

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

OF

**SARTHAK METALS LIMITED**

- I. The name of the Company is **SARTHAK METALS LIMITED**
- II. The Registered Office of the Company will be situated in the State of Chhattisgarh.
- 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 ARE :**
    1. To carry on all or any of the business as traders, exporters, importers, agents, representatives, dealers, stockists, distributors" of all kind of metals including ferrous and non-ferrous materials meant for any industrial or non-industrial use whatsoever and to carry on the business/trade in cold or hot rolling, re-rolling, slitting, edge-milling sheeting, stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel or any other kind of steel or "any other kinds of strips, sheet foils, tapes, wires, rods, plates and any- other sections, shapes, sizes' or forms.
    2. To carry on all or any of the business as traders, exporters, importers, agents, dealer, stockists, distributors, representatives, manufacturers, processors of all kinds of metals including ferrous and non-ferrous materials meant for any industrial, commercial or noncommercial use. Whatsoever and to carry on all the foregoing businesses in ferro alloys, aluminium alloys, nickel alloys, cored wire of sulphur, carbon, rare earth, lead, magnesium or with any other filling agent, aluminum wire in flipping coils, cored wire feeder of all types of natures. To carry on the trade or business' of steel smelters, fabricators, steel converters, miners, engineers, wire drawing, tin plate makers, iron foundaries and items like strips, foils, tapes, wires, wire strings, springs, patta, rods, plates and any other sections, shapes or forms.
    3. To produce, manufacture, process, refine, import, export, purchase, sell and generally to deal in and to act as agents, stockists, distributors and suppliers of iron steel, (whether mild steel alloys, stainless or special steel, cast iron, pig iron or any kind of ferrous/non-ferrous metals) steel products ? such as shutters, profiles, ingots, billets, blooms, flats, angles, rounds, squares, hexaguns, octaguns, rails, joists, channels, beams, girders, hot. and cold steel strips, hoop iron plates, industrial fastners, deformed bars, plain and cold twisted bars, bright bars, shafting, light structures, window sections, agriculture implements, blocks galvanised pipes, tubes, conduite pipes, seamless pipe, hollow profiles, pipe fitting of ferrous and non-ferrous metals, corrugated

sheet, lift rails and things, compounds and preparations connected with the aforesaid products and in connection therewith to take on lease or acquire erect, construct-, establish, work, operate and maintain factories-, mines, workshops and other works.

4. To carry on all or any of the business as traders, exporters, importers, stockists, manufacturers, agents, of deoxidation alloys and its variants like ferro aluminum, silico calcium, silico calcium manganese, silico calcium barium, silico zirconium, silico rare earth etc.
5. To carry on the business as traders, exporters, importers, stockists, manufacturers, agents, of micro alloys and alloying metals of various natures, like ferro titanium, ferro boron, boron alloy with Al, Si, Ti, etc., Calcium Bismuth, Magnesium, Nickel, Cerium Misch Metal, lead, etc.
6. To carry on the business as traders, exporters, importers, stockists, agents, manufacturers of spheroidising alloys like magnesium metal, ferro silico magnesium, nickel magnesium, customised alloys etc.
7. To carry on the business as traders, exporters, importers, stockists, agents, manufacturers, representatives of inoculants and its variants such as Ferro Silicon 75%, Ferro Silicon Calcium, Ferro Silicon Calcium barium, ferro silicon rare earth, customised alloys etc.
8. To carry on the business as traders, exporters, importers, stockists, agents, manufacturers, representatives of Master Alloys such as aluminum chromium, aluminum magnesium, aluminum iron, aluminum nickel, aluminum titanium, aluminum zirconium, customised alloys etc.

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

1. To purchase, take on the lease or otherwise acquire, and explore, work, exercise, develop, acquire options in and turn to account any mines, metalliferous land, mining rights, prospectors or other claims and diggers licences and rights in India or elsewhere.
2. To raise, win, get, quarry, crush, smelt, refine, amalgamate and prepare for market the produce of any mines, whether the property of the company or not and whether in India or elsewhere and to carry on any other metallurgical operations which may seem capable of being used fully or profitably carried on in connection with the main business of the company and to all, dispose off and deal in such produce, and any materials or substances resulting from or to be obtained in the process of smelting, refining or manufacturing the same and either free from or in combination with other substances.
3. To apply for and acquire contracts, permits, licences and quota rights from the Government of India, from State Governments or such Government or Semi-Government, Corporations, Companies, firms, local authorities and to effectively undertake the main objects of the company.
4. To obtain and acquire plants, machinery and other fixed assets of circulating or non-circulating nature, land and buildings (leasehold or freehold or otherwise) for the Company on payment in cash or in kind or partly in cash and partly on credit and to enter into agreement for acquiring the same on such terms of credit as are considered suitable and to arrange for requisite security or guarantee thereof for supplies of such plant and machinery and other fixed or circulating assets.
5. To apply for and take out, purchase or otherwise acquire by way of licence or otherwise any patents, patent-rights, inventions, trademark rights, copy rights or secret processes, technical aid or knowhow which may be useful for attainment of the Company's objects and to grant licence to

other parties to use the same.

6. To buy and take over or otherwise acquire business or businesses either in parts or entirely carried on by any individual, firm, association of persons, joint-family, or Company having similar or broadly similar objects mentioned herein and in particular to purchase or otherwise acquire such business, right, properties and assets including plants, machinery, land, factories, goodwill, privileges, liabilities, obligations, contracts and to enter into agreement with a view to effect such business or businesses deemed desirable and to pay the vendor in cash, kind or in the shape of shares/debentures of the Company or any other suitable manner.
7. To extend or develop the business of the Company from time to time by purchasing, acquiring by exchange or otherwise, taking on lease for the purpose of the Company in any part of India or elsewhere, any land (whether freehold, lease hold or otherwise) with or without buildings standing thereon, any machinery, plant or other property (including trade-mark, trade names and goodwill ) of every description (movable or immovable) necessary or expedient for any business or objects or prospective business requirement of the Company, or any estate or interest in or right over any such property and by erecting constructions and , maintaining on any lands or in the possession of the Company, buildings, structures, works, machinery and plants. To let on hire and improve, extend, repair and alter, enlarge and remove all or any things for the time being the property of the Company and to expend, for such purposes from time to time such money as the Company may deem necessary or expedient, subject to Law in force.
8. To undertake and carry on scientific, industrial, economic and technical research, surveys and investigations by establishing, providing, subsidising, endowing or assisting laboratories, experimental stations, Colleges, Universities and Concerts and by providing for the remuneration to Scientists, scientific or technical personnel or teachers and to award scholarships, grants and Prizes to students, Research workers and Inventors or otherwise and generally to encourage, promote and reward studies, research, investigations, experiments, tests and inventions of any kind that may be considered likely to assist, improve and invent, new and better techniques and methods of manufacturing and marketing the Company's products.
9. Subject to the provisions of Section 58A of the Companies Act, 1956 and the rules made thereunder and the directives of the Reserve Bank of India to borrow or raise loans for the purposes of the Company by promissory notes, bill of exchange, hundies or other negotiable or transferrable instruments or by mortgage, charge, hypothecation or pledge, or by debentures or debenture stock, perpetual or otherwise, charges upon all or any of the Company's property and assets, both present and future, movable and immovable, including its uncalled capital, upon such terms as the Directors may deem expedient, or in such other manner with or without security as may be deemed expedient, to take money or deposit or otherwise (merely for the purpose of financing the business of the Company) with or without allowance of interest thereon and to lend and advance moneys to customers and others having dealings with the Company, with or without any interest, on such security as may be thought proper, or without taking any security therefor and to guarantee the performance of contracts by any such person and to execute all deeds, writings and assurances for any of the aforesaid purposes, but the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
10. To open current, savings, fixed or account of any other nature with any bank, banker, shroff or merchant and to pay into and draw moneys from such account and to authorise any person, Director or agent to make, draw, accept, endorse, sign the bills of exchange, promissory notes, cheques and to execute and endorse any other documents that may be necessary for such

operation.

11. To invest the funds of the Company, from time to time, in such useful manner and in such assets, properties, securities, shares, bullion or investments or otherwise and from time to time to sell or vary all or any of such investments and to execute all assignments, transfers, receipts and documents that may be necessary in this connection.
12. To enter into partnership or into any arrangement for agency, sharing profits, union of interest, co-operation, joint-venture, reciprocal concession or otherwise, or collaboration with any person or Company carrying on or engaged in or about to carry on or engage in any business or transactions either in India or abroad, which this Company is authorised to carry on or any business or transaction, capable of being conducted so as to directly or indirectly benefit the Company, subject to Law in force.
13. To act in conjunction with units or amalgamate with, create or constitute or assist in creating or constituting any other Company, firm or association for the purpose of acquiring or transferring all or any of the properties, rights and liabilities of the Company, from or to any other Company or association for any other purpose which may seem directly or indirectly calculated to benefit this Company and to put up or absorb all or any part of the business, property or liabilities of any person, Company or association and acquire and secure membership, seat or privilege in and of any association, exchange market or, institution in India or any part of the world subject to the provisions of the Monopolies and Restrictive Trade Practices Act, 1969.
14. To alter, manage, develop, exchange, lease, mortgage, under let, sell or otherwise dispose off, improve or deal with the land, property, assets, rights and the resources and undertaking of the Company or any part thereof for such lawful consideration as the Company may think fit and in particular for shares, debentures or security, or in part similar to those of the Company and to distribute among the members in cash or in specie the property or assets of the Company.
15. To pay and reimburse to the promoters all costs, charges and expenses of and incidental expenses for promotion, formation, registration and establishment of the Company or such other expenses which the Company shall construe to be the preliminary expenses, including therein the costs of advertising, printing and stationery and to remunerate or reimburse by cash or allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture stock or securities of this or any other Company or any other manner, out of the Company's capital or profits or otherwise to any person, persons or firm or Company for the services rendered or to be rendered in connection with establishment, promotion, development or expansion of Company's business or in the conduct of the business of introducing any property of business to the Company or for any other reason, which the Company may think proper.
16. To adopt such means of making known the business of the Company, or dealt with by the Company, that may seem expedient and in particular, by advertising in the press, public places, any theaters, by radio, by television, by circulars, by purchase and exhibition of works of art or interest, by publications of books, pamphlets, bulletins or particulars, complementaries by organising or participating in exhibitions, conventions, meeting and associations and by granting prizes, rewards and donations, subject to the provisions of Section 293-A of the Company's Act, 1956.
17. To procure the registration or other recognition of the Company in India, and to establish and regulate agencies for the purposes of the Company's business and to apply or join in applying to Government, local, municipal or other authority or body for concession, orders, rights or

- privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
18. To provide for the welfare of Directors or Ex-Directors or the employees or ex-employees of the Company, the wives, widows, and families of such persons, by building or by contributing to the building of houses, dwelling houses, chawls or by grants of money, pension, allowances, bonus or any other payments or by creating and from time to time subscribing to provident and other funds and providing or subscribing towards schools, places of instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance, as the Company shall think fit and to form, subscribe to or otherwise aid, or contribute benevolent, religious, scientific, national, public or other institutions or objects or purposes, to any individuals or body, subject to the provisions of Section 293-A of the Companies Act, 1956.
  19. To create any reserve fund, sinking fund, insurance fund, dividend equalisation fund, or any other special fund whether for depreciation or repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company.
  20. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received in respect of dividends accrued on forfeited shares and money arising from the sale by the Company of forfeited shares.
  21. To pay for any property, rights, privileges, acquired by or services rendered to the Company either wholly or partly in cash or in shares, bonus or debentures or other securities, may be either specifically charged upon any part of the property of the Company or its uncalled capital not so charged.
  22. To appoint any persons or person (whether incorporated or not) to accept and hold in trust for the Company and property belonging to the Company or in which it is interested or for any purposes and to execute and do all such deeds and things as may be required (or necessary) in relation to any such trust and provide for the remuneration of such trustees?
  23. To institute, conduct, defend, compound and abandon legal proceedings by or against the Company and or its officers otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any debts due and of any claim or demands by or against the Company.
  24. To give, refer any claim or demands by or against the Company to arbitration or observe and carry out the terms of the Awards,
  25. From time to time make, vary and repeal by-laws for the regulation of the business of the Company, its officers, employees and servants.
  26. To remunerate any person including Managing Director, if any or any other Directors or any firm or Corporation or any employee of the Company whether by cash payment or giving to him or them a commission on the profit on any particular transaction or a share in general profits of the Company or by allotment to him or them of shares or securities of the Company credited as paid in part or otherwise.
  27. To do all or any of the above acts, business or things and all such other acts, business or things as

are incidental to or may be thought conducive to the attainment of the above objects or any of them in any part of the world; and as principals, agents, contractors, employers or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

28. To distribute any of the company's property among the members in cash or in specie or otherwise; in the event of its winding up.

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

1. To carry on all kinds of agency business and to act as manufacturer's representatives, agents, brokers, commission agents, auctioneers and merchants of commodities of any kind or nature whatsoever.
2. To manufacture, sell, purchase and carry on business of industrial or non-industrial gases i.e. oxygen, argon, acetylene, nitrogen, carbon dioxide, nitrous oxide etc. in gaseous or liquid form.
3. To carry on in any of their respective branches of all or any of the business of quarry proprietors, stone and granite merchants, contractors, commission agents, dealers and exporters and to mine, excavate, search for, get, win, raise, make, marketable, use, sell and cut to size, dispose off granite, stone, cool limestone, lime by-products, minerals and mineral substances and products within or under any property licences, permission or control of the Company, and to process, prepare and manufacture, cement, cement blocks, bricks, paving blocks, to mix, process and utilise tar, macadam, bituminous road materials and all or any of the materials or things which the Company may manufacture, process, acquire or which may be useful and incidental and necessary to carry on any of the above mentioned business, function or trade.
4. To manufacture, produce, buy, sell, prepare for market, manipulate, treat, care, submit to any process trade in import, export and otherwise deal in and carry on the business of and for that purpose, purchase, sell, re-sell and re-purchase, timber and wood of all kinds including ply-wood, bamboo canes and allied products.
5. To agriculture and carry on business as dealers in and producers of dairy, poultry farm and garden and vegetable products of all kinds and in particular milk, cream butter, ghee, cheese, fruits and vegetables, and grains of all kinds.
6. To carry on the business of merchants, traders and selling agents, commission agents, mukadums, clearing agents, forwarding agents, custom house transport agents and carriers and as agents of all kinds and in particular to act as agents, trustees, guarantors or del-credere agents, distributors, sole concessionaire for other Companies, firms, individuals, corporations in India subject to Law in force.
7. To manufacture, deal in all kinds of dissolved celluloses including rayon or artificial silk, nitrocellulose cellophane, films, plastics, cellulose and derivatives and cellulose products and by products.
8. To carry on business of manufacture of and dealers in chemicals of any nature or kind whatsoever and as chemists, druggists, analytical or pharmaceutical chemists, importers and manufacturers of and dealers in heavy chemical alkalis, acids drugs, tannins, essences, pharmaceutical, chemical, industrial and other preparations and articles of any nature and kind whatsoever soaps, paints, varnishes, compound drugs, dyestuffs, organic or mineral-intermediates, paints and colour grinders and of chemical, photographic, surgical and scientific.

- apparatus and materials and manufacture, refine manipulate, import and deal in salts and marine minerals and their derivatives, by-products and compound of any nature and kind whatsoever.
9. To carry on the business of stationers, printers, publishers, offset printers, stereotypers, electrotypes, photographic printers, engravers, die-sinkers, envelope manufacturer, book binders, account book manufacturers, machine rulers, numerical printers, boxmakers, paper bag and account book makers, cardboard, packages and containers manufacturers, type foundries, photographers, manufacturers of and dealers in playing, visiting, railway, festive complimentary and fancy cards and valentines, dealers in parchment, dealers in stamps, managers of news paper magazines, books, publications and other library or artistic works, designers, commercial artists, craftsmen, ink manufacturers, booksellers, engineers, cabinet makers and dealers or manufacturers of any other articles or things of a character similar or analogous to the foregoing any of them, or connected therewith.
  10. To carry on the business of manufacturers of and dealers in rayon cotton, silk, woolen linen, hemp, jute, and other yarns and all kinds of fabrics manufactured from such yarn and all kinds of imitation leather and rubbers and also water-proof goods and articles manufactured therefrom, dress-preservers, dress lining, book lining, trunk linings, umbrellas, parasols, flage, tents, picture frames, artificial flowers and surgical appliances, folders, clothes, table clothes and American clothes.
  11. To manufacture and deal in calcium carbide, caustic soda, bleaching agents and products and by-products of the soda-chlorine, electrolytic process and to manufacture, process, and deal in salt, chemicals and materials.
  12. To carry on the business of manufacturers of and dealers in printing inks and all other things which can be conveniently manufactured or dealt in by persons carrying on any of the above businesses and either wholesale or retail and either as principals or as agents.
  13. To establish, maintain, manage and operate restaurants, refreshment rooms, buffets, cafeterias and hotels and carry on the business of general provisions merchants, licensed victuallers, wine and spirit merchants and tobacconist.
  14. To manufacture all metals, their salts and various inorganic and organic compounds by all possible methods now prevalent or as they may be devised in future.
  15. To purchase, acquire, hold and dispose off or otherwise deal and invest in shares, debentures and other securities in or of any company or companies, real estates or properties either out of its own funds or out of funds that the company might borrow by issue of debentures or from bankers or otherwise howsoever in any other manner whatsoever.
  16. To engage in research into all or any problems relating to industrial and business management and subsequent dispose off, sale, transfer or of the results generated therefrom and to collect, prepare and distribute information and statistics relating to any type of business or industry.
- IV) The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores ) divided into 150,00,000 (One Crore Fifty Lakhs ) Equity of Rs. 10/- (Rupees Ten) each

The Authorised Share Capital has been increased from Rs. 10,00,00,000 (Rupees Ten Crores) to Rs. 15,00,00,000 (Rupees Fifteen Crores ) vide resolution passed in the extra-ordinary general meeting held on 28/02/2014

We the several persons whose names, address 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 opposite our respective names.

Sl. No.	NAME, DESCRIPTIONS, OCCUPATION AND ADDRESS OF EACH SUBSCRIBERS	NUMBER OF AND TYPE OF SUBSCRIBED SHARES	SIGNATURE OF SUBSCRIBERS	NAME, ADDRESS, DESCRIPTION, OCCUPATION AND SIGNATURE OF WITNESS
1.	<b>MANOJ KUMAR BANSAL</b> BUSINESS SHCS-40, SUNDER NAGAR P.O. VAISHALI NAGAR BHILAI- 490 022 (C.G.)	1. (ONE) EQUITY SHARE	(- Sd/-)  <b>MANOJ KUMAR BANSAL</b>	<b>B. VISHWANATH</b> CHARTED ACCOUNTANT Street No: 5, Qr. No. 1/8, Shanti Nagar, Bhilai - 490 023 (C.G.)
2.	<b>ANOOP KUMAR BANSAL</b> BUSINESS, SHCS-40, SUNDER NAGAR P.O. VAISHALI NAGAR BHILAI (C.G.) 490 023	1 (ONE) EQUITY SHARE	(- Sd/-)  <b>ANOOP KUMAR BANSAL</b>	
3.	<b>KISHORE KUMAR BANSAL</b> BUSINESS, SHCS-40 SUNDER NAGAR P.O. VAISHALI NAGAR BHILAI (C.G.) 490 023	1 (ONE) EQUITY SHARE	(- Sd/-)  <b>KISHOR KUMAR BANSAL</b>	
<b>Total</b>		<b>3 (THREE) EQUITY SHARES</b>		

Date: This 9th day of June 1995

Place : Bhilai