carry on the business of, any company or body corporate (whether in India or abroad), and to act as a holding company, including by acquiring, establishing and holding subsidiaries, associates and joint ventures, engaged in, or proposing to engage in, the businesses of mining, metals, minerals, cement, power, infrastructure (including logistics), trading and other allied sectors, and to exercise and enforce all rights and powers conferred by such shareholding or investment, and to do all acts and things incidental or ancillary thereto.*
43. To undertake, enter into, execute and carry out, for the purposes of the Company's business and risk management, commodity hedging and risk-mitigation transactions, including dealings in derivatives and derivative instruments (whether exchange-traded or over-the-counter), forwards, futures, options, swaps, collars and other hedging arrangements, in relation to metals, minerals, energy, fuels and other raw materials and related indices and products, and to open, maintain and operate such accounts, enter into such contracts and arrangements, and do all such acts and things as may be incidental or ancillary thereto.*
44. Subject to the provisions of any law for the time being in force to distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company in the event of winding-up.
45. To undertake, carryout, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice

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to the generality of the foregoing, "Programme of rural development" shall also include any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the Director consider as likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural area under the Income Tax Act, 1961 and/ or Income Tax Act, 2025, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and 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 Institution or Trust or Fund as the Directors may approve.*

46. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what Directors consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organizing lecturers or seminars likely to advance these objects or for giving merit awards scholarship or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair 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 Institution or Trust or Fund as the Directors may approve.
47. To buy, sell, purchase, repair, alter, improve, exchange, let out, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or which may seem capable of being profitable to deal with in connection therewith and to experiment with, render marketable and deal in all products or residual and by products incidental or to be obtained in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.
48. To acquire and deal with the business, undertakings, property and liabilities of any company, firm or person carrying on any business within the objects of this company.
49. To enter into contracts of indemnity and to indemnify any party or become sureties against any debts, obligations or liabilities.
50. To pay all the costs, charges and expenses incidental to the promotion, formation registration and establishment of the Company and the issue of its capital including underwriting or other commission, broker's fees and charges in connection therewith, and to remunerate or make donations, (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock on securities of this or any other company, or in any other manner whether out of the company's capital or profits or otherwise) to any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place or guaranteeing the subscription of shares, debentures, debenture stock, or other securities of the company, or for any other reason which the Company may think fit.

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51. To make experiments in connection with any business of the Company and to protect any inventions of the Company by letters-patent or otherwise.
52. To sell the undertaking and all or any of the property of the company for cash, or for stock, shares or securities of any other company or for other consideration.
53. To procure companies registered or established or authorized to do business as a Joint-Stock company with limited liability in any foreign country or place.
54. To create any Depreciation Fund, Reserve Fund, Sinking Fund, or any other special fund, whether for depreciation or for repairing improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.
55. To place, to reserve or to distribute as dividend or bonus among the members, or otherwise to apply as the company may from time to time think fit, any money received by way of premium by the company, and any money received in respect of dividends accrued on forfeited shares and monies arising from the sale by the company of forfeited shares or from unclaimed dividends.
56. To establish and develop Special Economic Zones and Industrial Estates/Parks and to carry on the business of properties developers, builders, creators, operators, owners, contractors of all and any kind of Infrastructure facilities and services including cities, towns, roads, seaports, airports, hotels, airways, railways, tramways, mass rapid transport system, cargo movement and cargo handling including mechanised handling system and equipment, shipyard, land development, water desalination plant, water treatment & recycling facilities, water supply & distribution system, solid waste management, effluent treatment facilities, power generation, transmission, distribution, power trading, generation and supply of gas or any other form of energy, environmental protection and pollution control public utilities, security services, municipal services, clearing house agency and stevedoring services and of like infrastructure facilities and services viz., telecommunication, cell services, cable and satellite communication networking, data transmission network, information technology network, agriculture and food processing zone, textile & apparel park, automobile & auto ancillaries park, chemical park, drugs & pharmaceuticals parks, light & heavy engineering parks, trading & warehousing zone, gem and jewellery and other industrial parks, factory buildings, warehouses, internal container depots, container freight station, clearing houses, research centre, trading centres, school and educational institutions, hospitals, community centre, training centres, hostels, places of worship, courts, markets, canteen, restaurants, residential complexes, commercial complexes and other social infrastructures and equip the same with all or any amenities, other facilities and infrastructure required by the various industries and people, entertainment centres, amusement park, green park, recreational zone, import & export house, to purchase, acquire, take on lease or in exchange or in any other lawful manner land, building, structures to promote industrial, commercial activity for inland and foreign trade, to carry on the business of international financial services centers, banks, insurance, postal services, courier services and to purchase plant & machineries, tools and equipment and carry on business of import and export, buying, selling, marketing and to do government liaison work and other work.*
57. Generally to carry on in a place or places in the world any trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which can be conveniently carried on in connection with any of the company's objects.

(C) The Other Objects or which the company is established are:

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1. To explore, prospect, take on lease or on royalty basis or otherwise acquire rights and lands of any interest therein and to quarry, buy, sell, mine, dress, win, draw, extract, caline, smelt, refine, crush, grind, dress, amalgamate, manufacture, manipulate and prepare for market or otherwise dispose of and deal in all types, and descriptions of ores metal and mineral substances and to carry on any other prospecting, mining or metallurgical operations, and to buy, sell, manufacture and deal in minerals, plants, machineries, implements, conveniences, provisions and things capable of being used in connection with prospecting, mining or metallurgical operations.
2. To carry on the trade or business of purchasing, hiring, or otherwise acquiring, and making, building or manufacturing railway carriages and wagons, and other carriages, wagons, carts, trucks, lorries, motor cars, vehicles, locomotives, engines, rolling-stock and conveyances of all kinds, whether for railway, tramway, road, field, or other traffic or purposes and also rails and railways and tramway plant, and all machinery, materials, and things applicable or used as accessory thereto, and of letting or supplying all or any of the things hereinbefore specified to coal proprietors, railway and other companies, and other persons, from year to year or for a term of years, or otherwise, at annual or other rents, and of repairing and maintaining the same respectively, whether belonging to this company or not, and of selling, exchanging and otherwise dealing in the same respectively.
3. To establish, purchase, sell, take on lease, hire or otherwise acquire and work any textile mill or other mills, cotton ginning and pressing factory, jute mill, jute press, hemp or other fiber presses, spinning mills, weaving mills and chemical factories, waste plants, or presses for pressing merchandise into bales and to cultivate, process, buy, sell, import, export, pledge, speculate, enter into forward transactions or otherwise deal in ramie, raw jute, jute goods, cotton, kapas, cotton-seeds, flax, hemp, and silk; to carry on the business of manufacturers, processors and of polyamide, polyester, rayon or any other types of man-made fibers, silk, wool, cotton, jute or any other types of natural fibers; or, in general, of any fibers, filaments, yarns and fabrics (whether textile, telted, looped or otherwise) manufactured and/or processed from any base whether organic or inorganic or compounds or mixtures thereof, by physical, chemical or any other process or treatment now prevalent or as may be devised in future, and of spinning, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise turning to account any other fabrics or finished articles thereof.
4. To manufacture, produce, refine, process, formulate, mix or prepare, mine or otherwise acquire, trade, deal in, import and export any and all classes and kinds of chemicals, source material, ingredients, mixtures, derivatives and compounds thereof and any and all kind of products of which any of the foregoing constitutes and ingredient or in the production of which any of the foregoing is used or otherwise.
5. To carry on business as manufacturers, fabricators, processors, producers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of all types of refractories.
6. To manufacture, purchase, sell, deal in coal, coke, soft coke, special smokeless fuel (SSF) with coal-tar recovery by CMPDIL technology, industrial coke, coke as substitute to charcoal, processing and distillation of coal tar, coal tar chemicals, any other type of coke and organic chemicals based on carbon and tar derivatives, charcoal, bone charcoal, activated charcoal, activated carbon, carbon black or any other carbon products, dyes, dye intermediaries.
7. To carry on the business of importers, exporters, dealers, stockists, suppliers and manufacturers of commercial, industrial and domestic plastics and plastic products of any nature, substance and form, and raw materials including styrene, polystyrenes, vinyl, chloride, polyvinylchloride, polyethylene, polypropylene, polyolefins, vinyl acetate and copolymers and other allied materials, acrylics and polyesters, poly carbonates and polyethers and epoxy resins and compositions, silicon resins and compositions, P.F., U.F., and other thermoplastic moulding compositions including prefabricated

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sections and shapes, cellulosic plastics and other thermosetting and thermoplastic materials (of synthetic or natural origin), colouring materials, plastic and resinous materials and adhesive compositions.

8. To carry on all or any of the business of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic devices, instrument, gadgets contraptions, appliances and apparatus of every description and parts or components thereof and of and in computers, electrical batteries, dry cells, starters, lamps, radio, television and telecommunication requisites and supplies and stores of all kinds; and to vary on all or any of the businesses of electrical, mechanical and general engineers, manufacturers and merchants of, agents for, and dealers in engineering specialties of every description.
9. To carry on business of manufacturing, assembling, buying, selling, hiring, letting on hire, distributing or dealing in engines of all kinds, motor cycles, cycle cars, scooters, mopeds, bicycles, tricycles, cycles, tractors, motor vehicles, trucks, lorries, buses, bulldozers and other vehicles of every description and kind and all components, parts, spare parts, accessories, equipments and apparatus for use in connection therewith.
10. To design, develop, manufacture, purchase, sale, distribute, import, export or otherwise deal in all kinds of hardware, software, equipments systems, machinery and services in the area of electronics, computers, hardware, software, their applications and all related items used in Information Technology, Telecommunications etc.
11. To establish and run Computer Centers either directly or indirectly through licensees or franchisees both in India and outside India, to set up Software Technology Parks and other establishments relating to Information Technology to offer consultancy, data processing and other services in the area of electronics, computers and their applications especially for internet, multimedia, E-Commerce, Telecommunications etc. to industrial business and other customers.
12. To set up and run schools, colleges and institutions for imparting education or training in computers, Management, Engineering, Hardware, Software and other areas relating to Information Technology, Electronics, Telecommunications etc.
13. To establish, provide, maintain research centers and laboratories, training colleges, schools and other institutions for the training education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
14. To manufacture in India or abroad and to enter into joint venture/collaboration with Indian and/or overseas company for doing business of pre-stressed concrete product, structures, beams, pillars, Sleepers, bridge slab, prefabricated structure and structural materials and to do the business of performing railway engineering projects on Build-Operate-Transfer (BOT) and/or Build-Operate-Lease-Transfer (BOLT) and with specialization in welding of railway tracks of Flash Butt technology , carry on anywhere in India or abroad the business to construct, erect, lay, build, repair, remodel, operate, develop, improve and maintain railway tracks, railway yards, diesel and electric locomotives, bridges, railway signaling and telecommunication systems and to maintain or work of any railway, yards or sidings, wharves and warehouses and to carry out on contract or otherwise construction of bridges, roads, tunnels, dams, railway stations, reservoirs and other works directly or indirectly assist or take part in the construction thereof with or without joint venture/collaboration.
15. To act as selling agents, sales organizers as well as consultants, agents and advisers in all the respective branches and in such capacity to give advice and information and under services in person, a firm, company or body incorporate or authority or Government which may be given or rendered while

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carrying on such business as aforesaid which may lead to or be conducive to the adoption by the constituents or principals or generally, of:

- (i) efficient methods of and economy in power generation, transmission and distribution.
- (ii) rendering of all services whether incidental to the above or not.

16. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land buildings, any estate or interest in and hereditaments of any tenure or description including agricultural land, mines, quarries, farms, gardens and any estate or interest therein, and any right over or connected with land and buildings so situated and construct, develop or to turn the same to account as may seem expedient and in particular by preparing building sites, flats, houses, apartment, commercial complexes, by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, hotels, hostels, gardens, swimming pools, playgrounds, buildings, works and conveniences of all kinds and selling, leasing, hiring, otherwise deal with or disposing of the same and to manage land, building, and other properties, whether belonging to the Company or not, and to collect rents and income, and to supply tenants occupiers, and others refreshments, attendance, light, waiting rooms, reading rooms, meeting room, electric and other conveniences commonly provided in flats, suits, and residential and business units and to net as architects, consultants, designers, developers, builders, contractors, estate agents, merchants and dealers in building requisites and materials.

17. To establish, maintain, and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to win, work, manage, and trade with steam, sailing motor and other ships travelers, drifts, tugs and vessels, aircraft and motor and other vehicles with all necessary and convenient equipments, engines, tackle, gear, furniture and stores or any shares or interests in ships vessels, aircraft, motor and other vehicles including shares, stocks, or securities of Companies, possessed or interested in any ships, aircraft or vehicles, and to maintain, repair, fit out refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with and dispose of any of the ships, vessels, aircraft, motor and either vehicles, shares, stocks and securities or any of the engines, tackles, gear furniture, equipment and stores.

18. To buy, sell, lease, hire, rent, design, manufacture, import, export, establish, install, repair, lot on hire, service, maintain, develop, improve, and run:

- (i) All kinds of hospitals, dispensaries, clinics, laboratories and health clubs, Nursing Home, Canteens, Nurseries, Consultancy, Pathology, Blood & Eye Banks for medical, surgical, maternity and general health care, Ambulance, boots, corsets, artificial eyes, limbs, crutches, chairs, stretchers, carriages, ambulances, drugs, medicines, beds, appliances, operation theaters, instruments, fittings, equipments and such other facilities, chemicals and other requisites for patients invalid and general medical health care, and all other utility articles, Sera Vaccines, Biological proprietary, medicines, contraceptives, dental goods of all description, optical goods of all description and antibiotics, insecticides, industrial and other preparations and articles, etc. and

- (ii) Develop, land and property for all these purposes and also residential quarters for doctors, nurses, rooms and wards for patients and others, and

- (iii) Instruments for all these.

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

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- V. The Authorised Share Capital of the Company is Rs. 74,12,01,00,000 (Rupees Seven Thousand Four Hundred Twelve Crore and One Lakh only) divided into 44,02,01,00,000 (Rupees Four thousand four Hundred two crore and one lakh only) Rs. 1 (Rupees one) each and 3,10,00,00,000 (Rupees Three hundred ten crore only) preference shares of Rs. 10 (Rupees ten) each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.¹

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

Sr. No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN	No. of Shares taken	Sign	Date	
1	Anup Agarwal S/o Satya Narain Agarwal Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: WHA 033, Westend Heights, DLF Phase 5, Chakarpur, Gurgaon, Haryana 122002 Occupation: Professional	08551388	1 Equity	Sd/-	09/10/2023	
2	Sunil Gupta S/o Mangilal Gupta, Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: S-9 Bungalow, Vedanta Meadows, Jharsuguda, Odhisha 768201 Occupation: Professional	08558177	1 Equity	Sd/-	09/10/2023	
3	VEDANTA LIMITED CIN:L13209MH1965PLC291394 Address: 1st Floor, C Wing, Unit 103, Corporate Avenue Atul Projects, Chakala, Andheri (East) Mumbai City 400093 Authorised Representative: Arun Misra Address: D8, Ambavgarh, The Junior Study School, Girwa, Udaipur, Rajasthan - 313001 Occ: Professional	01835605	99994 Equity	Sd/-	09/10/2023	
4	Mansi Dhiman D/o Nirmal kumar Dhiman Nominee Shareholder Of	07597797	1 Equity	Sd/-	09/10/2023	

¹ The Authorised Share Capital of the Company stands altered, from ₹1,00,000 (divided into 1,00,000 equity shares of ₹1 each) to ₹74,12,01,00,000 (comprising 44,02,01,00,000 equity shares of ₹1 each and 3,01,00,00,000 preference shares of ₹10 each) pursuant to the requisite resolution passed by the Shareholders at the Extraordinary General Meeting held on February 24, 2026.

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	Vedanta Limited CIN: L13209MH1965PLC291394 Address: Sector 12 A, Panchkula, Sector 8 , Haryana 134109 Occupation: Professional				
5	Jagdeep Singh S/o Kuldip Singh Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: 1026, B 1, Vasant Kunj, South West Delhi, New Delhi 110070 Occupation: Professional	06612096	1 Equity	Sd/-	09/10/2023
6	Mayank Totla, S/o Devkinandan Totla Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: B 403 Samarpan C H S Ltd. Kanakia Spaces Near Magathane Metro Station Off. Western Express Highway Borivali East, Mumbai 400066 Occupation: Professional	AFHPT8600D	1 Equity	Sd/-	09/10/2023
7	Pankaj Jha, S/o Ganesh Jha, Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: Tirupati Tower, Flat No. 4, Block B, 1 st Floor, 13/1 Dharmatala Road, Nr PNB Bank Belur Branch, Belur, Howrah 711202, Occupation: Professional	09114381	1 Equity	Sd/-	09/10/2023

**Certified True Copy
For Vedanta Iron And Steel Limited**

**Tina Lakhani
Company Secretary & Compliance Officer
ACS: 34723**

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THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

TABLE –F
ARTICLES OF ASSOCIATION
OF
VEDANTA IRON AND STEEL LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on April 30, 2026, in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

PRELIMINARY

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

INTERPRETATION

2. (i) In these Articles-
 - (a) **"Act"** means the Companies Act, 2013 (including the rules, notifications and circulars issued thereunder) or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous Company law, so far as may be applicable.
 - (b) **"Articles"** means these Articles of Association of the Company or as altered from time to time.
 - (c) **"Auditors"** means those persons appointed as such under the provisions of the Act.
 - (d) **"Board"** or **"Board of Directors"** means the collective body of the directors of the Company.
 - (e) **"Company"** means VEDANTA IRON AND STEEL LIMITED.

Shareholders in their meeting held on April 30, 2026 adopted the amendments to the existing Articles of Association of the Company effective from May 01, 2026.

- (f) **“Depository”** means a depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996, as amended from time to time.
- (g) **“Directors”** means the Board of Directors of the Company and includes persons occupying the position of the Directors by whatever name called, as defined under Section 2(10) of the Act.
- (h) **“Key Managerial Personnel”** means Key Managerial Personnel as defined in sub-Section (51) of Section 2 of the Act.
- (i) **“Managing Director”** means a managing director as defined in sub-Section (54) of Section 2 of the Act.
- (j) **“Observer”** means a representative nominated by the lender(s) of the Company and/or any of its group company(ies).
- (k) **“Office”** means the registered office of the Company.
- (l) **“Person”** means an individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, Governmental Authority or trust or any other entity or organization (whether registered or not and whether or not having separate legal personality).
- (m) **“Proxy”** means a person appointed by a member to attend and vote at a meeting on his behalf in accordance with the provisions of Section 105 of the Companies Act, 2013 and the rules made thereunder and includes attorney duly constituted under a Power of Attorney.
- (n) **“Register of Members”** means the register **containing** various details of members to be kept as required under the provisions of the Act.
- (o) **“Rules”** means the applicable rules for the time being in force as prescribed under the relevant Sections of the Act.
- (p) **“Seal”** means the Common Seal of the Company, if any.
- (q) **“Section”** means section under the Act.
- (r) **“Securities”** means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
- (ii) 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.
- (iii) 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.

Shareholders in their meeting held on April 30, 2026 adopted the amendments to the existing Articles of Association of the Company effective from May 01, 2026.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. (i) The authorised share capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company the Company shall have power and authority, from time to time, to increase, consolidate, sub-divide, convert, reclassify, cancel, reduce or otherwise alter or modify its share capital, and to issue, allot or deal in shares with such rights, preferences, privileges or conditions as may be determined, in accordance with the provisions of all applicable laws, including company law, securities laws and regulations for the time being in force.
- (ii) Subject to the provisions of the Act and these Articles, the shares in the capital of the Company, including equity shares, preference shares and any combination thereof, 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 or at a discount and at such time as they may from time to time think fit.
4. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
5. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide –
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
- (ii) Every certificate shall be under the seal, if any 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.
- The provisions of this Article (5) shall mutatis mutandis apply to any other securities of the Company including debentures of the Company (except where the Act otherwise requires).
6. (i) The Company shall use a common form of transfer. The instrument of transfer shall be in writing and all provisions of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of Shares and the registration thereof.
- (ii) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power-of-attorney or similar other document.

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7. (i) 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 fees for each certificate as may be fixed by the Board. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
 - (ii) Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange(s) or the Rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.
8. (i) Dematerialisation of securities:

 - (a) Notwithstanding anything contained in these Articles, the Company shall be entitled at the discretion of the Board to dematerialize its existing Securities or rematerialize its Securities held with a Depository and/or offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder and any amendments thereto, if any.
 - (b) The register and index of Beneficial Owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the register and index of members and Security holders for the purposes of these Articles.

(ii) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
9. Subject to the applicable law, a person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
10. 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 Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder (except for the shares held in depository).
11. (i) The Company may exercise the powers of paying commissions conferred by the sub-Section (6) of Section 40 of the Act and related rules made thereunder, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules made under sub-section (6) of section 40.

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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.

- (ii) 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.
 - (iii) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.
- 17. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, Provided that no sale shall be made-
 - (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency.
- 18.
 - (i) To give effect to any such sale made in exercise of the Company's lien, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
 - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) 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.
- 19.
 - (i) The proceeds of the sale made in exercise of the Company's lien 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.
 - (ii) 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

- 20.
 - (i) 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.
 - (ii) 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.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
- 21. 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.
- 22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 23.
 - (i) If a sum called in respect of a share is not paid on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest

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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.

- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 24.
 - (i) 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.
 - (ii) 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.
- 25. The Board-
 - (a) may, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same, whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced upon such terms and conditions as it may deem fit.; and
 - (b) The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.
 - (c) The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

TRANSFER OF SHARES

- 26.
 1. The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
 2. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 and the rules and regulation made thereunder shall apply.
 3. 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.

In case any equity share is held by a nominee, such nominee shall not exercise any rights attached to the share in his personal capacity and shall act solely in accordance with the instructions of the beneficial owner.

- 27. The Board may, subject to the right of appeal conferred by Section 58 decline to register-
 - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the Company has a lien.

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- 28.** In case of shares held in physical form, 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 duly stamped and executed and is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show or establish the right of the transferor to make the transfer; and
 - (c)** the instrument of transfer is in respect of only one class of shares.
- 29.** On giving of previous notice of at least seven days or such lesser period in accordance with the Act 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.
- 30.** The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES

- 31.** **(i)** 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.
- (ii)** 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.
- 32.** **(i)** Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
- (a)** to be registered himself as holder of the share; or
 - (b)** to make such transfer of the share as the deceased or insolvent member could have made.
- (ii)** 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.
- (iii)** The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
- 33.** **(i)** 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.
- (ii)** If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii)** 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.

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34. 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.

FORFEITURE OF SHARES

35. 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.
36. The notice aforesaid shall-
- (i) 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
 - (ii) 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.
37. 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.
38. (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 such sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
39. (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 forfeited 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 forfeited shares.
40. (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;

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- (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 disposed 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.
41. The provisions of these Articles as to forfeiture shall apply in the case of nonpayment 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.
42. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

ALTERATION OF CAPITAL

- 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.
43. 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.
44. Subject to the provisions of section 61 of the Act, the Company may, by ordinary resolution,-
- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
 - (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
45. Where shares are converted into stock-
- (a) 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.
 - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation

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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.

- (c) 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.

46. The Company may, by resolution as prescribed in the Act, reduce in any manner and with, and subject to, any incident authorised and consent required by Act/law-

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any share premium account and/or
- (d) any other reserve in the nature of share capital.

JOINT HOLDERS

47. Where two or more persons (not more than three) are registered as joint holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

- (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
- (b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share; provided that the Directors may require such evidence of death and of title as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- (c) Any one of such joint holders may give valid and effectual receipts of any dividends, interests or other moneys payable in respect of such share.
- (d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to receive the certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
- (e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
- (f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

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CAPITALISATION OF PROFITS

48. (i) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve:
- (a) 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
 - (b) 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.
- (ii) 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-
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
- (iii) 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;
- (iv) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
49. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- (a) 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
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power-
- (a) 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
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares 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;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

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

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51. All general meetings other than annual general meeting shall be called extraordinary general meeting.
52. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(ii) 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

53. (i) No business shall be discussed or transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
(ii) The quorum for the general meetings shall be as provided in Section 103.
54. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
55. 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.
56. (i) 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.
(ii) Notice of General Meeting
(a) Subject to applicable law: (1) a general meeting of the Company may be called by giving not less than 21 (twenty-one) days' notice in writing or through electronic mode in such manner as may be prescribed; (2) an annual general meeting or an extra ordinary general meeting may be called after giving a shorter notice than 21 (twenty-one) days if the consent is accorded thereto in accordance with the Act (including specifically Section 101).
(b) The accidental omission to give any such notice to or the non-receipt of any such notice by any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.
57. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
58. (i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared, entered and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
(ii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –

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- (a) is, or could reasonably be regarded, as defamatory of any person; or
 - (b) is irrelevant or immaterial to the proceedings; or
 - (c) is detrimental to the interests of the Company.
 - (iii) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
 - (iv) The minutes of the meeting kept in accordance with the provisions of the Act shall be conclusive evidence of the proceedings recorded therein and shall be deemed to be a true and correct record of the meeting.
- 59.
- (i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
 - (a) be kept at the registered office of the Company; and
 - (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
 - (ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above.
 Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
 - (iii) The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

ADJOURNMENT OF MEETING

- 60.
- (i) 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.
 - (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (iii) 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.
 - (iv) 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

- 61.
- Subject to any rights or restrictions for the time being attached to any class or classes of shares-
- (i) on a show of hands, every member present in person shall have one vote; and
 - (ii) 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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62. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
63. (i) 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.
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
64. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
65. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours prior to the time fixed for holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously recognized or admitted his right to vote at such meeting in respect thereof.
66. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
67. 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 held by him in the Company have been duly paid or in regard to which the Company has exercised any right of lien.
68. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
69. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
70. (i) 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.
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

71.

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Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

72. The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
73. An instrument appointing a proxy shall be in the form as prescribed in the Rules.
74. 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

75. The following shall be the First Directors of the Company:
1. Mr. Anup Agarwal
 2. Mr. Sunil Gupta
 3. Mr. Pankaj Jha
76. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).
77. So long as Vedanta Resources Limited, whether directly or indirectly, through its holding, subsidiary or associate companies (collectively referred to as the "Vedanta Promoter Group") either individually or in the aggregate holds 26% or more of the paid-up equity share capital of the Company, Vedanta Resources Limited including any of its successors or permitted assignees (or such other Person authorised by Vedanta Resources Limited including any of its successors or permitted assignees in writing) shall have the right, by a written notice addressed to the Company, to nominate such number of persons, which is equal to one-third of the total number of Directors on the Board, and to remove or replace such persons from office, and on a vacancy being caused in such office from any cause, whether by resignation, death, removal, replacement or otherwise, of any such person so appointed, to nominate another to fill such vacancy. Each such Director nominated by the Vedanta Promoter Group shall be hereinafter referred to as the "**Vedanta Nominee Director**".
- Vedanta Resources Limited including any of its successors or permitted assignees (or such other Person authorised by Vedanta Resources Limited including any of its successors or permitted assignees in writing) shall also have the right to nominate Vedanta Nominee Director(s) to such committees of the Board as it may determine from time to time, subject always to compliance with applicable legal and regulatory requirements relating to committee composition.
78. 1 (one) Vedanta Nominee Director, as identified and notified in writing by Vedanta Resources Limited including any of its successors or permitted assignees (or such

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other Person authorised by Vedanta Resources Limited including any of its successors or permitted assignees in writing) to the Company from time to time, shall not be liable to retire by rotation.

79. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
80. (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) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.
(iii) 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.
81. 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.
82. (i) Subject to the provisions of the Act and Article 77, 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.
(ii) 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.
83. The Board may appoint an alternate Director to act for a Director (hereinafter called "**the Original Director**") during his absence for a period of not less than three months from India in which meetings of the Board are ordinarily held.

Provided that in the case of a Director who is a Vedanta Nominee Director, the alternate Director to be appointed for such original Vedanta Nominee Director shall be a person nominated by Vedanta Resources Limited in writing including any of its successors or permitted assignees (or such other Person authorised by Vedanta Resources Limited including any of its successors or permitted assignees in writing) (on behalf of the Vedanta Promoter Group). An alternate Director so appointed shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held. If the term of office of the Original Director is determined before he so returns to the India aforesaid, any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original Director and not to the alternate Director.

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- 84.** (i) Subject to the provisions of the Act, whenever the debenture trustee(s) nominate a person to be appointed as a director on the Board of the Company in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together "SEBI Regulations"), as amended from time to time, the Board shall appoint such person as a Director. Provided that, if more than one debenture trustee(s) are entitled to appoint director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article.
- (ii) The Director so appointed shall not be liable to retire by rotation.
- (iii) The Director so appointed shall hold office so long as the default subsists.
- (iv) Any vacancy in the office of such Director during the term shall be filled in by the debenture trustee(s) by nominating another person.
- (v) To enable to appoint such Director, the maximum number of directors specified in Article 76 shall be deemed to have been increased by 1 (one) if there is no vacancy in the Board at the relevant time.
- 85.** (i) If the office of any director appointed by the Company in general meeting is vacated before the expiry of his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (ii) The director appointed to fill a casual vacancy shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

POWERS OF BOARD

- 86.** The management of the business of the Company shall be vested in the Board and the Board shall be entitled to exercise all such powers, and do all such acts and things, as the Company is by the Memorandum of Association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

PROCEEDINGS OF THE BOARD

- 87.** (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- (iii) The quorum for a Board meeting shall be as provided in the Act.
- (iv) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or

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teleconferencing, as may be prescribed by the Rules or permitted under law.

- 88.**
- (i)** Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
 - (ii)** In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 89.** So long as the Vedanta Promoter Group holds at least 10% of the share capital of the Company, no action shall be taken by the Company without the affirmative written consent of Vedanta Resources Limited including any of its successors or permitted assignees (or such other Person authorised by Vedanta Resources Limited including any of its successors or permitted assignees in writing) while deciding the matters set out below:
- i.** Change of the name of the Company
 - ii.** Issue of any Shares or any other instrument, including without limitation, preference shares, debentures, warrants. which would amount to a Proposal for Dilution of Share Capital
 - iii.** Reduction of the Share Capital
 - iv.** Any buy back of the Shares by the Company under Companies Act, 2013
 - v.** Any acquisition, strategic investments (including by way of purchase of businesses, undertakings, joint venture arrangements, merger or amalgamation, asset acquisition), in each case, where the value of the transaction or series of connected transactions exceeds 10% of the net worth of the Company as per the last audited financial statements of the Company
 - vi.** Any divestment, disposal or sale of investments (including by way of sale of any business or undertaking, assets, hive-off, slump sale, demerger or similar business separation or exit transaction), other than sale of scrap
 - vii.** Any re-organization of share capital of the Company including by way of merger, amalgamation, demerger, share-splits, share consolidation, issuance of bonus shares or similar restructuring transaction
 - viii.** Any increase in the borrowing powers of the Company beyond the limits approved by the shareholders under Section 180 of the Act.
 - ix.** Approval of variation of rights or special classes of Shares
- 90.** 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.
- 91.**
- (i)** Until the Vedanta Promoter Group holds at least 26% of the share capital of the Company, Vedanta Resources Limited including any of its successors or permitted assignees (or such other Person authorised by Vedanta Resources Limited including any of its successors or permitted assignees in writing), will have the right to nominate the Chairperson of the Company. The Chairperson of the Company shall be the Chairperson at meetings of the Board.
 - (ii)** If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding

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the meeting, the directors present may choose one of their Member to be Chairperson of the meeting.

92. (i) 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.
- (ii) 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.
- (iii) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
93. (i) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
94. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and
- (iii) In case of an equality of votes, the Chairperson shall have a second or casting vote.
95. 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.
96. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
97. "Observer" may attend meetings of the Board of Directors of the Company for the limited purpose of observing the proceedings thereof and reporting to such lender(s), in accordance with the terms of appointment as may be mutually agreed between the Company and the relevant lender(s), subject always to applicable law.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

98. (i) Subject to the provisions of the Act-
A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer

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so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.

- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

99. 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.

REGISTERS

100. The Company shall keep and maintain at its registered office all statutory registers including but not limited to the register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. Such registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
101. (i) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (ii) The foreign register shall, mutatis mutandis, be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

THE SEAL

102. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

DIVIDENDS AND RESERVE

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

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- 103.**
- 104.** 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.
- 105.**
- (i)** 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, think fit.
 - (ii)** The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 106.**
- (i)** 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.
 - (ii)** 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.
 - (iii)** 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.
- 107.**
- (i)** 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.
 - (ii)** The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
- 108.**
- (i)** 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.
 - (ii)** Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
 - (iii)** Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

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- 109.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 110.** 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.
- 111.** No dividend shall bear interest against the Company.
- 112.** The waiver in whole or in part of any dividend on any share, whether made by deed, agreement or any document (whether or not under seal) shall be effective only if such document is duly signed by the member or, in the event of the death or insolvency of the holder, by the person entitled to the share and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

113. ACCOUNTS

- (i)** 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.
- (ii)** 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

- 114.** Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- (i)** 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.
- (ii)** 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.
- (iii)** 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 AND INSURANCE

- 115.** (i) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- (ii) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

HUMAN RESOURCES PRINCIPLES

- 116.** Subject to applicable law, the Company shall implement a system whereby every permanent employee of the Company, at all levels, functions, and grades, shall, within each continuous term of four (4) years, will be rotated to another role.

The Company may, for reasons to be recorded in writing and having regard to organizational continuity, exceptional performance, role criticality, or any statutory requirement, decide to retain any employee in the same role without rotation within such four-year term.

- 117.** Subject to applicable law, the Company shall, in its recruitment, retention and promotion practices, be guided by the principle that women should constitute, at least 35% (thirty-five per cent) of the Company's total workforce, including at key managerial and leadership levels within 1 (one) year from the date of effective date of these Articles. Provided that, where achieving the 35% threshold is not feasible due to business or operational constraints, the Board may, based on a reasoned assessment, approve a lower or revised diversity threshold for such period as it deems appropriate.

This Article expresses the Company's objective in relation to gender diversity and shall not be construed as creating any individual right to appointment, continued employment, promotion or compensation, nor as limiting the discretion of the Company in making employment-related decisions, which shall continue to be made on the basis of merit, qualifications, business requirements and applicable law.

GENERAL POWER

- 118.** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that

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case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

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

Sr. No.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN	Place	Sign	Date
1.	VEDANTA LIMITED CIN:L13209MH1965PLC291394 Address: 1st Floor, C Wing, Unit 103, Corporate Avenue Atul Projects, Chakala, Andheri (East) Mumbai City 400093 Authorised Representative: Arun Misra Address: D8, Ambavgarh, The Junior Study School, Girwa, Udaipur, Rajasthan 313001 Occupation: Professional	01835605	Udaipur	Sd/-	09/10/2023
2.	Mansi Dhiman D/o Nirmal kumar Dhiman Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: Sector 12 A, Panchkula, Sector 8 , Haryana 134109 Occupation: Professional	07597797	Delhi	Sd/-	09/10/2023
3.	Jagdeep Singh S/o Kuldeep Singh Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: 1026, B 1, Vasant Kunj, South West Delhi, New Delhi 110070 Occupation: Professional	06612096	Delhi	Sd/-	09/10/2023
4.	Mayank Totla, S/o Devkinandan Totla Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: B 403 Samarpan C H S Ltd. Kanakia Spaces Near Magathane Metro Station Off. Western Express Highway Borivali East, Mumbai 400066 Occupation: Professional	AFHPT8600D	Mumbai	Sd/-	09/10/2023
5.	Pankaj Jha, S/o Ganesh Jha, Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: Tirupati Tower, Flat No. 4, Block B, 1st Floor, 13/1 Dharmatala Road, Nr PNB Bank Belur Branch, Belur, Howrah 711202, Occupation: Professional	09114381	Jharsuguda	Sd/-	09/10/2023
6.	Anup Agarwal S/o Satya Narain Agarwal Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394	08551388	Delhi	Sd/-	09/10/2023

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	Address: WHA 033, Westend Heights, DLF Phase 5, Chakarpur, Gurgaon, Haryana 122002 Occupation: Professional				
7.	Sunil Gupta S/o Mangilal Gupta, Nominee Shareholder Of Vedanta Limited CIN: L13209MH1965PLC291394 Address: S-9 Bungalow, Vedanta Meadows, Jharsuguda, Odhisha 768201 Occupation: Professional	08558177	Jharsuguda	Sd/-	09/10/2023

**Certified True Copy
For Vedanta Iron and Steel Limited**

**Tina Lakhani
Company Secretary & Compliance Officer
ACS: 34723**

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