

[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

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

1. The Name of the Company is

SUKALPA TECH SOLUTIONS PRIVATE LIMITED

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

Karnataka-KA

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

1. To carry on in India or elsewhere the business to product design, analysis, prototyping and testing, embedded system design, manufacturing engineering, plant & construction engineering and engineering process, testing and certification, support using leading edge CAD & CAE technology and provides end to end IT Solutions specific to customer requirements and Consulting & Digital Transformation, Development of own software and custom Applications, Maintenance & Testing, Custom Software development, Mail/Print/Email Management, LAN/ Network Management, cloud, Server & Back up Management, Mobile Application Development, Artificial Intelligence (AI), Robotics Solutions, authorized software product owning and reselling, supporting battery cells, packs, design & installation, selling & reselling.

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

1. To employ any person, firm or company for the purpose of carrying out all or any of the contracts from time to time entered by the Company upon such terms and conditions as may be thought expedient.
2. To purchase or otherwise acquire and undertake all or any part of the business, property and transactions and liabilities of any person, firm or corporation carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company.
3. To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company or society carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of property suitable for the purpose of the Company or which can be carried on in conjunction therewith or for the purposes aforesaid to acquire and deal in lands, privileges, rights, contracts, property or effects generally.
4. To promote, carry out, maintain and develop, trade of all kinds, and trade, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
5. To enter into agreements and contracts with foreign or Indian individuals, Companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
6. To appoint Agents, Sub-Agents, managers for any kind of business which this Company is authorised to carry on and constitute Agencies of the Company in India.
7. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operations, joint venture, reciprocal concession or otherwise with any person, organisation, firm or Company carrying on or engaged in or about to carry on or engage in connected with the objects of the Company which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company.

8. To apply for and obtain any charter, privilege, concession, licence or authorisation of any government, State or other Authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the company or for effecting any modification of the constitution of the company which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interests of the company.
9. To acquire by concession, grant, purchase, barter, lease license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and other movable and immovable properties of any description and any patents, trademarks, concession, privileges, privilege, brevets, invention, licenses, protections and concessions conferring and exclusive right to any inventions, secrets or other information scheme necessary for any of the purposes of the Company and to construct, maintain and alter any buildings or work, necessary or convenient for the purpose of the Company and to pay for such land, buildings, works, property rights or any other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or other securities of the company or otherwise and manage, develop, let on lease or for hire otherwise dispose of or turn to account the same at such time and in such manner and for such consideration as may be deemed proper or expedient.
10. To establish, provide, maintain and conduct or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kind and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific and technical professor and teachers and by providing for the award, scholarships, prizes, grants and bursars to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorised to carry on.
11. To be interested in promote and undertake the formation and establishment of such institutions, business pools, combines, syndicates, industrial, training or manufacturing as may be considered to be conducive to the interest of the company, to and acquire, promote or subsidise any other industry or undertaking and to carry on any other allied business (industrial, training, manufacturing or other) which may seem to the company capable of being conveniently carried on in connection with any of the main objects of the company or otherwise calculated directly or indirectly to render any of the company's properties or rights for the time being profitable.
12. To purchase or otherwise acquire and undertake the whole or any part of the business property rights and liabilities of any person, firm or company.
13. To guarantee the contracts of or otherwise assist any person, organisation firm or Company and take or otherwise acquire and hold shares or securities of any such person, organisation, firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with the same with the surplus of funds of the Company.
14. To enter into any arrangement and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal, or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or affecting any modifications in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company.
15. To buy, lease, or otherwise acquire lands, buildings and other immovable property and to sell, lease mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may think fit.
16. To amalgamate with any Company or Companies or organisations having objects altogether or in part similar to those of this Company.
17. To pay all costs and charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and issue of its capital and charges in connection therewith, including cost, charges expenses of negotiations and contracts and arrangement made prior to and in anticipation of the formation and incorporation of the Company.
18. To remunerate or make donations to (by cash or other assets or by allotment of fully or partly paid shares or by a call or option on shares, debentures debenture stock or securities of this or any other Company, or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business of the Company, or placing or assisting to place or guaranteeing subscription of any shares, debentures, debenture stock or other securities of the Company or for any other reason which the Company may think proper.
19. To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
20. To draw, make, issue, accept and to endorse discount and negotiate promissory notes, cheques, hundies, bills of exchange, bills of lading, delivery orders, warrants warehouse keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
21. To open account or accounts with any scheduled bank or banks and to pay into and to withdraw monies from such account or accounts as may be authorised by the Board of Directors.
22. To invest, apply for and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company upon securities and shares or without security, upon such terms as may be thought proper, and from time to time to vary such transactions in such manner as the Company may think fit.
23. Subject to the provisions of Banking Regulation Act, 1949 to lend moneys with or without security and, in particular to employees

and such other persons, firms, cooperative or other societies or Companies and on such terms as may seem expedient, and to Customers and others having dealings with the company and to guarantee the performance of contracts by any such person or Companies and subject to the provisions of the Act, to advance money to and/or guarantee the payment of money, secured or unsecured due by, or to guarantee the discharge or liability of such firms or Companies whose management is held by the Company by themselves or in partnership with others..

24. Subject to the provisions of the Companies Act, 2013, to receive money or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure, and guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, or Company as the case may be and to purchase, redeem or pay off any such securities.

25. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or property of the Company or any part thereof, whether movable or not for such consideration as the Company may think fit and in particular for cash, shares, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.

26. To improve, manage work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concession of the Company.

27. Subject to the provisions of the Act, to place, to reserve or to distribute dividends or bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received in respect of forfeited shares or from unclaimed dividends.

28. To pay out of the funds of the Company all expenses which the company may lawfully pay with reference to the formation or registration of the Company or issue of the share of the Company

29. Subject to the provisions of the Companies Act, 2013 and the constitutions of India, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent scientific, national or other institutions or objects or for any research exhibitions or for any public, general or useful objects.

30. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares, or by the issue of securities or partly in one manner and partly in another and generally on such terms as may be determined by the Company.

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

32. To construct and equip laboratories conduct experiments, institute scholarships and to do all such things as may be necessary or expedient for studying or developing processes or otherwise advancing knowledge concerning product standards in which the Company is interested.

33. To agree to arbitration and to refer to arbitration any disputes, present or future, between the Company and any other company, firm or individual or Government or any other entity and to submit the same to arbitration in India or abroad either in accordance with Indian or Foreign system of Law.

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,

10,000.00	Equity	shares of	100.00	rupees each	,and
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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:

☐ 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):

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	SHRIKANTH PATHRAYYA HIREMATH Address: S S S K, HOSUR, BELGAUM KA 591104 IN Occupation: Business	09630573	500	Equity	Shrikantha Hiremath <small>Digitally signed by Shrikantha Hiremath Date: 2022.06.05 14:48:56 +05'30'</small>	05/06/22
				Preference		
2	VISHAL VEERABHADRAYYA HIREMATH Address: 262 HIREMATH ONI, HUNASHIKATTI, BAILAHONGAL, BELGAUM KA 591153 IN Occupation: Business	09630574	500	Equity	Vishal V Hiremath <small>Digitally signed by Vishal V Hiremath Date: 2022.06.05 14:53:18 +05'30'</small>	05/06/22
				Preference		
Total Shares taken			1,000.00	Equity		
				Preference		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCS	SUDHIR B SUTAR	KHANAPUR ROAD, TILAKWADI, BELGAUM-06 PRACTICING COMPANY SECRETARY	11152	SUDHIR BABAJI SUTAR <small>Digitally signed by SUDHIR BABAJI SUTAR Date: 2022.06.05 14:54:28 +05'30'</small>	05/06/22

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