

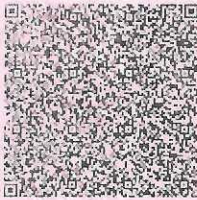


सत्यमेव जयते

INDIA NON JUDICIAL Government of Punjab

e-Stamp

Certificate No. : IN-PB60225318530737Y
 Certificate Issued Date : 16-Jun-2026 11:43 AM
 Certificate Issued By : pbravkmps
 Account Reference : NEWIMPACC (SV)/ pb7081304/ LUDHIANA/ PB-LD
 Unique Doc. Reference : SUBIN-PBPB708130415335319413859Y
 Purchased by : DALIP KUMAR 8536 0683 7337 M N9876530016
 Description of Document : Article 5(d) Agreement - if not otherwise provided for
 Property Description : Not Applicable
 Area of Property : Not Applicable
 Consideration Price (Rs.) : 0
 (Zero)
 First Party : HAPPY STEELS LIMITED
 Second Party : SHARE INDIA CAPITAL SERVICES PVT LTD AND OTHRES
 Stamp Duty Paid By : HAPPY STEELS LIMITED
 Stamp Duty Amount(Rs.) : 1,000
 (One Thousand only)
 Social Infrastructure Cess(Rs.) : 0
 (Zero)
 Total Stamp Duty Amount(Rs.) : 1,000
 (One Thousand only)



Please write or type below this line

For HAPPY STEELS LIMITED


Abhishek Garg
 Managing Director
 DIN-00621845

Master Capital Services Ltd.


 Director



FH 0011451859

ADDENDUM TO THE ISSUE AGREEMENT DATED JANUARY 15, 2026

THIS ADDENDUM TO THE ISSUE AGREEMENT DATED JANUARY 15, 2026 (HEREINAFTER REFERRED TO AS THE "ADDENDUM") IS ENTERED INTO ON JUNE 16, 2026 AT LUDHIANA, PUNJAB, AMONGST:

HAPPY STEELS LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at Kanganwal Road, Jaspal Banger, Ludhiana, Ludhiana, Punjab, India, 141122 (hereinafter referred as the "HSL" or "ISSUER" or "THE COMPANY") which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns, of the FIRST PART;

AND

SHARE INDIA CAPITAL SERVICES PRIVATE LIMITED, a company incorporated under Companies Act, 2013 and having SEBI registration number INM000012537 and having its registered office at A-25, Basement Sector-64, Noida - 201301, Uttar Pradesh, India (hereinafter referred to as "SICSPL", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the SECOND PART;

AND

MASTER CAPITAL SERVICES LIMITED, a company incorporated under Companies Act, 1956 and having SEBI registration number INM000000107 and having its registered office at A-852-A, Basement, Sushant Lok, Phase-I, Gurgaon, Gurugram-122002, Haryana, India (hereinafter referred to as "MCSL", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the THIRD PART;

In this Agreement:

1. The Company and the Book Running Lead Managers are collectively referred to as the "Parties" and individually as a "Party".
2. Share India Capital Services Private limited (SICSPL) and Master Capital Services Limited (MCSL) are collectively referred to as the **Book Running Lead Managers (BRLMs)** and individually as the **Co-Book Running Lead Manager (Co-BRLM)**.

WHEREAS:

(A) The Company proposes to undertake an initial public offering up to 38,50,000 (Thirty Eight Lakh Fifty Thousand only) equity shares of Rs. 10 each of the Company ("Equity Shares") as mentioned in the Draft Red Herring Prospectus by the Company in accordance with the Companies Act as defined herein, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the "SEBI ICDR Regulations") and other applicable laws, at such price as may be determined through the Book Building issue process under the SEBI ICDR Regulations (the "Issue Price") by the Company in consultation with the BRLMs. The Issue includes an issue (i) within India, to Indian institutional, non-institutional and individual investors in compliance with the SEBI ICDR Regulations, (ii) in the United States to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") ("Rule 144A")) pursuant to Rule 144A, and (outside the United States, to institutional investors in "offshore transactions" as defined in and under Regulation S under the U.S. Securities Act ("Regulation S") and in each case, in compliance with the applicable laws of the jurisdictions where issue and sales are made.

For HAPPY STEELS LIMITED

Abhishek Garg
Managing Director
DIN-00621845

(B) The Company has approached the Book Running Lead Managers to manage the Issue and the Book Running Lead Managers has accepted the engagement *inter-alia*, subject to the Issuer entering into an agreement for the purpose being these presents

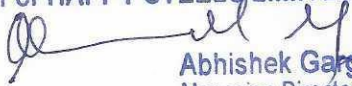
(C) The Issuer has obtained approval for the Issue pursuant to the Board Resolution dated December 29, 2025. The Issuer passed a special resolution under section 62(1)(c) of Companies Act, 2013

Master Capital Services Ltd



at, the Members Meeting held on January 07, 2026 which collectively authorized the Issuer's Directors, or any other authorized representatives, for the purpose of the issuing and signing the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus and this Agreement, any amendments or supplements thereto, and any and all other writings as any be legally and customarily required in pursuance of the Issuing and to do all acts, deeds or things as may be required.

- (D) The agreed fees and expenses payable to the Book Running Lead Managers for managing the Issue are set forth in the Engagement/Mandate Letter. Pursuant to the SEBI ICDR Regulations, the Book Running Lead Managers are required to enter into this Agreement with the Company.
- (E) Pursuant to the SEBI ICDR Regulations, the Parties desire to enter into this Addendum including Annexure A to the Issue Agreement dated January 15, 2026 to set forth certain additional terms and conditions for and in connection with the Issue. All other terms and conditions of the Issue Agreement dated January 15, 2026 remains unchanged. The changes set out in Annexure A are to be read in conjunction with the Issue Agreement dated January 15, 2026.

For **HAPPY STEELS LIMITED**

Abhishek Garg
Managing Director
DIN-00621845

Master Capital Services Ltd


Director



ANNEXURE A

Inter-se Responsibilities of the Book Running Lead Managers

Sr. No.	Activity	Responsibility	Coordinator
1	Due diligence of the Company including its operations/ management/ business plans/ legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and filing	Share India Capital Services Private Limited & Master Capital Services Limited	Share India Capital Services Private Limited & Master Capital Services Limited
2	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	Share India Capital Services Private Limited & Master Capital Services Limited	Share India Capital Services Private Limited & Master Capital Services Limited
3	Drafting and approval of all statutory advertisement	Share India Capital Services Private Limited & Master Capital Services Limited	Share India Capital Services Private Limited
4	Appointment of intermediaries - Registrar to the Issue, advertising agency, Banker(s) to the Issue, Sponsor Bank, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	Share India Capital Services Private Limited & Master Capital Services Limited	Share India Capital Services Private Limited
5	Preparation of road show presentation and frequently asked questions	Share India Capital Services Private Limited	Share India Capital Services Private Limited
6	Institutional, Non-Institutional and Individual Investor Marketing of the Issue	Share India Capital Services Private Limited	Share India Capital Services Private Limited
7	Coordination with Stock Exchanges for bidding terminals, mock trading.	Share India Capital Services Private Limited & Master Capital Services Limited	Share India Capital Services Private Limited
8	Finalization of pricing in consultation with the Company	Share India Capital Services Private Limited & Master Capital Services Limited	Share India Capital Services Private Limited

For HAPPY STEELS LIMITED


Abhishek Garg
 Managing Director
 DIN-00621845








Master Capital Services Ltd


 Director



Sr. No.	Activity	Responsibility	Coordinator
9	<p>Post bidding activities including management of escrow accounts, coordinate non- institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Issue, intimation of allocation and dispatch of refund to Bidders, etc.</p> <p>Coordinating with Stock Exchanges and SEBI for submission of all post-Issue reports including the final post-Issue report to SEBI.</p>	Share India Capital Services Private Limited	Share India Capital Services Private Limited

IN WITNESS WHEREOF, this Agreement has been executed by the Parties or their duly authorized signatories the day and year first above written.

<p>For and on behalf of</p> <p>HAPPY STEELS LIMITED (As Issuer Company) For HAPPY STEELS LIMITED</p>  <p>Abhishek Garg Managing Director DIN-00621845</p> <p>Name: Abhishek Garg Designation: Managing Director DIN: 00621845</p>	<p>WITNESS Name: VIKAS GUPTA</p> <p>Address: 13/29 GAGAN NAGAR, DABA ROAD, LUSHIANA -141016 (PB)</p>  <p>Signature</p>
<p>For and on behalf of</p> <p>Share India Capital Services Private Limited (As Book Running Lead Manager)</p>   <p>Authorised Signatory Name: Kunal Bansal Designation: Vice President</p>	<p>WITNESS Name: Shilpi</p> <p>Address: Shastri Nagar, New Delhi - 110052</p>  <p>Signature</p>
<p>For and on behalf of</p> <p>Master Capital Services Limited (As Co-Book Running Lead Manager) Master Capital Services Ltd.</p>  <p>Director</p> <p>Authorised Signatory Name: Puneet Singhania Designation: Whole Time Director DIN: 01551462</p>	<p>WITNESS Name: Mohit Vora</p> <p>Address: SCO 19, 3rd floor, Feroze Gandhi Market, Lushiana Punab 141001</p>  <p>Signature</p>