


**MEMORANDUM OF ASSOCIATION
OF
A - ONE STEEL AND ALLOYS PRIVATE LIMITED.**

(A Company Limited by shares under the Companies Act, 1956)

- I. The name of the Company is **"A-ONE STEEL AND ALLOYS PRIVATE LIMITED"**.
- II. The Registered Office of the Company will be situated in the state of Karnataka.
- III. The objects for which the company is established are:

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

- 1) To acquire or carry on in India or elsewhere the business of providing heat and cold treatment of iron, steel including alloy steel and metal foundries, processors, turners, forgers, drawers, rollers and re-rollers of steel shaftings, bars, rods, etc., in different shapes and sizes from scraps, billets, ingots including wire, nails, screws, metal hinges, plates, sheets, strips, hoops, rounds, circles, angles and to alloy steel, stainless steel, any other products from steel, brass, copper, lead, zinc, nickel and any other ferrous and non-ferrous metals of all sizes, specification and description including ingot casting in electric and furnace. And to carry on in India and elsewhere the trades or businesses of ironmasters, steel makers, steel converters, manufacturers of ferro manganese, colliery proprietors, coke manufacturers, miners, engineers, tin plate makers and iron foundries, in all their respective branches.
- 2) To carry on in India or elsewhere the business to design, manufacture, produce, prepare, buy, procure, acquire, import, improve upon, alter, manipulate, maintain, prepare for market, handle, assemble, heat, grade, mould, cast, sell, resale, export, operate, dispose of, distribute, transport, store, forward, dispose, consume, repair supply and otherwise deal in or develop all types, varieties, models, shapes, sizes, specifications, description, diameters, capacities, applications, uses and values of gadgets, implements, accessories, parts, spares, assemblies, components, moulds, jigs, nuts, bolts, fixtures and tools, metallic or otherwise.



(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS SPECIFIED UNDER (A) ABOVE.

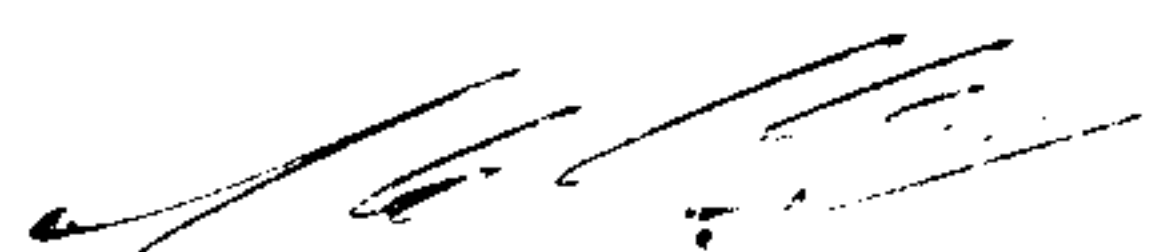
1. To enter into any arrangement with the Government of India or with any other Government or any local or State Government or with authorities, supreme, national, local, municipal or otherwise or with any person for the purpose of directly or indirectly carrying out the objects of furthering the interests of the Company or its members and to obtain from any such government, State, authority, or person any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights sanctions, privileges, licences or concessions, whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and carry out, exercise and comply with the same.
2. Subject to provisions of the Act and directives issued by the Reserve Bank of India from time to time, to borrow money or to receive money or deposits for the purpose of financing the business of the Company either without security or secured by debentures, stock (perpetual or terminable) mortgage or other security charged on the undertaking or all or any of the assets of the Company including uncalled capital and to increase, reduce or payoff any such securities.
3. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions, objects or purposes or for any exhibition.
4. To undertake and execute any trust the undertakings of which may seem to the company desirable and either gratuitously or otherwise.
5. To act as agents, registrars or brokers and as trustees for any persons or company and to undertake and perform sub-contracts.
6. To act as authorized representatives of any manufacturer, exporter and collaborator.
7. To buy, sell and deal in articles things of all kinds which may be required for the purpose that are commonly dealt in by persons engaged in any such business or required by workmen and others employed by the company.
8. To purchase or otherwise acquire any estate or interest in any business, undertakings, property, assets or rights of any kind of patent, patent rights, inventions and concessions and to develop and deal with the same in any manner as may be thought expedient.
9. To promote other companies for any purpose calculated to benefit the company.



10. To sell or dispose of the undertaking(s) of the company for such consideration, in such manner as the company may deem proper.
11. To amalgamate, with any other company(s).
12. To enter into or join partnerships with an individual(s), a firm(s), company(s), body corporate.
13. To accept transfer of assets and liabilities of any transferor Company, as the transferee company contemplated under section 494 of the act.
14. To sell, exchange, lease, grant license and other rights over or otherwise deal in or dispose of all or any part of the property of the company for such other considerations as may be thought fit.
15. To distribute any property of the company, amongst members of the company, in specie.
16. To construct, maintain or alter, any property, building or works necessary and convenient for the purpose of the company.
17. To develop and promote subsidiary companies, franchisees and ancillary units.
18. To indemnify, where required, while carrying on the business of the company.
19. To acquire and carry on the business or manage the affairs of the company or firm which has defaulted in discharging its financial commitments /obligations to the company.
20. To promote, participate in or amalgamate with trusts of educational or welfare pursuits.
21. To pay for all costs, charges, expenses of and incidental to the promotions and formation, registration and establishment of the company.
22. To adopt all or any pre-incorporation contracts, agreements, entered into or made by the promoters prior to the incorporation of the company.
23. To give loans, Inter Corporate Deposits, credits on such terms and conditions as may be deemed proper.
24. To make advances upon or for the purpose of purchasing, materials, goods, materials, stores and other articles, required by the company.



25. To lend, advance, or guarantee to any one with or without security, on such terms and conditions as may be deemed proper, but not to do banking business as defined by the Banking Regulations Act, 1949.
26. To invite, accept, and renew deposits, in accordance with the provisions of sections 58-A and 58-B of the Companies Act, 1956 and the rules made there under.
27. To invest in, or hold, dispose of, bonds or securities floated by any company, State Government or a Central Government.
28. To make, draw accept, endorse, negotiate, discount, buy, sell, and deal in Bills of Exchange, Promissory Notes, and other Negotiable Instruments or Transferable instruments.
29. To borrow or raise loans, or overdrafts or advances, cash credits, term loans, temporary overdrafts, clean overdrafts, financial assistance for the purpose of meeting working capital requirements, with or without security, from Nationalized banks, Commercial Banks, or Scheduled banks, State and all other Financial Institutions, Foreign Financial institutions etc.
30. To guarantee, where required for the purpose of pursuing the Company's objects, directly or indirectly on such terms and conditions, as may be mutually agreed upon, or deemed to be fair and reasonable.
31. To borrow or raise loan, receive money, advances financial assistance with or without security, from any source including financial institutions.
32. To create, modify or satisfy charge on the uncalled capital, or the calls made but not paid.
33. To mortgage, hypothecate, pledge or create charge on any of the assets or properties of the company, movable, immovable, present or future and this includes uncalled capital also.
34. To issue bonds and debentures, redeemable or convertible, secured or unsecured, and to create a trust for the purpose of securing such issues.
35. To carry out the statutory obligations, though not specifically provided herein, but incorporated in various laws and regulations, applicable to the company, from time to time.
36. To enter into any arrangements for joint ventures or collaborations with any individual, firm, agency, or company in India or abroad.



IV. The Liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs.100/- (Rupees Hundred) each".

We the several persons, whose names and addresses are subscribed below, 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 opposite to our respective names.

Sl. No.	Names, Address, Description & Occupation of the subscribers	Number of Equity Shares taken by each Subscribers	Signature of the Subscribers	Signature of witness with Name, Address, Occupation and Description.
1	<p>SANDEEP KUMAR FLAT NO 22, 1ST FLOOR, SIRSA CLUB JANTA BHAVAN ROAD SIRSA- 125055 Haryana-HR (Camp At Bangalore)</p> <p>Occupation - Business</p>	<p>100 (One hundred only)</p>	Signed/-	<p>Signed/-</p> <p>K.Mohan Kumar S/o. Krishnamurthy.G No.3, 5th Cross, 5th Main Jayamahar Extn, Bangalore-560046.</p> <p>Occupation- Chartered Accountant. (Mem no.206572)</p>
2	<p>SUNIL KUMAR JALLAN D-002, PURVA PARAMOUNT 24TH MAIN, 25TH CROSS,HSR LAYOUT, 2ND SECTOR BANGALORE Karnataka India 560034</p> <p>Occupation- Business</p>	<p>900 (Nine hundred only)</p>	Signed/-	
	TOTAL	1000 Nos (One Thousand only)		

Dated this: 15th March 2012 at Bangalore.

