


THE COMPANIES ACT, 2013-
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
OF
HAPPY STEELS LIMITED

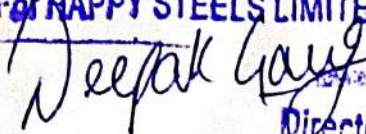
- I. The name of the Company is **HAPPY STEELS LIMITED**.
- II. The registered office of the company will be situated in the state of Punjab
- III. (A) The objects to be pursued by the company on its incorporation are: –

To carry on as Manufactures, Traders, Dealers, Processors, Importer and Exporters as principals or as agents the business of forged/stamped/casting auto parts, hand tools, engine parts, cycle parts, tractor parts heavy vehicle parts, components for railway, defence and machinery parts, machined or unmachined or other auto components or parts as per samples or drawings of the buyers made of iron and steel or any ferrous or non-ferrous metal or any alloy thereof.

(B) Matters which are necessary for furtherance of the objects specified in clause III (A) are: –

1. To appoint dealers throughout the world for the sale of company products on such terms and conditions which the company may fit time to time.
2. To acquire from time to time and manufacture and deal or trade in all such stocks in trade, chattels and effect as may be necessary and convenient for the business carried on by the company and to establish branches at places in or outside India as the company may think fit.
3. To purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think fit necessary or convenient for the purpose of its business.
4. To vest any real or personal property, rights or interests acquired by or belonging to the company in any person or company on behalf or for the benefit of the company but with declared trust in favour of the company.
5. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
6. To manufacture buy, sell, import, export install, work and generally deal in any plant, machinery, substance, test material, goods or things of any description which in the opinion of the company may be conveniently dealt with by the company in connection with any of its objects.
7. To subscribed for take or otherwise acquire and hold shares, stock, debentures or other securities of any company having objects altogether or in part similar to those of this company.
8. To invest and deal with the money of the company not immediately required in any manner.
9. To land and advance money or give credit to such persons or companies and on such terms as may seem expedient in connection with the business of the company and in particular to the consumers and other having dealing with the company, provided that the company shall not do the business of banking as defined under the Banking Companies Act, 1949

For HAPPY STEELS LIMITED

Abhishek Garg
Managing Director
DIN-00621845

For HAPPY STEELS LIMITED

Deepak Garg
Director

10. Subject to the provisions of the Companies Act, 2013 and the rules made thereunder, to borrow or receive money on deposit or on loan and to borrow or raise money from Central or State Financial Institutions in such manner as the Company shall think fit, in particular by the issue of debentures (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 of any obligation undertaken by the Company in connection with its business, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949."

11. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory or superannuation, funds for the benefit of and give or procure the giving of the donations/gratuities/pensions or allowances, to the person persons who are or were at any time directors or officers of the company or of any such other company as aforesaid and the wives, windows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institution, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the insurance of any such other company as aforesaid provided that no donation shall be made to any political party or for any political purpose.

12. To start industrial institution on modern lines for the training of workers, laborers and employees of the company.

13. To acquire and undertake the whole or any part of the business, property and liabilities or any person firm or company carrying on similar business which this company is authorized to carry on or possessed of property or suitable for purpose of the company.

14. To amalgamate enter into partnership or into any arrangement for sharing profits, union of interest or operations, joint ventures or reciprocal concessions, with any person, firm or company is authorized to carry on or engaged in 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 connection with its business.

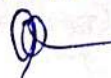
15. To establish or promote any company or companies for the purpose of acquiring or transferring all or any of the property, rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or to guarantee the placing and or to undertaking and subscribe for otherwise acquire al or any part of the shares, debentures or other securities of other Company, promoted by this Company.

16. To open the bank account with any bank in the name of the company and to authorize the officers to operate the same.

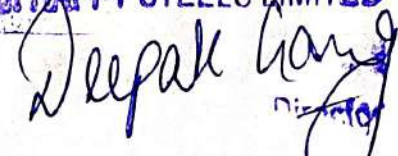
17. To draw, make accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange promissory notes, hundies, bills of lading, warrants, debentures, bonds, certificates and other negotiable instruments in connections with the business of the company.

18. Subject to the provisions of the Companies Act, 2013, to borrow, raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, bonds or other securities, perpetual or otherwise, and to secure any such borrowing, raising or receipt of money, to mortgage, pledge or charge the undertaking of the Company or any part of its property, both present and future, including its uncalled capital, and the rights of the Company, or without any such security, and upon such terms as may be thought proper, and generally to borrow money in such manner as the Company shall think fit."

For HAPPY STEELS LIMITED



Abhishek Garg
Managing Director
DIN-00021845


Director

19. To apply for promote and obtain any Parliament, charter, privilege, concession license or authorization of any government, State or Municipality provisional order or authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purpose which seem expedient in connection with the business of the company and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the company.

20. To enter into any arrangements with the Government of India/state govt. of authorities, (supreme, local municipal or otherwise) of any person or company that may seem conducive to the objects of the company or any them, and to obtain from any such Government or authority or person or company any subsidies, privileges, charters, contracts, licences, rights, loans, indemnities, grants. and concessions which the company may think it desirable in connection with its business and to carry out, exercise and comply therewith. To purchase or otherwise acquire patents, secret inventions, manufacturing processes, trade secrets, and to exercise develop and grant licence in respect of any of the business of the company.

21. To procure the company to be registered or recognized in any part of the world outside India.

22. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or otherwise.

23. To appoint legal practitioners of the company to appear before any court and to represent the company in suits and generally to grant powers of attorney to one more persons individually or jointly with the specific or general administration.

24. To sell, dispose of by way of lease or on hire or otherwise transfer business, property and undertaking of the company, or any part thereof for cash, stocks, debentures or for any other consideration which the company may see fit to accept for the attainment of its objects.

25. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise and dispose of turn to account or otherwise deal with all or any part of the property & right of the company.

26. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property in the event of winding up.

27. To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.

28. To invest money with or without security and generally make advance of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stock of any other property, articles and things required for the purpose of the company with or without security and upon such terms and subject to such conditions as the company may deems expedient.

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.

V. The Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity shares of Rs.10/- (Rupees Ten) each.

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:--

Abhishek Garg
Managing Director

DIN-00621845

For HAPPY STEELS LIMITED
Director

Sr. No.	Name, Addresses, Description and Occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name and Address, Description, Occupation and Signature of the witness
1.	PARITOSH KUMAR S/o. Sh. Channan Ram Garg 224 – A, Sarabha Nagar, Ludhiana (Business)	100 (One Hundred)	Sd/-	
2.	PARVEEN KUMAR S/o. Sh. Channan Ram Garg 682 – I, BRS Nagar, Ludhiana (Business)	100 (One Hundred)	Sd/-	
3.	SANJEEV GARG S/o. Sh. Channan Ram Garg 240 – B, BRS Nagar, Ludhiana (Business)	100 (One Hundred)	Sd/-	Sd/- (KULDEEP SHARMA) S/o Sh. V.S. Sharma 599 – I, BRS Nagar, Ludhiana
4.	CHANAN RAM GARG S/o L. Sh. Gauri Datt 682 – I, Bhai Randhir Singh Nagar, Ludhiana (Business)	100 (One Hundred)	Sd/-	
	Total	400 (Four Hundred)		

Dated: 13th day of June, 1996

Place: Ludhiana

For HAPPY STEELS LIMITED

Abhishek Garg
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Managing Director
DIN-00621845

For HAPPY STEELS LIMITED

Deepak Garg
Director

Abhishek Garg
Managing Director