

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

EMPERIUM INFRASTRUCTURE PRIVATE LIMITED

Subject as herein provided, the Regulations contained in Table 'A' in the Schedule I to the Companies Act, 2013 shall apply to the Company.

- I. The name of the Company is "**Emperium Infrastructure Private Limited**".
- II. ****The Registered Office of the Company will be situated in the State of Haryana.**
- III. The objects for which the Company is established are :-

A. Main Objects to be pursued by The Company on its Incorporation are:

1. To engage in the business of Development & Construction of residential and Commercial building falling under the real estate activities.
2. To carry on the business of buying, purchasing or otherwise acquire any immovable or movable property of all kinds and description and right, title and interest therein and to carry on the business of renting, letting or other similar arrangements of immovable and moveable properties including but not limited to equipment of all kinds and description, building equipment, construction equipment and houses, building, market, shops, industrial sheds, plots, flats, vehicles, plants, machineries, ships, aircrafts, vessels, apparatuses, computers and any other assets.
3. To carry on business of contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers land developers, Land Scapers, estate agents, immovable property dealers and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve, property of the Company or any other Immovable property in India or abroad.
4. To erect, construct, build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad- on any land or immovable property of the Company or upon any other land or immovable property in any capacity and conveniences of all kinds, including turnkey jobs, railway, tramway speedway, runways. roads aerodromes, sewage, theatres, cinema halls, piers, wharvers, Dams, barrages, reservoirs, embankments, canals, irrigations, power houses, transmission lines, reclamation, improvement sewage, drainage,

For Emperium Infrastructure Private Limited

Director

Name : Ravinder Saurd
DIN : 06391716
Date : 12/06/2025

For Emperium Infrastructure Private Limited

Director

Name : Hardeep Singh
DIN : 03545865
Date : 12/06/2025

sanitary works, for building hotels, houses, markets, private public and all kind of Conveniences and to carry out business of builders and civil engineers, estimators and designers thereof.

5. To promote, buy, acquire, sell, lease exchange, hire, give on relit, to let, mortgage or otherwise dispose of the lands, industrial Complexes, houses buildings, farm houses, agricultural lands, and other immovable property of the Company or other immovable property including any share or shares, interest or interests therein and to transact on commission or otherwise business of real estates agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same.
6. To carry on the business of consultants, civil engineers, civil testers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or Industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment board or any local authority to work as colonizer, developer of land and farm houses and buildings for residential purposes.

(B) Matter which are necessary for furtherance of the object specified in clause III (A) are:-

1. To buy all kinds of plant, equipment, machinery , apparatus, tools, utensils, commodities substances, articles and things necessary or useful for carrying on the main business of the Company.
2. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperation with persons or companies carrying on or engaged in the main business or transaction of this Company.
4. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
5. To undertake or promote scientific research relating to the main business or class of business of the Company.

For Emperium Infrastructure Private Limited

Director

Name : Ravinder Sand

DIN : 06391716

Date : 12/06/2025

For Emperium Infrastructure Private Limited

Director

Name : Hardeep Singh

DIN : 03545865

Date : 12/06/2025

6. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
7. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
8. To takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
9. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
10. Subject to the Provisions of the Companies Act 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
11. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any

For Emperium Infrastructure Private Limited



Director

Name : Ravinder Sandhu
DIN : 06391716
Date : 12/06/2025

For Emperium Infrastructure Private Limited



Director

Name : Hardeep Singh
DIN : 03545865
Date : 12/06/2025

proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.

13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
19. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. Subject to the Provisions of section 100 to 105 of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
21. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.
22. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.

For Emperium Infrastructure Private Limited

Director

Name: Ravinder saund

DIN: 00391716

Date: 12/06/2025

For Emperium Infrastructure Private Limited

Director

Name: Hardeep Singh

DIN: 03545865

Date: 12/06/2025

23. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
24. Subject to the provisions of Section 179, 182 & 183 of Companies Act, 2013, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
26. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
27. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares 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 by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
29. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.

For Emperium Infrastructure Private Limited



Director

Name: Ravinder Saurnd

DIN: 06391716

Date: 12/06/2025

For Emperium Infrastructure Private Limited



Director

Name: Hardeep Singh

DIN: 03545865

Date: 12/06/2025.

30. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
31. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
32. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
33. *** To borrow and raise money in any manner for the purpose of any business of the company or of any company in which the company is interested and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future). To borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank, financial institution or company and whether with or without any security or by such other means, as may 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 received and of any such debentures or debenture stock so issued, to give bank guarantee, to mortgage, pledge or charge 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 or 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 such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

IV. The liability of the members and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. * The Authorized Share Capital of the Company is Rupees 4,00,00,000/- (Rupees Four Crore only) divided into 40,00,000 (Forty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten) each.

For Emperium Infrastructure Private Limited

Director

Name: Ravinder Saurnd

DIN: 06391716

Date: 12/06/2025

For Emperium Infrastructure Private Limited

Director

Name: Hardeep Singh

DIN: 03545865

Date: 12/06/2025

VI. 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	Ravinder Saund S/o Bhagat Singh saund, R/o; House No. A-881/A, Sushant Lok, phase 1, galleria, DLF-IV, Farrukh Nagar, Gurgaon, Haryana-122009 OCCUPATION: BUSINESS	06391716	2,500	Equity	<small>Digitally signed by RAVINDER SAUND Date: 2021.06.12 11:52:01 +05'30'</small> RAVIN DER SAUND	12/06/21
				Preference		
2	Hardeep Singh, S/o Gursharan Singh, R/o H. No. 575, Model Town, Panipat, Haryana- 132103 OCCUPATION: BUSINESS	03545865	5,000	Equity	<small>Digitally signed by HARDEEP SINGH Date: 2021.06.12 11:52:01 +05'30'</small> HARD EEP SINGH	12/06/21
				Preference		
3	Noorjahan Saund, D/o Mr. Iqbal Kumar Tiwari, R/o A-881/A Block -1, Sushant Lok, Phase-I,Galleria, DLFJV, Gurgaon, Haryana- 122009, OCCUPATION: BUSINESS	06391732	2,500	Equity	<small>Digitally signed by NOORJAHAN SAUND Date: 2021.06.12 11:52:01 +05'30'</small> NOORJAHAN SAUND	12/06/21
				Preference		
Total Shares taken			10,000.00	Equity		
				Preference		

Signed before Me				
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCS Nitin Goyal	28/142, Ground Floor West Patel Nagar, New Delhi- 110008, Company Secretary in Practice	9127	<small>Digitally signed by NITIN GOYAL Date: 2021.06.12 11:55:45 +05'30'</small> NITIN GOYAL	12/06/21

For Emperium Infrastructure Private Limited



Director

Name: Ravinder Saund

DIN: 06391716

Date: 12/06/2025

For Emperium Infrastructure Private Limited



Director

Name: Hardeep Singh

DIN: 03545865

Date: 12/06/2025

Note

*** Substituted pursuant to the approval of shareholders/members accorded in EGM held on 27.09.2023 through Special Resolution No. 1 and approved by Registrar of Companies**

**** Amended pursuant to the approval of shareholders/members accorded in EGM held on 15.01.2025 through Special Resolution No. 1 and approved by Central Government.**

***** Amended pursuant to the approval of shareholders/members accorded in EGM held on 12.06.2025 through Special Resolution No. 1 and it is subject to the approvals of Registrar of Companies.**

For Emperium Infrastructure Private Limited
Director

For Emperium Infrastructure Private Limited
Director

Name: Ravinder Sand
DIN: 06391716
Date: 12/06/2025

Name: Hardeep Singh
DIN: 03545865
Date: 12/06/2025