

THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION

OF

**FRONTIER SPRINGS LIMITED**

(A COMPANY LIMITED BY SHARES)

- I.** The name of the company is **FRONTIER SPRINGS LIMITED.**
- II.** The Registered Office of the Company will be situated in the state of Uttar Pradesh.
- III.** The objects for which the Company is established are :

**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS**

**INCORPORATION ARE:**

1. To carry on the business as manufacturers, importers, exporters and dealers in all kinds and forms of Automobile Springs, Spiral Springs, Conical Springs, Brush Springs, Disc Springs, Flat Springs, Valve Springs, Leaf Springs, Railway Springs, Clips, Wire and Strips, Forms, Circlips, Pressing and Stamping, Belleville and Spring Washers, Rings and Locking Washers of ferrous and non-ferrous metals.
2. To carry on in India or elsewhere the business as manufacturer, processor, roller, re-roller, electroplaters, fabricators, converters, galvanizers, job workers, exporters, importers, buyers, sellers, traders and to act as agent, broker, contractor, supplier, engineer, vendor, stockiest, distributor or otherwise to deal in all shapes, sizes, gauges, thickness, specifications, descriptions, dimensions, strengths and varieties, applications and sets of electroplated, galvanized, colour coated or uncoated, plain, corrugated or other forms of sheets, tiles, coils or strips made of all sorts of iron, steel or of alloy steel by hot rolled or cold rolled process.
3. To carry on in India or elsewhere the business to manufacture, produce, process, press, hammer, cut, slit, trim, design, edge, grind, mill, machine and to act as agent, broker, importer, exporter, buyer, seller, trader, foundry man, consultant, engineer, metallurgist, stockiest, distributor, job worker, vendor or otherwise to deal in all shapes, sizes, descriptions, specifications, capacities and varieties of forging items of iron, steels and their alloys used in automobiles, railways, waterworks, defence, power plants, oil wells, mines, agriculture, public utilities, constructions, transmissions and for other commercial, domestic and industrial purposes.
4. To carry on in India or elsewhere the business of manufacturing, producing, altering, converting, processing, treating, improving, manipulating, extruding, milling, slitting,

cutting, casting, forging, rolling and re-rolling of all shapes, sizes, varieties, specifications, dimensions, descriptions and strength of iron and steel products including bars, rods, structures, profiles, pipes, sheets, H.R. coils C.R. coils, castings, wires, rolling metals, girders, channels, angles, rolls, ingots, flats, slabs, torsteels, bright bars, shaftings, beams, rounds, squares, hexagons, octagons, foils, joints, deformed bars, C/Z purlins, steel gutters, FRP Sheets ,Air ventilator,ridge caps their products, by-products and other allied materials, goods, articles and things made of all grades of iron and steels including mild steel, carbon steel, stainless steel, electrical steel, alloysteel, special steel or any combination thereof with any other ferrous or non-ferrous materials and to act as agent, brokers, distributor, stockiest, importer, exporter, buyer, seller, job worker, convertor, consultant, supplier, vendor etc.

5. To carry on in India or elsewhere the business of real estate, colonizers, Site Developers, Builders, Contractors, Promoters and Developers and to build townships, acquire, lease, develop, construct, erect, alter, buy, sell any moveable or immovable property including land, real estate, multi-storied buildings, sheds, dwelling offices, shops, stores, public utility building, residential and commercial complexes, multiplexes, shopping malls, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds and infrastructure including roads, ways, highways, tramways, dams, flyovers, bridges, airports, docks, ports, jetties, Special Economic Zones, Software Technology Parks, piers, wharves, canals, reservoirs, drainage, aqueducts and to carry on the business of constructional Engineers, Technical Service providers, Brokers, Agents, Interior Decorators, Consultants, Advisors, Supervisors, Administrators, Contractor, Sub-Contractor, Turkey Contractor and Manager of all types of construction and developmental work of real estate and infrastructure, moveable and immovable properties.
6. To carry on and engage in the business at its own or in association with any Indian or foreign agency, individuals, firm, Company either in India or abroad and to act as franchise agent for information technology development, upgradation , manufacturing, processing and upgradation of hardware, software, web-site, web-page, internet, e-mail, online electronic communication systems, data processing, developing, producing, generating, manufacturing and dealing in all types of the computer hard wares, softwares, computer stationery and to run and operate the computer hardware and software training institute for the training of the Computer operations, development, up gradation of softwares, Training of SAP packages, ERP packages, accounting and other packages and programming in India and abroad.
7. To establish and carry on in India or elsewhere the business to min, manage, own, lease, build hotels, restaurants, cafes, taverns, rest houses, tea and coffee houses, beer houses, bars, fight carriers, lodging house keepers, refreshment rooms, night clubs, cabaret, swimming pools, Turkish baths, lodges, apartments, housekeeper, licensed victuallere, discotheque, banquet halls, dressing rooms, laundries, hair dresser shops, stores, libraries, writing and newspaper rooms, places of aimusement, recreations, art galleries, sports, entertainment, health clubs, travelling agencies, motorcabs, theatrical and opera box offices, cinemas and to prepare, produce, process, buy, ell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non vegetarian foods, beverages, wines, waters, purveyors, cigarettes, tobaccos, soft drinks, ice creams, juices and other allied goods, materials, substances, consumables and preparations connected thereto..
8. To carry on the business of broadcasting, telecasting. relaying, transmitting or distributing in

any manner in India or abroad, any audio, video or other programmes or software for television, radio, mobile, internet or any other media through inciting but not limited to terrestrial satellite, cable, direct to home, internet or interactive television network, for market and sell advertising air-time for the purpose of broadcasting on television satellite, cable and other network, radio and other media (Whether now or hereafter devised), house theatres and other such places and facilities of whatsoever in nature and to produce, develop, expose, edit, exhibit, make, remake, display, print, reprint. convert duplicate, finish, buy, sell, ran, import, export cine films, TV serials, advertising films, telefilms, documentary films, radio programmes etc and to act as agent, broker, distributor, proprietor, owners of copy rights, audio rights, theaters, cinema halls, dubbing rights, cinema studio and film processing labs owners and to erect, purchase, hire of lease, or otherwise acquire and maintain the necessary studio or studios, theatres, picture houses for the purpose of the Company and to buy, take on hire and otherwise acquire all or any machinery, cameras, instruments, apparatus, chemical and other necessary materials. for sets, decorations. or ornaments furniture and fixtures and other articles and things as deemed necessary in connection with the business of the Company.”

**(B) MATTERS WHICH ARE NECCESARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN-CLAUSE III (A) ARE:**

1. To carry on the business of iron-founders, re-rolling of steels, flats, bars, angles, channels. and girders, mechanical engineers, machinists, manufacturers, dealers, importers. and exporters of all kinds of implement, tools, gas, generators, engines, tyres, rubber goods, tube, bodies, chasis, carburetors, magnets, silencers, radiators, sparking, plugs, paraffin vaporizers, speedometers selfstarters, gears, wheel parts and accessories of all kinds,
2. To purchase or otherwise acquire and to undertake all or any part of the business, property and transations and liabilities of any person, firm or corporation carrying on any similar business, which this Company is authorized to carry on or possessed or property suitable for the purpose of this Company.
3. To pay all or any cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and the issue of its capital and any modification of its Memorandum or Articles of Association and of all applications to the Court on behalf of the Company and all legal charges incurred or to be incurred by the Company.
4. To sell exchange, mortgage, let on lease, royalty or distribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the undertakings, property, assets, rights and effects of the Company or any part thereof on such consideration, as may be thought fit and in particular for stocks, shares, whether full or partly 'paid up or securities of the Company carrying on the business in whole or in part similar to those of the Company.
5. To acquire any such shares, stocks debentures, debenture-stocks, bonds, obligations or securities of companies having business similar to the main business of the Company by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to dispose of the same by the sale, exchange,

tender, surrender of otherwise at such time or times and in such lot or lots as is deemed beneficial, subject to the provisions of the Companies Act, 2013.

6. To purchase, take on lease or in exchange or hire or otherwise acquire any movable or immovable property and any rights or privileges, which the Company may think necessary or expedient for the purpose of its business and in particular any lands, buildings, works, plants, machineries and/or easements on such terms, as may be deemed proper and to sell, improve, develop, let out, exchange, lease out, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for such consideration, as may be thought fit wholly or partly in cash or full or partly paid shares, debentures or security or exchange of any movable or immovable property, assets and effects.
7. To ensure the whole or any part of the property of the Company or any goods, commodities, articles, products, property and assets for the time being in possession are in charge of the Company for which the Company may be liable, whether wholly or in part and to protect and indemnify the Company from liability or loss in respect thereof either fully or partly.
8. To receive money on deposit for business of the Company, borrow or raise or provide for, secure the repayment of borrowings or borrowings guaranteed by Company in such manner, as the Company shall think fit and in particular by the issue of debentures, bonds or securities secured or unsecured with floating or fixed charge, perpetual or otherwise charged upon all or any of the Company's property, effects and stock-in-trade (both present or future), including the uncalled capital and the rights of Company and upon such terms as to priority or otherwise, as the Company shall think fit and to purchases, redeem and pay off any such securities, but the Company shall not carry on the banking business, as defined under the Banking Companies Act, 1949.
9. To appoint trustee (whether a person, firm or Company) to hold securities on behalf of and to protect the interests of the Company, its members, debenture holders and creditors.
10. To guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgage, charges, obligations, instruments and securities of any person, firm and Company having dealing with the Company or of authority supreme, municipal, local or otherwise, whether incorporated or not and generally to guarantee or become sureties for the payment of principal or interest thereon or of dividends on any stock or shares of any Company or for the performance of any contract or obligation by any persons, firm or Company whatsoever.
11. To promote any Company or Companies within or without India to carry out function or business or affairs of this Company or to carry out any of the objects of this Company
12. To enter into any arrangement with any Government or authority Indian or Foreign, Municipal, local body or other public or quasi-public or any body corporate, that may seem conducive to the Company's objects or any of them and to lawfully obtain from any such Government, authority, Company or Corporation all rights, concessions and privileges, which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
13. To act as agents, brokers or trustees for any persons, Company or Corporation in any part of

the world carrying on business similar to those of this Company and either as principals, agents, distributors, depot-holders, trustees or otherwise and either alone or jointly with others.

14. To appoint agents, sub-agents, depot-holders, factors, representatives, distributors attorneys and correspondents for the business or purpose of the Company or to carry out any of its objects.
15. To enter into partnership or any agreement for sharing profits; union of interest, joint ventures, reciprocal concession or otherwise any person, Company or firm carrying on or engaged in or about to carry on or engage in any business or transaction, which this Company is authorized to carry on,
16. To draw, make, endorse, accept, discount, execute, transfer, purchase and issue bills of exchange, promissory notes, bills of lading, cheques, railway receipts, government — securities, deeds and documents of title, warrants, bonds, debentures and other negotiable or transferable instrument or securities in connection with the business of the Company.
17. To institute, conduct, defend, compound or abandon any legal proceedings, by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment of satisfaction of any debts due and of any claims or demands by or against the Company.
18. To undertake and execute any contract or contracts for works involving the supply or use of any of the Company's products being manufactured or dealt with by the Company and to carry out any ancillary or other works comprised in such contract or contracts.
19. To lend, invest or otherwise deal with the money of the Company upon such securities or without security and in such manner, as may, from time to time be determined and that free from any restrictions imposed by statute upon the investments of trust funds.
20. To enter into and to complete conveyances, dispositions, assignments, transfers, leases, contracts of co-partners, agreements, licences and other contracts or writings of every description requisite for or incidental to or connected with any of the Company's objects or conducive to the attainment thereof.
21. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons, by building or contributing for the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to the provident and other funds, associations, institutions funds, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and other assistance, as the Company shall think fit and to create trusts for carrying out all such objects.
22. Subject to law of the land for the time being in force, to distribute among the members of the Company in kind any property of the Company and in particular any shares, debentures, securities of other companies as belonging to this Company or of which this Company may have power of disposing in the event of its winding up.

23. To train or pay for the training in India or abroad any of the Company's employees or any candidates in the interest or for the furtherance of the Company's object.
  24. Subject to compliance of relevant provisions of law, to remunerate officials and employees of the Company and others out of the profits or funds of the Company or otherwise, as the Company may think fit.
  25. Subject to compliance of Sec. 391 to 394 of the Act, to amalgamate with other Company having objects altogether or in part similar to those of this Company.
  26. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plant, machinery tools, utensils, appliances, apparatus, products, materials substances, articles and things capable of being used in any business, which the Company is competent to carry on or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection. therewith and to manufacture, experiment with, render marketable and deal in all products or residual and by-products incidental to or obtained in any of the business carried on by the Company.
  27. To purchase or otherwise acquire any interests in any patents, inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention or secret or other information as to any invention, which may seem capable of being used for any of the purposes of the Company or at the acquisition of which may seem calculated, directly or indirectly to benefit the company.
  28. Generally to do all such other things as are incidental or conducive to the attainment of the aforementioned objects or any of them.
- 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 Authorised Share Capital of the Company is Rs. 5,10,00,000/- (Rupees Five Crore Ten Lacs) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 10,000 (Ten Thousand) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each with rights, privileges and conditions attaching thereto as provided by the Articles of Association of the Company for the time being with power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights in accordance with the Articles of Association of the Company and the Act.

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:

S1. No.	Name, Address Description and Occupation of each Subscriber	Number and Type of Subscribed Shares	Signature Of Each Subscriber	Name, Address, Description and Occupation of Witnesses
1.	KUNDAN LAL BHATIA S/o Shri Vishan Das Bhatia R/o 117/L/381, Kakadeo, Kanpur (Business)	10	Sd/-	<p style="text-align: center;">I do hereby witness the signature of all the subscribers</p> <p style="text-align: center;">Sd/- JAGDISH CHANDRA (Chartered Accountant) S/o Shri Mool Chandra 17/14 The Mall, Kanpur</p>
2.	CHARAN DAS BHATIA S/o Shri Vishan Das Bhatia R/o 117/L/381, Kakadeo, Kanpur (Business)	10	Sd/-	
3.	PURAN CHAND BHATIA S/o Shri Vishan Das Bhatia R/o 120/397, Lajpat Nagar, Kanpur	10	Sd/-	
4.	SUBHASH CHAND BHATIA S/o Shri Vishan Das Bhatia R/o 120/397, Lajpat Nagar, Kanpur	10	Sd/-	
5.	VISHAN DAS BHATIA S/o Shri Ram Chandra Bhatia R/o 120/397, Lajpat Nagar, Kanpur (Business)	10	Sd/-	
TOTAL EQUITY SHARES		50 (FIFTY ONLY)		