सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) a rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that MALHOTRA INFRATECH PRIVATE LIMITED is incorporated on this Tenth day of June Tw thousand twenty-two under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U45402BR2022PTC058381.

The Permanent Account Number (PAN) of the company is **AAPCM8641R** *

The Tax Deduction and Collection Account Number (TAN) of the company is **PTNM12168C** *

Given under my hand at Manesar this Eleventh day of June Two thousand twenty-two .

DS MINISTRY OF CORPORATE AFFAIRS 10

Digital Signature Certific
SHYAM NARAYAN TIWAI
DEPUTY REGISTRAR OF COMPANI
For and on behalf of the Jurisdictional Registrar of Compan
Registrar of Compani
Central Registration Cen

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declaratic of e applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or fur from public. Permission of sector regulator is necessary wherever required. Registration status and other details of t company can be verified on www.mca.gov.in

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Mailing Address as per record available in Registrar of Companies office:

MALHOTRA INFRATECH PRIVATE LIMITED
C/O RAKESH CHANDRA MALHOTRA, FLAT NO. 45, GANGA
TOWERS, OPP. LCT GHAT, MAINPURA, PATNA, Patna, Bihar, India,
800001

* as issued by the Income Tax Department

For Malhotra Infratech Pvt. Ltd.
Samarth Malhotra
Director

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013)] FORM NO. INC-34

SPICe+ AOA

(e-Articles of Association)

*Table [F] as notified under schedule I of the companies Act, 2013 is applicable to the company

MALHOTRA INFRATECH PRIVATE LIMITED

A COMPANY LIMITED BY SHARES

Check if not applicable	Check if altered	Article No	Description
			Interpretation
☐	☒	I	(1) In these regulations -- (a) "the Act" means the Companies Act, 2013, (b) "the seal" means the common seal of the company. (c) "the Company" means MALHOTRA INFRATECH PRIVATE LIMITED. (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. (3) The Company is a Private Company within in the meaning of Section 2 (68) of the Companies Act, 2013 accordingly it means a company having a minimum paid-up share capital as may be prescribed, and which by its articles:- (i) restricts the right to transfer its shares; (ii) except in case of One Person Company, limits the number of its members to two hundred: Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member: Provided further that:- (a) persons who are in the employment of the company; and (b) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not included in the number of members; and (iii) prohibits any invitation to the public to subscribe for any securities of the company.
			Share capital and variation of rights
☐	☐	II 1	Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
☐	☐	2	(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,- (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders

For Malhotra Infratech Pvt. Ltd.

Director

☐	☐	3	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back fo endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may l issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of th company and on execution of such indemnity as the company deem adequate, a new certificate in lieu there shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
☐	☐	4	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fraction part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
☐	☐	5	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made und sub-section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares o partly in the one way and partly in the other.
☐	☐	6	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passe a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.
☐	☐	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall n unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be vari by the creation or issue of further shares ranking pari passu therewith.
☐	☐	8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolut be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
			Lien
☐	☐	9	(i) The company shall have a first and paramount lien- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, f monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from provisions of this clause. (ii) The company?s lien, if any, on a share shall extend to all dividends payable and bonuses declared fro time to time in respect of such shares.
☐	☐	10	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a li Provided that no sale shall be made- (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of part of the amount in respect of which the lien exists as is presently payable, has been given to the regist holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
☐	☐	11	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to th purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title t shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
☐	☐	12	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the sha before the sale, be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
☐	☐		(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director

		13	Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days? notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.
☐	☐	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
☐	☐	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
☐	☐	16	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
☐	☐	17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
☐	☐	18	The Board- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
			Transfer of shares
☐	☐	19	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
☐	☐	20	The Board may, subject to the right of appeal conferred by section 58 decline to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
☐	☐	21	The Board may decline to recognise any instrument of transfer unless- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
☐	☐	22	On giving not less than seven days? previous notice in accordance with section 91 and rules made thereunde the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
			Transmission of shares
☐	☐	23	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nomine or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
☐	☐	24	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upo such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either- (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have ha if the deceased or insolvent member had transferred the share before his death or insolvency.

For Malhotra Infratech Pvt. Ltd.

Director

☐	☐	25	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer o the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
☐	☐	26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to th same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
			Forfeiture of shares
☐	☐	27	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
☐	☐	28	The notice aforesaid shall- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
☐	☐	29	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
☐	☐	30	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
☐	☐	31	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
☐	☐	32	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall b conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof an may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his titl to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale o disposal of the share.
☐	☐	33	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, b the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of th share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
			Alteration of capital
☐	☐	34	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
☐	☐	35	Subject to the provisions of section 61, the company may, by ordinary resolution,- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director

☐	☐	36	Where shares are converted into stock,- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
☐	☐	37	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,- (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
			Capitalisation of profits
☐	☐	38	(i) The company in general meeting may, upon the recommendation of the Board, resolve- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company?s reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, t and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
☐	☐	39	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and al allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
			Buy-back of shares
☐	☐	40	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and a other applicable provision of the Act or any other law for the time being in force, the company may purchas own shares or other specified securities.
			General meetings
☐	☐	41	All general meetings other than annual general meeting shall be called extraordinary general meeting.
☐	☐	42	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within Ir any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
			Proceedings at general meetings

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director

☐	☐	43	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the tim when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
☐	☐	44	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
☐	☐	45	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holdi the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
☐	☐	46	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to Chairperson of the meeting.
			Adjournment of meeting
☐	☐	47	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as i the case of an original meeting. (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
☐	☐	48	Subject to any rights or restrictions for the time being attached to any class or classes of shares,- (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share cap of the company.
☐	☐	49	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and sha vote only once.
☐	☐	50	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, sha be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
☐	☐	51	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdictio lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and such committee or guardian may, on a poll, vote by proxy.
☐	☐	52	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
☐	☐	53	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payabl him in respect of shares in the company have been paid
☐	☐	54	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetin which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be va for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decisi shall be final and conclusive.
			Proxy
☐	☐	55	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is si or a notarised copy of that power or authority, shall be deposited at the registered office of the company n less than 48 hours before the time for holding the meeting or adjourned meeting at which the person nam the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointe the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
☐	☐	56	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
☐	☐	57	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which th proxy was executed, or the transfer of the shares in respect of which the proxy is given:Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the compa its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

For Malhotra Infratech Pvt. Ltd.

Director

			Board of Directors
☐	☒	58	(i) The number of Directors shall not be less than two and not more than fifteen. (ii) The first Directors of the Company shall be:- (a) SHRI SAMARTH MALHOTRA (b) SHRI SAHIL MALHOTRA (iii) The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into an agreement with him on such terms and conditions as they may deem fit.
☐	☐	59	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accr from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
☐	☐	60	The Board may pay all expenses incurred in getting up and registering the company.
☐	☐	61	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreig register; and the Board may (subject to the provisions of that section) make and vary such regulations as i may thinks fit respecting the keeping of any such register.
☐	☐	62	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise execut as the case may be, by such person and in such manner as the Board shall from time to time by resolutior determine.
☐	☐	63	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book be kept for that purpose.
☐	☐	64	(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company b shall be eligible for appointment by the company as a director at that meeting subject to the provisions of Act.
			Proceedings of the Board
☐	☐	65	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meet as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summ meeting of the Board.
☐	☐	66	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall b decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vc
☐	☐	67	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their n is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or direc may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summon general meeting of the company, but for no other purpose.
☐	☐	68	(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold o (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minu after the time appointed for holding the meeting, the directors present may choose one of their number t Chairperson of the meeting.
☐	☐	69	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consist such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulatio may be imposed on it by the Board.
☐	☐	70	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minu after the time appointed for holding the meeting, the members present may choose one of their membe Chairperson of the meeting.
☐	☐	71	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the m present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director

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☐	☐	72	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
☐	☐	73	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
☐	☐	74	Subject to the provisions of the Act,- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
☐	☐	75	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
			The Seal
☐	☐	76	i) The Board shall provide for the safe custody of the seal. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of th Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least tw directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
☐	☐	77	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
☐	☐	78	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
☐	☐	79	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sur as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purp to which the profits of the company may be properly applied, including provision for meeting contingencies for equalizing dividends; and pending such application, may, at the like discretion, either be employed in th business of the company or be invested in such investments (other than shares of the company) as the Bo may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without set them aside as a reserve.
☐	☐	80	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividend shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whe the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividend may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of t regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on shares during any portion or portions of the period in respect of which the dividend is paid; but if any share issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
☐	☐	81	The Board may deduct from any dividend payable to any member all sums of money, if any, presently pa by him to the company on account of calls or otherwise in relation to the shares of the company.
☐	☐	82	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holde the registered address of that one of the joint holders who is first named on the register of members, or t person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
☐	☐	83	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or monies payable in respect of such share.

For Malhotra Infratech Pvt. Ltd.

Director

☐	☐	84	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
☐	☐	85	No dividend shall bear interest against the company.
			Accounts
☐	☐	86	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
			Winding up
☐	☐	87	Subject to the provisions of Chapter XX of the Act and rules made thereunder- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
			Indemnity
☐	☐	88	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

For Malhotra Infratech Pvt. Ltd.

Director

	Subscriber Details				
S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
1	SAMARTH MALHOTRA, S/O RAKESH CHANDRA MALHOTRA. Address - 45 Ganga Towers, LCT Ghat, Mainpura, Patna, Bihar, Pin- 800001. Occupation - Business	08790967	Patna	SAMARTH MALHOTRA Digitally signed by SAMARTH MALHOTRA Date: 2022.06.09 09:26:33 +05'30'	09/06/2022
2	SAHIL MALHOTRA, S/O RAKESH CHANDRA MALHOTRA. Address - 45 Ganga Towers, LCT Ghat, Mainpura, Patna, Bihar, Pin- 800001. Occupation - Business	08790969	Patna	SAHIL MALHOTRA Digitally signed by SAHIL MALHOTRA Date: 2022.06.09 09:27:23 +05'30'	09/06/2022

Signed Before Me

Name		Address, Description and Occupation	DIN/PAN/ Passport Number/ Membership Number	Place	DSC	Dated
FCA	JAYANT KUMAR	NOBA NAGAR PHASE 1 PHULWARISHARIF PATNA-801505	429759	Patna	JAYANT KUMAR Digitally signed by JAYANT KUMAR Date: 2022.06.09 09:29:02 +05'30'	09/06/2022

Checkform

Modify

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director

[Pursuant to Schedule I (see sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

SPICe+MOA

(e-Memorandum of Association)

* Table applicable to company as notified under schedule I of the companies Act, 2013 | A

Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is | MALHOTRA INFRATECH PRIVATE LIMITED

2.The Registered office of the company will be situated in the state of | Bihar-BR

3.(a)The objects to be pursued by the company on its incorporation are

(i) To carry on in India or elsewhere the business as real estate and infrastructure developers, builders, interior exterior decorators, designers, planners, surveyors, valuers and estimators, civil contractors, mechanical and electrical contractors, architects, civil, electrical, and mechanical engineers, and to undertake planning, surveying, engineering, construction, repair, maintenance, demolition, renovation, designing, decoration and modification of houses, flats, apartments, buildings, roads, bridges, dams, canals, water supply systems, drainage systems, sanitation and sewerage systems, irrigation systems, parks, public utilities, and all other kinds of civil structures and construction of any nature.

(ii) To carry on the business of and to purchase, acquire, take on lease or in exchange, or in any other lawful manner, any area, plots of land or buildings, commercial or residential, or farm-houses, and to sell and/or dispose off the same, in any manner whatsoever, by developing the same or otherwise, in a whole lot or by dividing it into small plots or otherwise, as convenient and/or to construct flats, bungalows, apartments, shops, sheds, townships, colonies, farm-houses, factories, markets or other buildings, commercial complexes, offices, hotels, resorts, cinema halls, theatres, parks, and all other constructions of any nature and to use the same either for the use of the company or for letting out on contract or for rent or otherwise or on lease or for an outright sale either on cash basis or on hire purchase basis or in any other manner whatsoever.

(iii) To provide real estate agency, managerial, maintenance, hospitality, consultation, construction, and rental services, and to act as managers and brokers for sale, purchase, leasing and/or hiring of land, farm-houses, buildings (residential or commercial, or of any other type and nature), and all types of building materials.

(iv) To trade, manufacture or otherwise deal in all kind of articles, products and materials used for building, civil works, construction, repair, renovation, modification, decoration, etcetera of all kinds of buildings, civil structures, and construction of any nature.

(v) To secure registration for the works as registered contractors, suppliers, executors, builders, agents, consultants, managers, planners, designers, decorators, engineers, and architects for any Government, semi Government, private or public works, tenders or other requisition for construction activities and for the supply of various items of stores to the Government, semi Government, public utility services and local bodies, corporations, companies, firms, and private parties.

(vi) To undertake all other activities and contracts ancillary to the attainment of the above objects.

3.(b)Matters which are necessary for furtherance of the objects specified in clause 3(a) are

(i) To acquire, establish, construct, build, demolish, alter, take on hire or lease or as the case may be, any land, building, processing unit, machineries and implements, establishment and organization, anywhere in India or abroad, including acquiring part interest therein, for the purpose of Company and to pay for the same by shares or debentures of the Company or by cash.

(ii) To apply for and take out, purchase or otherwise acquire or register and protect, prolong and renew any trade mark, patent, rights,

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director

brevets d' invention, licenses, know-how and expertise which may directly or indirectly benefit the Company.

(iii) To enter into marketing arrangement, exclusive or otherwise, with dealers and/or service providers of any of the products and/or services of the Company, subject to the provisions of the Act.

(iv) To enter into contracts or arrangements or other dealings for the more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government, Authorities, co-operatives, banks, financial institutions, or any persons or entities that may seem conducive to the main objects of the Company.

(v) To enter into, undertake and execute contracts or other arrangements with any parties or persons for any transactions, including the opening of bank accounts, and the provision and supply or use of materials, machinery, equipment, articles, or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.

(vi) To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist co-operatives, companies and partnerships of all kinds with any person, firm or entity, engaged in business similar to the Company.

(vii) To recruit, train and develop staff, organize seminars, training programs and conferences for the directors, employees, dealers, customers and the general public.

(viii) To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, and agents, for the Company.

(ix) To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, sign consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.

(x) To retrench, lay-off, suspend, terminate the appointment of, or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.

(xi) To adopt such means of making known the articles, goods, products, appliances manufactured or dealt in, or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company, as may seem expedient, in particular, by advertising in the press and through billboards, hoardings, motion pictures, broadcasting, telecasting or by publication of books, periodicals and any other material, convenient to the Company, or by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.

(xii) To purchase or otherwise acquire and undertake the whole or any part of the business, property, goodwill, right, assets and liabilities of any company or person, carrying on or proposing to carry on, any business similar to the business of this Company or possessed of the rights or property suitable for any of the purposes of this Company, subject to the provisions of the Transfer of Property Act.

(xiii) To let out on hire or otherwise, all or any of the property of the Company, whether immovable or movable, including all and every description of apparatus and appliances to its directors, employees and others.

(xiv) To develop and/or furnish to any person, entity whether in India or elsewhere, technical information, know-how, processes, manufacturing and operating data, plans, lay-outs and blue- prints useful for or related with any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or installments or fees or royalties or through any other arrangement

(xv) To send any director, employee or other person to any place in India or abroad for the purpose of obtaining training or knowledge in ıe techniques and methods of running or improving the business of the Company, for the purpose of advancement or promoting any of the objects of the Company.

(xvi) To provide for the welfare of employees or ex-employees of the Company and their spouses and dependants by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.

(xvii) To remunerate any person in the shape of cash, commission, allowances, pension, grants, payments derived by percentage of profits or by allotting any share or assigning any part of the property of the Company or to advance any amount to any person for any services to be rendered.

(xviii) To sell or dispose of the undertaking of the Company or all or any of the properties or effects of the Company, for cash or for such other consideration as the Company may think fit.

(xix) To lend or advance the surplus money and funds of the Company, either with or without security, or invest the same in shares, stocks, debentures, units, and other securities, and to give credits to such persons and upon such terms and conditions, as the Company may think fit, but the Company will not do banking business as defined under the Banking Regulations Act, 1949.

(xx) Subject to the provisions of the Act and directions of the R.B.I. to receive money for business purposes of the Company on deposit or loan and borrow or raise money in such manner as the Company shall think fit and also subject to the provisions of the Banking Regulation Act, 1949 and other statutory regulations.

(xxi) To pay all or any costs, charges and expenses, preliminary and incidental to promotion, formation, establishment and registration of the Company.

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director

(xxii) To import, export, purchase, sell, produce and otherwise deal or trade in all kinds of products, materials, substances, articles or things, which can be carried on in conjunction with the business of the Company specified above.

(xxiii) To do all and everything necessary, suitable or proper for the accomplishment of any of the objects herein before set forth either alone or in association with other corporate bodies, firms, individuals and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India for the time being in force.

4.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.

5.The share capital of the company is 1,000,000.00 rupees, divided into,

100,000.00	Equity	shares of	10.00	rupees each	,and

6 ☒ We, the several persons, whose names and addresses 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 against our respective names:

☐ I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company (Applicable in case of one person company):

For Malhotra Infratech Pvt. Ltd.

Director

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	SAMARTH MALHOTRA, S/O RAKESH CHANDRA MALHOTRA. Address - 45 Ganga Towers, LCT Ghat, Mainpura, Patna, Bihar, Pin- 800001. Occupation - Business	08790967	5,000	Equity	SAMARTH MALHOTRA Digitally signed by SAMARTH MALHOTRA Date: 2022.06.09 09:24:10 +05'30'	09/06/22
				Preference		
2	SAHIL MALHOTRA, S/O RAKESH CHANDRA MALHOTRA. Address - 45 Ganga Towers, LCT Ghat, Mainpura, Patna, Bihar, Pin- 800001. Occupation - Business	08790969	5,000	Equity	SAHIL MALHOTRA Digitally signed by SAHIL MALHOTRA Date: 2022.06.09 09:26:44 +05'30'	09/06/22
				Preference		
	Total Shares taken		10,000.0	Equity		
				Preference		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCA	JAYANT KUMAR	NOBA NAGAR PHASE 1 PHULWARISHARIF PATNA-801505	429759	JAYANT KUMAR Digitally signed by JAYANT KUMAR Date: 2022.06.09 09:28:40 +05'30'	09/06/22

Modify Check Form

For Malhotra Infratech Pvt. Ltd.

Samarth Malhotra

Director