

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

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) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)

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

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Director


Director

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.

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Director

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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 anyone 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 the Companies Act, 2013 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.

37. To give guarantee on any terms with or without security to any financial institutions (including without prejudice to the generality of the foregoing for and on behalf of any loans availed by the holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to enter into guarantees, contracts of indemnity and surety ships of all kinds, to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by the Company or any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)."

IV. The Liability of the Members is Limited.

V. The Authorized Share Capital of the Company is Rupees 10,00,00,000/(Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rupees 10/- (Rupees Ten) each.

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Director

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Director

(C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:


- 1) To act as agent, broker, representative, consultant, collaborator, stockist, lessor, franchiser, wholesaler, retailer, job-worker, exporter, importer, dealer or in any such other capacity in respect of products manufactured or dealt with by the Company.
- 2) To carry on all processes like metal printing, metal anodising, electro-plating, chemical treatment and lacquering in respects of products manufactured or dealt with by the Company.
- 3) To search for, get, work, raise, make merchantable, sell and deal in iron, coal, iron stone, limestone, manganese, magnesite clay, fire clay, brick earth, bricks and other fuel and generally to undertake and carry on any business, transaction or operation commonly undertaken and carry on any business transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaires and to search for win, work, get, calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances and to buy, sell, manufacture and deal in minerals and mineral products, plant and machinery and other things capable of being used in connection with mining or metallurgical operations or required by the workmen and others employed by the company.
- 4) To do consultancy services required to design, establish, provide, maintain and perform engineering and related technical and consultancy services for the development of ferrous and non-ferrous metallurgical enterprises, chemical and petro-chemical enterprises, fertilizer plants, cement plants, refractory plants, laboratories for control and/or research purposes, water works, gas works, sewage disposal plants, thermal and hydro-electric power stations, electrical generators, transmission and distribution and all other types of industrial projects, and for that purpose to prepare and get prepared feasibility reports, detailed project reports, market studies, techno-economic investigations, survey of all types, site selection, planning basic and process engineering, preparing specifications and documents, tender evaluation and purchase assistance, detailed design and working drawing, shop inspection, expediting construction, supervision, project management, commissioning, operation and maintenance, training of personnel, pre and post operation consultancy and any such other services.

For Aone Steel and Alloys Pvt. Ltd.


Director

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Dir.

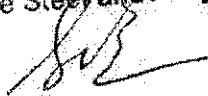
5) To construct, execute, carry out, improve, develop, manage or control iron and steel works and by-products and ancillary plants, fertilizer plants, coke ovens, foundries, furnaces, bricks kilns, refractory works, factories, railways, tramways, ropeways, runways, roads, aerodromes, docks, harbours, piers, wharves, dams, barrages, weirs, reservoirs, embankments, canals, irrigation, power houses, transmission lines, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric, light, telephone and power supply works and hotels, houses, markets and buildings, private or public, and all other works, conveniences whatsoever, and generally to carry on the business of builders, contractors, engineers, architects, estimators, and designers in all their respective branches and to undertake works on contract basis for civil engineering, mechanical engineering, electrical engineering, erection engineering, water supply, etc. and to tender for such works, and to undertake consultancy services in the above fields, general accounting, material management, industrial engineering and other management services, etc.

6) To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass, furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators, paints, hardware, pipe, fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.

IV. The Liability of the Members is Limited.

V. The Authorized Share Capital of the Company is Rupees 2,00,00,000/- (Rupees Two Hundred Lakhs only) divided into 2,00,000 (Two Hundred Thousands) Equity Shares of Rupees 100/- (Rupees Hundred) each.

For Aone Steel and Alloys Pvt. Ltd.




Director

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Director

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	SANDEEP KUMAR/85K KRISHAN KUMAR, FLAT NO. 22, 2nd FLOOR, JANTA BHAIRAV ROAD, SIRSA 125055, HARYANA (CAMP AT BANGALORE) OCCUPATION - BUSINESS	100 (One Hundred only)		K. Mohan Kumar, s/o. G. Krishnamurthy No. 3, 5th Cross, 5th Main, Jayamahal Bldg, Bangalore - 560046 Occupation - Chartered Accountant (Mem No. 206592)
2	SEHIL KUMAR TALIAN s/o SH. KRISHAN KUMAR TALIAN, B-002, PURVA FAIRMONT APTS 26th Main, 25th Cross, Sector - II, HSR Layout, BANGALORE - 54 OCCUPATION - BUSINESS	900 (Nine Hundred only)		
	TOTAL	1000 Nos (One Thousand only)		

Dated this: 15th MARCH 2012 at Bangalore.

For Aone Steel and Alloys Pvt. Ltd.

Director

For Aone Steel and Alloys Pvt. Ltd.

Director