

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

OF
#HAPPY SQUARE OUTSOURCING SERVICES LIMITED

I. The Name of the Company is **HAPPY SQUARE OUTSOURCING SERVICES LIMITED.**

II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.

III. The Objects to be pursued by the Company are:

A. MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION:

(1) To carry on the business of human resources consultancy including providing manpower placement and recruiting, selecting, interviewing, training and employing all types of executives, middle management staff, junior level staff, workers, labourers who are highly skilled, semi-skilled, unskilled, managerial personnel required by various industries and organizations including but not limited to manpower for civil maintenance and all type of civil construction work, IT & computers related Industries, call centres, construction work, factory work, warehouse & logistics work and providing human resources for office management and to provide consultancy and any other services in connection with requirements of persons and manpower supply in India and outside India.

(2) To carry on the business, profession of consultant, suppliers, providers of all types of manpower such as contractual, highly skilled, semi-skilled, skilled, unskilled, trained labour, staff, managerial personnel, security services, house-keeping services, gardening services, provide training to security personnel, guards, industrial labour, manpower in all sectors whether private or government.

(3) To provide facility management services and implement a tailored solution that best suits as per the client requirements.

(4) To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within the company anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions of all kinds, which expression in this memorandum includes roads, railways, and tramways, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works and hotels, cold storages, warehouse, cinema houses, schools, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concession, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of

¹ The Company at its Extra Ordinary General Meeting held on 26.06.2024 has approved for the Conversion of Private Limited Company to Public Limited Company by way of Special Resolution and consequently the name has been changed to "HAPPY SQUARE OUTSOURCING SERVICES LIMITED"

शक्ति राजपाल



Shraddha Rajpal

all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(5) To purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, decorators and do all other allied activities in relation to above object.

(6) To apply for any construction or builder-related tenders and to do all acts to complete the contract.

2B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To purchase, or otherwise to acquire, own, import all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conducive to the effective working of the main business of the company.

2. To acquire, build, alter, maintain, remove or replace and to work, manage and control any buildings, offices, shops, machinery and conveniences which may deem necessary to achieve the main object of the company.

3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this company.

4. To vest any movable or immovable property, rights or interests required by or received or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.

5. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate of interest whatsoever and to hold, develop, work, concessions, grants, decrees, licenses, privileges, claims, options, leases property, right or powers of any kinds which may appear to be necessary for the main business of the company.

6. To undertake or promote research relating to the main business or class of business of the company.

7. To acquire and take over the whole or any part of the business, goodwill, trademarks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this company is authorized to carry on, possession of any property or rights suitable for the purpose of the company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the company or for the purpose of activity research and development of manufacturing projects on the basis of

² The Company at its Extra Ordinary General Meeting held on 26.06.2024 has approved for the Conversion of Private Limited Company to Public Limited Company by way of Special Resolution and consequently the ancillary objects of the company has been changed in line with the Conversion terms by including clauses 21 to 51.



जातिनी राजपाल

Shradha Rajpal

know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the company.

9. Subject to sections 230-232 of the companies Act, 2013, amalgamate with any other company of which all or any of their object's companies having similar to the objects of the company in any manner whether with or without the liquidation.

10. To open and keep a register or registers in any state in India or abroad wherever it may be deemed necessary and expedient so to do and to allocate ay number of shares on the company to such register or registers.

11. To draw, make, issue, accept and endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse-keepers, certificates and other negotiable or commercial or mercantile instruments connected with the business of the company.

12. To open account or accounts with any individual firm or company or with any bank or banks and to pay into and to withdraw money from such accounts or accounts.

13. To incur debts and obligation for the conduct of any business of the company and to purchase or hire materials or machinery on credit or otherwise for any business or purpose of the company.

14. To make advances upon or for the purchase of materials, machinery, stores and other articles required for the purpose of the company.

15. To borrow or make money, or to receive money on deposit at interest or otherwise in such manner as the company may think fit, for the purpose of financing the business of the company and in particular by the issue or sale of any bonds, mortgages, of debentures or debenture stock perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other company, or perpetual annuities and on securities of any such money so borrowed, raised or received, to mortgage, or charge the whole or any part of property, assets or revenue of the company present or future, including its uncalled capital assignment or otherwise, and to transfer of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.

16. To distribute any of the property of the company amongst the members in specie or kind upon the winding up of the company.

17. To carry on all kinds of agency business.

18. To establish and carry on and to promote the establishment of and carrying on, any property in which the company is interested, of any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the company's interest in such property, or to facilitate the disposal thereof.

19. To appoint agents, sub-agents, dealers, managers, for transacting the main business of this company and to constitute agencies of the company in India or in any other country and to establish units and agencies in different parts of the world.

श्रीमती राजपाल



Shradha Rajpal

20. To establish any firm or firms at places in or outside India as the company may deem expedient for carrying out of main business of the company.
21. To form, constitute, promote, subsidize and assist or aid in forming, constituting, promoting, subsidizing, organizing, and assisting or aiding any company or companies, syndicates, corporations or partnerships to carry on or engage in any business or transaction which the company is authorized to carry on or to be engaged in any business undertaking.
22. To purchase or import, take on lease or in exchange, hire or otherwise acquire any moveable or immovable property including lands whether it is agricultural, residential or commercial and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and Stock-in-trade.
23. To amalgamate with or buy off any other company or companies with objects similar to those of this company, or any of them which may seem directly or indirectly calculated to benefit the Company.
24. To buy off or absorb all or any part of the business or the property and liabilities of any company or association or firm or person doing business of a nature similar to those of this Company or to work on commission in one or more of them.
25. To pay for any business, property or right acquired or agreed to be acquired by the company and generally to satisfy any obligation of the Company by the issue or transfer of shares of this or any other company credited as fully or partly paid up or of debentures or other securities of this or any other company.
26. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
27. To improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the undertaking of the Company or all or any of the properties, assets, rights or interest of the Company may deem fit and in particular for shares, debentures, or securities of any other company of a similar nature either in part or in whole.
28. Subject to the provisions of the Companies Act, 2013, to invest or otherwise deal with the moneys of the Company not immediately required, in such manner as may be determined by the Board of Directors from time to time in the interest of the Company.
29. To undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
30. To insure any of the properties, undertakings, contracts, risk or obligations of the company in any manner whatsoever.

जालिजी राजपाल



Shradha Rajpal

31. To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, license or authorization of any Government, State or Municipality, provisional order or license of any authority for enabling the Company to carry any other of its objects into effect or for extending any of the powers of the Company or for effecting any modifications of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to promote the interest of the Company.

32. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of business concerns and undertakings and generally of any assets, property or rights in which the Company is interested.

33. To establish and support or aid in the establishment of associations, institutions, funds, trusts and any other advances for the benefit of the employees or ex-employees of the Company and their dependents and to grant pensions and allowances and to contribute towards the premium of insurance payable on any lives of such employees.

34. To create any depreciation fund, reserve, reserve fund, sinking fund, Insurance fund or any special or other fund whether for repayment or redemption of preference shares, redemption of debentures or debenture stock for dividends, for equalizing dividends, for repairing, improving, extending and maintaining property of the company.

35. To open and operate any type of bank accounts with one or more banks and obtain credit facilities including term loans with or without securities for the Company and its business.

36. To train or pay for the training in India or abroad of any of company's employees or officers or any candidate in the interest of or furtherance of the company's objects.

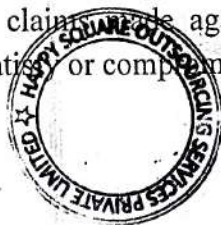
37. To establish research and development centers for the business of the company.

38. Subject to the provisions of the Companies Act, 2013, to invest the surplus funds to acquire, hold, and deal in shares, stocks, debentures, debenture stock, bonds, negotiable instruments, obligations and securities issued or guaranteed by any company, constituted or carrying on business in India or elsewhere, and debentures, debenture-stock bonds, obligations, and securities issued or guaranteed by any government, Sovereign-Ruler, commissioners, Public Body Authority, Supreme municipal, Local or otherwise whether in India or abroad.

39. To furnish and provide deposits and guarantee any funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment.

40. To pay, satisfy or compromise, claim or claims against the company which it may be necessary or seem expedient to pay, satisfy or compromise.

नालिनी राजपाल



Shradha Rajpal

41. To purchase, charter, hire, or otherwise acquire vehicles for any of the business of the company.

42. To receive money on deposit with or without allowances or interest thereon for the purpose of financing the Business of the company within the permissible limit.

43. To join and participate in any chamber of commerce or commercial institutions or bodies as member or associate member and to pay all subscriptions and other amounts for such purpose.

44. To advertise, demonstrate, exhibit, broadcast at any place or places or in whatsoever manner found expedient, all or any of the product, manufacturers and other products or goods and to give away or distribute things, presents or other articles for the purpose of popularizing or advancing the interest of the company, in any way that may be thought advisable including the posting of bills in relation thereto and the issue of the books, pamphlets and price lists and conduction of competitions and giving prizes, therefore.

45. To secure and enter into collaboration agreements and arrangements with any persons, firms, company, government bodies or departments in India or abroad, for the purpose of selling or acquiring technical know-how, capital goods, financial assistance, training and developments.

46. To organize and manage marketing operations both domestically and internationally for the sale of company products or third-party products. This includes establishing retail outlets, franchises, showrooms, and appointing various agents, distributors, and dealers as needed on such terms and conditions as the company may deem fit from time to time.

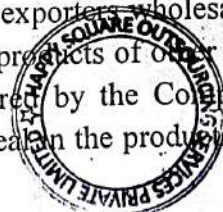
47. To lend money, to give guarantee, to give security any of the asset(s) of the Company to any other body corporate, firm, individuals, directors, etc, subject to the provisions of the Companies Act, 2013.

48. To payout of the funds of the Company all expenses which the Company may, lawfully pay with respect to the formation and registration of the company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

49. To buy, sell, refine, manipulate, import, export and deal, both wholesale and retail in commodities, substances, apparatus machinery, material and articles and things of all kinds, capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.

50. To carry on business as importers, exporters, wholesale or retail dealers and to undertake sales and distribution agencies for the products of other concerns, firms, persons, companies whether such products are manufactured by the Company or otherwise and to buy, sell, refine, manipulate, import, export or deal in the products or goods herein specified, either as

नालिनी राजपाल



Shradha Rajpal

principals or as agents.

51. To carry on business of advisers on problems relating to distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of business or industry and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all

To do all such things and acts as may be incidental or conducive to the attainment of the above objects.

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 Share Capital of the company is Rs. 25,00,00,000 rupees, divided into 2,50,00,000 Equity shares of Rs. 10 each (Rupees Ten only) each with the power to increase or decrease the Capital of the Company and to divide the shares into several classes and attach thereto respectively conditions in such manner as may for the time being be provided by the Articles of the Company.

नालिनी राजपाल



Shradha Rajpal

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.

S. No.	Subscribers Details				
	Name, Address, Description and Occupation of the Subscriber	DIN/ PAN/ Passport Number	No. of Shares taken by each subscriber (Equity)	Signature of the Subscriber	Dated
1	NAVED NAWROZ ANSARI, 889, NAYAPUL MOTINALA ASHBAQULLA WARD, SOUTH MILLONIGANJ JABALPUR, (M.P.) 482002 OCCUPATION: BUSINESSMAN	07767652	5000 (Five Thousand Only)	SD/-	19/04/2017
2	HASEEB JAHAN JEB 3093, PASIYANA ROAD, TALIB SHAH CHOWK, THAKKAR GRAM WARD JABALPUR (M.P.) 482002 OCCUPATION: BUSINESSMAN	07767680	5000 (Five Thousand Only)	SD/-	19/04/2017
			10000 (Ten Thousand Only)		



 नीलना राजपुत
 