

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KAARYA FACILITIES AND SERVICES LIMITED

- I.** The name of the company is "KAARYA FACILITIES AND SERVICES LIMITED".
- II.** The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Mumbai, Maharashtra.
- III. (a) The objects to be pursued by the company on its incorporation are:-**
1. To carry on the business of providing integrated facilities management services for maintenance, upkeep, repair, renovate, recondition, improve, enlarge and operations of all kinds of commercial and residential establishments, building house, flats, apartments, offices, malls, godowns, warehouses, shops, factories, sheds, hospitals, resorts, shopping cum residential complexes ; such as housekeeping, engineering services, man power supply, civil, carpentry, repair, electrical, structured cabling, plumbing, painting, landscaping and gardening, water supply, fire safety & security auditing, food preparation and supply services, event management services, kitchen maintenance services, cafeteria and catering services, pest control services, staffing services, mail management and distribution services,

(Alteration of Memorandum of Association by passing of special resolution in Extra-ordinary General Meeting held on 31/07/2017)

document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, fabric procurement, distribution and maintenance services, daily coffee/tea distribution services, cash and valuables guarding and transportation services, installation and maintenance services, air & water purification solution, air conditioning and clean room services, oil & gas plant maintenance services, carpet cleaning and floor management services, drainage system maintenance, civil services, elevator maintenance, waste management services and other operational maintenance services singularly or in association / collaboration with other Indian / Foreign Company or individual and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services.

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

2. To repair, service, job work or otherwise deal in all types of electrical wire and ceiling, harmonic control in electrical panel and maintenance of all electrical panels and electronic goods, appliances and equipments including refrigerators, coolers, computers, CVT, UPS, AVS, servos and fax machines and to carry on the business in India and abroad of providing security services, housekeeping and maintenance services and to act as placement agents for supply of labour/manpower to various institutes, corporate, firms and individuals and to act as management consultants for corporate.
3. To undertake or participate in the formation, management, supervision or control of the business operation of any other company, firm or person having similar objects.
4. To pay out of the funds of the company all expenses which the Company may lawfully pay with respect the formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining application for or taking, placing or underwriting of shares, debentures or other securities of the Company.
5. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any individuals, person or company carrying on or engaged in or about to carry on or engage in any business or transaction, which the Company is authorised to carry on or engage in, or which the Company is authorised to carry on in conjunction therewith.
6. To borrow or raise in such manner as the Company shall think fit, and in particular by the issue of debenture or debenture stock, (perpetual or otherwise) and secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any 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 or company of any obligation undertaken by the Company or any other person or company as the case may be but shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.

7. To do commission business in connection with landed properties by making advances on the security of free-hold, leasehold or any other kind of land and house, properties and by arranging loans sales, purchases, leases and mortgages of such properties.
8. To guarantee the performance of any contract or obligation of, and the payment and repayment of money or of dividends and interest or premiums payable on any stocks, shares or securities of any company, corporation, firm or person.
9. To establish and maintain agencies or appoint representatives and consultants at any place or places in India or other parts of the world for the conduct of the business of the Company or for the purchase and sale of any merchandise, commodities, goods, wares, materials, produce, products, services, articles and things required for or dealt in by the Company and to transact all kinds of agency/representative businesses.
10. To purchase, acquire or take over the whole or any part of the business, professional goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company having similar object and upon such terms and subject to such stipulation and condition and at or for such price or consideration (if any) in money, shares, debentures, money's worth or otherwise as may be deemed fit.
11. To enter into arrangements with Government or authorities that may seem conducive to the attainment of the Company's objects or any of them and to obtain from such Government or authority any rights, privileges, licences and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
12. To issue or guarantee the issue of or the payment of interest and dividends on the shares, debentures, debenture-stock or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
13. To issue debentures, debenture-stock, bonds obligations and securities of all kinds, and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed or otherwise, on the undertaking of the Company or upon any specific property and rights, present and future of the Company (including if thought fit uncalled Capital), or otherwise howsoever.

14. To invest and deal with the moneys and funds belonging or entrusted to the Company not immediately required in lands, buildings, bullion, commodities, articles, goods, negotiable instruments, advances against any property or goods, government, municipal and other bonds, bank deposits and shares, debentures securities, and in such other investments and in such manner as may from time to time be determined, and to vary such investments and transactions and to lend monies to such persons and on such terms, and with or without security as may seem expedient, and in particular to clients, customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.
15. To borrow or raise or secure the payment of money; other than public deposit or to receive money on deposit at interest or otherwise or by promissory notes, bills of exchange, hundies or other negotiable instruments, for any of the purposes of the Company, and at such times as may be thought fit, by taking credits in of opening current accounts with any person, firm, bank, company or government authority and whether with or without any security, or by such other means as the Directors may in their absolute discretion deem expedient, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, and in security for any such money so borrowed, raised or revived, and of any such debentures or debenture-stock so issued, to mortgage, pledge or charge single or multiple the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment, or otherwise or to transfer to convey the same absolutely or in trust, and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities, subject to the provisions of of the Companies Act, 2013 and directives of Reserve Bank of India.
16. To pay for any properties or rights or privileges acquired by the Company either in cash or by the allotment of fully or partly paid shares of this Company with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
17. To purchase, take on lease or license or in exchange, hire or otherwise any real and/or personal property and any rights or privileges, and advantages of any kind whatsoever which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and, in particular, any land (free-hold, lease-hold or other tenure), tenements, building, easement, machinery, equipment, plant and stock-in-trade, and on any such lands to erect buildings, factories, sheds, godowns or other structures for the works and purposes of the Company, and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purposes of the Company's business or to re-sell, mortgage, let on lease or otherwise deal with to turn the same to account as may seem expedient.

18. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
19. To create any depreciation fund, reserve fund, sinking fund, insurance fund, equalization of dividend or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company, or for redemption of debentures or redeemable preference shares, distribution of dividends, workers welfare or under any statute or for any other purpose whatsoever conducive to the interest of the Company.
20. To make donation to such person/s or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for public or national cause or for objects and to establish and support aid in the establishment and support of all associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees or of the Company or the dependents, relatives or connections of such persons and to grant pension, gratuities, bonus and allowances either by way of annual payment or a lump sum or otherwise and to make payments towards insurance and to form, maintain and contribute to provident, super-annuation and benefit funds to or for such persons.
21. To give to any Directors, Officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and for that purpose to enter into any agreements or arrangements the Company may think fit.
22. To sell, lease, mortgage, grant licenses, easements and other rights, over and in any other manner whatsoever, to transfer deal with or dispose off the undertaking property, assets, rights and effects of the Company, or any part thereof, for such consideration, as the Company may think fit and, in particular, for shares, stocks, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
23. To establish or promote or concur in establishing or promoting any Companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of such company or companies.
24. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.

25. To procure recognition of the Company under the laws or regulation of any other country and to do all acts necessary for carrying on business or activity of the Company in any foreign country.
 26. To donate of gift, in cash or in kind, for any national, charitable, benevolent, public purposes or to any institution, club, society, research association, fund, university, collage or any other person or body.
 27. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any character, licence, power, authority, franchise, concession, right or privilege, which any government or authority or any Corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying out the same into effect.
 28. To take up annual maintenance contract with any organization, individual and/ or any other legal or natural person.
 29. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licences, concessions or any secret or other information.
 30. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons, who are or were at any time in the employment or service of the Company, and the wives, widows, families and dependents of such persons.
 31. To open bank accounts of all kinds including overdraft accounts and to operate the same.
 32. To distribute amongst the members of the Company in specie or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of the winding up of the Company, subject to the provision of the Companies Act, 2013.
 33. To accept, gifts, bequests, devices and donations from members and others of money, assets and properties of any kind.
 34. To become members of other bodies of persons and associations, including societies, clubs and companies limited by guarantees, whether formed for profit or non-profit activities having similar 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. **a) . The Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two crore) equity shares of Rs.10/- (Rupees Ten Only) each.

b) The Paid-up capital of the Company shall be minimum of Rs. 1,00,000/-.

**Altered vide Special resolution passed by the members of the Company in the Annual General Meeting held on 30th September, 2022 for increase in Authorised Share Capital of the Company from Rs.5 crore to Rs.10 Crore.

**Altered vide Special resolution passed by the members of the Company in the Extra Ordinary General Meeting held on 27th April, 2023 for increase in Authorised Share Capital of the Company from Rs.10 crore to Rs.20 Crore.

We, the several persons whose names, addresses and occupations are hereunder subscribed below, are desirous of being formed into a Company in pursuance of these Memorandum of Association and we respectively agree to take the numbers shares in the Capital of the Company opposite to our respective names:-

Name, address, description and occupation of each Subscribers	Number of Equity Shares taken by each Subscriber	Signatures of Subscribers	Signature , Name , Address ,description and occupation of the witness 1& 2 subscriber
<p>Name Vineet Pandey S/O Sadanand Pandey O/C Business Add :- B -104 Mahesh Tower Co op Charkop Kandivali - W Mumbai - 400067</p>	<p>5000/- (Five Thousand)</p>	<p>Sd/-</p>	<p>Sd/- Name :- Kaushal Pujara S/o:- Gordhandas Pujara Yadav Pujara And Shah Chartered Accountant A-202 Laxmi Sadan Above Allahabad Bank Thakur Village Kandivali - East Mumbai - 400101</p>
<p>Name Vishal Panchal S/O Vishwanath Panchal O/C Business Add :- EVA A9 Next to Rotary Centre Juhu Tara Road Juhu Mumbai - 400049</p>	<p>5000/- (Five Thousand)</p>	<p>Sd/-</p>	

Place:-MUMBAI

Date:-14/02/06