

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

SPICE MOA

(e-Memorandum of Association)

MOA language: ☒ English ☐ Hindi

SRN of form INC-1

G32634966

Pre-fill

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

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

1. The Name of the Company is

UPWAN INFRA DEVELOPERS PRIVATE LIMITED

2. The Registered office of the company will be situated in the state of

Uttar Pradesh-UP

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

1. To carry on the business of construct, execute, carryout, support maintain, operate, improve, work, develop, administer, manage, control and superintend all kinds of works relating to buildings, houses and other constructions or conveniences of all kinds including roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets and other buildings and all other works and conveniences of public or private utility and other allied activities whether in India and outside India.

2. To carry on the business of purchaser, seller, importer, exporter, supplier, stockiest, wholesaler and/or retail trader of all kinds of sanitary materials including wares, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass, furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators, paints, hardware, pipe, fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fibre, paper, glass, rubber, plastic or other natural or synthetic substance or chemical and allied products in India or outside India.

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

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.

2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.

3. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.

4. To amalgamate, enter into partnership or make any arrangements for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, with any individual person or company carrying on or engaged in or about to carry on with similar or identical objects.

5. To purchase or otherwise acquire and undertake the whole or any part of the business, properties and liabilities of any person, firm or company carrying on any business which this company is authorized to carry on or possessed of property suitable for the purpose of the Company.

6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.

7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.

8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company and to remunerate any person, firm or company for services rendered in the promotion of the Company or the conduct of its business.
9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.
10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as maybe thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013.
11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.
12. To create any depreciation fund, sinking fund, insurance fund, reserve fund, any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of property of the Company or for any purposes, whatsoever to the interests of the Company.
13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
14. To sell, mortgage, assign, lease, pledge, dispose off or in any other manner deal with all or any part of the undertaking, property and assets of the Company for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any company having objects altogether or in part similar to those of this Company.
15. To adopt such means for making known the activities and products of the Company as may seem expedient and in particular by advertising in the press, by circulars / brochures, by purchase and exhibition of works of art or interest, by publication of books, newspapers and periodicals, email, Internet & web enabled sites, Intranet sites or by making and exhibiting films and/or by granting prizes, awards and donations.
16. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring planning, execution, development, delivery & maintenance, training, and consulting, of all or any of the business which the Company is entitled to carry on.
17. To promote any other company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such company or companies.
18. To appoint sole or regional selling agents or distributors for the products of the Company and also buying agents for the raw materials of other products required for the Company subject to the provisions of Companies Act, 2013 and also to open depots for effecting such sales or purchases.
19. To indemnify members, officers, Directors and servants of the Company against proceedings, costs, damages, claims and demands, in respect of anything done by them for or on behalf of the Company and against any loss or damage whatsoever suffered by them or any of them in execution of their duties or in relation thereto.
20. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013.
21. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949. Acceptance of Deposits is subject to provisions of the Companies Act, 2013.
22. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carryout exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
23. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.
24. To guarantee or become liable for the payment of money, debenture, bond or securities of for the performance of any obligations in the

course of the conduct of the business of the Company.

25. To purchase, take on lease or in exchange or otherwise acquire, improve, manage, cultivate, work, sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose off and deal with movable and immovable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, debentures, procure concessions, options, contracts, patents, licenses, machinery, plant, stock-in-trade, business concerns and undertakings and claims, privileges, concessions and chose-in-action all kinds, to construct buildings on any land belonging to company for attaining the main objects.

26. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.

27. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the company and its officers to arbitration and to perform or challenge the awards if necessary.

28. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.

29. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

30. To carry on the business of development of software for use in instructional, educational, technological and other allied computer applications and systems.

31. To grant licenses or concessions over or in respect of any property or rights of the Company.

32. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

33. To trade or deal both in India and outside India, in any commodities, articles, substances, merchandise, machines, goods and things whether solid or liquid or gaseous and to act as agents, wholesalers, retailers, job work, collaborator, distributors, warehouseman, licensees, merchants, traders in all types of goods, articles, materials and things and for that purpose buy, sell, barter exchange, market pledge, distribute, maintain, or otherwise deal in all kinds of commodities, goods, articles and things and to carry on the agency business.

34. To carry on business of buying, selling, importing, exporting or otherwise carry on the agency business in all types of electronic, electrical, engineering and steel products both in and out of India and also represent the manufactures of such products

35. To carry on the business of manufacturers, traders, agents, dealers, importers and exporters in all kinds of Mechanical / Electrical / Electronic/ Telecommunication goods of any kind and description.

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

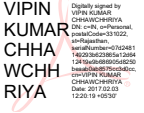
1,000,000.00

 rupees, divided into,

100,000.00	Equity	shares of	10.00	rupees each	
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- 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:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	LALLAN PRASAD AWASTHI R K PURAM COLLECTER GANJ, FATEHPUR (U.P.) 212601 BUSINESS	07704774	5000	Equity		03/02/17
2	RANJANA DEVI AWASTHI R K PURAM COLLECTER GANJ, FATEHPUR (U.P.) 212601 BUSINESS	07704779	5000	Equity		03/02/17
Total Shares taken			10,000.00	Equity		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACS	VIPIN KUMAR CHHAWCHHRIYA	205, CHETAK CHAMBER, NEAR DAVA BAZAR, MADHU MILAN SQUARE, INDORE (M.P.) 452001	39361		

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