
MEMORANDUM

OF

ASSOCIATION

OF

SUNDAY PROPTech LIMITED**

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SUNDAY PROPTECH LIMITED**

- I. The Name of the Company is SUNDAY PROPTECH LIMITED**.
- II. The Registered Office of the Company will be situated in the state of Delhi.
- III.A **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE#:**
 1. To carry on the business of purchase, manage, lease, establish, acquire, takeover, promote, run, operate and manage hotels, homes, holiday resorts, guest houses, motels, castles, rest houses, tourist bungalows, cottages, grill rooms, service apartments and accommodations of all descriptions related to the hotel business, with all facilities in India or abroad, and to acquire, construct, improve, develop, or alter any property as required for the expansion or improvement of such accommodations.
 2. To carry on the business of hotels, motels, resorts, recreation centers, holiday camps, amusement parks, guest houses, banquet halls, restaurants, picnic spots, canteens, caterers, cafes, taverns, pubs, bars, beerhouses, refreshment rooms, clubs and lodging or apartments, shopping complexes, housekeepers, discotheques, swimming pools, health clubs, baths, dressing rooms, health centers, conference centers, gymnastics, yoga centers, massage and beauty parlors in and outside India, and related activities thereto, including the construction, acquisition, and development of lands, buildings, and civil works as part of the Company's hospitality business.
 3. To provide comprehensive hospitality services such as housekeeping, catering, event management, and food and beverage services, both in India and abroad, whether owned, leased, licensed, or otherwise acquired, including through partnerships or other agreements.
 4. To act as consultants, collaborators, franchisers, technical advisors, agents, or marketing experts in the hospitality, accommodation, and travel industries, providing expertise in management, technology solutions, branding, and training for staff and personnel, both in India and abroad, and to acquire, purchase, or otherwise deal with any real estate or property essential for the provision of such services 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.
 5. To engage in the business of manufacturing, importing, exporting, packaging, buying, and selling food and beverage products; providing or facilitating booking, travel, and ancillary services related to accommodation and hospitality services, including concierge and transportation services; and to develop, sell, lease, or otherwise manage properties, lands, or any real estate required to support such hospitality services.

6. To organize, arrange, and conduct events, tours, and trips for various purposes including religious, educational, sightseeing, sports, weddings, and business, and to provide for transportation, booking, ticketing, and accommodation services as part of such events, including acquiring, promoting, or leasing properties, transportation, or facilities needed to conduct these activities, and to undertake real estate ventures as necessary to support these events.

III.B Matters which are necessary for furtherance of the objects specified in clause III(a) are: –

1. To open any account in any bank and to transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letters of credit, delivery orders, dock-warrants, railway receipts, lorry receipts, warehouse receipts and other negotiable/commercial or mercantile instruments connected with the business of the Company.
2. To purchase, import, take on lease or in exchange or otherwise acquire, any, movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particulars any land, building, easements, machinery, plants and stock in trade and to construct maintain after any buildings, or works, necessary or convenient for the purpose of the Company.
3. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company, carrying on or proposing to carry on any business which the company is authorised to carry on or possession of the properties suitable for the purpose of this Company, or which can be carried on or being conducted so as directly or indirectly to benefit the Company.
4. To enter into any agreement or arrangements with individuals, firms or corporate bodies, Indian or foreign companies to acquire technical information, know-how processes, layout and blueprints useful for the design, erection and operation of plant and building required for the business of the Company and to acquire any grant or licenses and other rights and benefits in the foregoing matters and things.
5. To enter into contracts, agreements and arrangement with any other company, firm or person for carrying out by such other company, firm or person on behalf of the company all the objects, for which the Company is formed.
6. To form a joint venture with any company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered in the foregoing matters and things.
7. To enter into any agreement or arrangements with the government or any governmental authorities that may seem conducive to the Company's objects or for any of them and to search for and to purchase or otherwise, acquire from any Government, State or authority, any licenses, concessions, grant, right, power or privilege whatsoever or any particular rights or concessions for the benefit of the Company.

8. Subject to the provisions of Companies Act, 2013 and rules made thereunder and also in compliance with the directions issued by Reserve Bank of India in this behalf, the Company can borrow or raise or secure the payment of money from any bank or banks or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights powers and privileges as the Company may think fit and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of and money borrowed , raised or owning 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 persons or company of any obligation undertaken by the Company or any other person or company as the case may be.
9. To receive money, securities or valuable on deposit at interest or otherwise from persons dealing with the Company or for custody on any terms whatsoever, for the purpose of securing any obligation, provided the Company shall not carry on the business of banking as defined under the Banking Regulations Act, 1949.
10. To accept collateral securities favouring lenders, whether movable or immovable, offered on Company's behalf, by Directors and/or their nominees, whether Shareholders or not, in consideration of the Company availing loans from any person, firm, company, banks, financial institutions or such other bodies (Government or Private) and the Company accepting such offer of collateral security may pay Guarantee Fees, as the Company through its Board of Directors may, in its discretion, deem fit and proper in the interest of the Company.
11. To procure the incorporation, registration or other recognition of the Company, in any country, state or place and to establish and regulatory agencies for the purpose of the Company's business, subject to necessary approvals and to apply or join in applying to any parliament, Local Government, Municipal or other authority or body, or foreign bodies, for any acts of parliament laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects, or any of them and to oppose by lawful means any proceedings or applications or legislations or grantor withdrawal of any rights, privileges or any impositions or alteration or cancellation of any taxes or duties or tariffs which may seem calculated directly or indirectly to prejudice the Company's interests.
12. To aid particularly or otherwise any association, body or movement having for its object the solution, settlement or surmounting of any industrial or labour problems or troubles or the promotion of industry or trade.
13. To remunerate the servants of the Company and others out of and in proportion to the profits of the Company or otherwise as may thought fit.
14. To remunerate by cash or other assets or by the allotment of fully or partly paid shares, debentures, debenture-stock or securities of this or any other company, or in any other manner, whether out of the Company's capital or profits or otherwise any person or persons for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing securities of the Company, or for any reasons which the Company may think proper.

15. In connection with the business of the Company, to develop and to turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by painting, paving, drawing, farming, cultivating, letting on building lease or building agreement. Provided however that the Company shall neither carry on agricultural/plantation activities nor shall it engage in real estate business, except development of township, real estate covering constructions of residential/commercial premises, roads/bridges etc.
16. To promote, incorporate, register and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the property rights and liabilities of this Company and to transfer to any such company any property of the Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in/or of any such company or any other company for all or any of the objects of the company and to assist any such company on such terms as may be arranged and found beneficial to the Company.
17. To purchase, take on lease or exchange, hire or otherwise acquire, any property, whether movable or immovable and any rights or privileges, which may be necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company.
18. To purchase or by any other means acquire and protect, prolong and renew whether in India or elsewhere any patent rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
19. To establish and maintain any agencies in any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale; and to advertise and adopt means of making known all or any of the manufacturers' products or goods of the Company or any articles or goods traded or dealt in by the Company in any way that may be thought advisable, including the passing of the bills in relation thereto, and issue of circulars, books, pamphlets and price lists and the conducting of competition and the giving of prizes, regards and donations, but not by way of lottery.
20. Subject to the provisions of the Companies Act, then in force, to amalgamate either in whole or in part with any company or companies or acquire interest in the business or transaction or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance or to acquire and carry on any other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly, to enhance the value or render more profitable any of the Company's properties and to give or accept by way of consideration for any of the acts or things aforesaid or the property acquired, any moneys, shares, debentures, debenture stock, loan, stock, or securities

that may be agreed upon and to shares, debentures, debenture stock or securities so received. or otherwise assist any such company and to sell, hold, reissue with or without guarantee or promote any other company or companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company.

21. To undertake and execute any trusts either gratuitously or otherwise which may be considered beneficial to the Company and / or its employees, either directly or indirectly.
22. To guarantee the performance of any contract or obligation by creating mortgages or charges upon all or any part of the undertaking, property and rights of the Company either present or future or both and of payment of money borrowed or of dividend and interest or premiums payable on any stocks, shares or securities of any company, corporation, or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company.
23. To sell, sublet, mortgage, lease, manage, develop, exchange, grant license, dispose of, demerge, or transfer the business, immovable or movable property, and undertaking of the Company or any part thereof or any part of the property, rights and concessions of the Company in such manner and upon such terms and conditions and for such considerations, as the board may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds, or securities of any other company.
24. To create any Depreciation fund, Sinking fund, Insurance Fund, or any other special Fund whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the Company for any of the purposes conducive to the interest of the Company.
25. To distribute among the members in specie or kind any of the properties of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up as allowed by law.
26. To carry on any business or branches of a business which this Company is authorized to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branches so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on, including power at any time and either temporarily or permanently to close any such branch or business.
27. To provide for the welfare and benefit of the directors, employees, or ex-Directors, ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or crawls, or by grants of money, pensions, allowances, bonus, payments towards insurance or other payment or by creating and from time to time subscribing or contributing to aiding or supporting provident or other associations, institutions, funds or trust and by providing or subscribing or contributing places of instructions and recreations, hospitals and dispensaries, medical and other attendants and other assistants as the Company shall think fit.

28. To make donations to such persons or institutions and in such cases and either of cash or any of the 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 also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public cultural, educational or other institutions or objects or for any exhibition or for any public, general or for any other objects subject to the provisions of section 182 of the Companies Act, 2013 or such other provisions of the Companies Act, then in force.
29. Subject to the provisions of the statutory enactment for the time being in force to place, to reserve or to distribute as bonus among the members, in cash or otherwise to apply as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at premium by the Company, any monies received in respect of dividends accrued on forfeited shares and monies arising from the sale by the Company of forfeited shares.
30. To adopt such means of making known the business and facilities carried on by the Company as may seem expedient and in particular by advertising in the press, by circulars, and publication of books and periodicals and by granting prizes, awards and donations.
31. To be interested in, promote and undertake the formation and establishment or institution, business, companies, as may be considered to be conducive to the profit and interest of the Company.
32. To pay out of the Company's funds the cost of all expenses in connection with all matters preliminary and incidental to the formation, promotion and incorporation of the Company and the other costs and underwriting expenses, brokerage on issue of shares and debentures incentives and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company.
33. To invest the monies not immediately required for the business in, and to hold, sell and deal with whether on its own account or on behalf of others, shares, scrips, stocks, debentures, debenture-stocks, fixed deposits, units, promissory notes, bills of exchange, bonds, warrants, participation certificates or participation units, mutual funds, all other money market or capital market instruments, obligations and securities, issued or guaranteed by any Government, State, Sovereign body, public body or authority, supreme, local or municipal or company or body, incorporated or not, or in such other manner as from time to time determined, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
34. To take or concur in taking all such steps and proceedings as may be calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the Company.
35. To insure with any other company, firm or persons against losses, damages and risks of the whole or any part of the property 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.

36. To open and keep a register or registers in any country or countries where it may be deemed advisable to do so, and to allocate any number of shares of the Company to such persons whose names appear in such register or registers.
37. To refer or agree to refer any claim, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and a member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
38. To appoint trustees to hold securities on behalf of and to protect the interests of the Company.
39. To institute conduct and defend all actions and legal proceedings against the Company and its officers.
40. To restructure any loans given by the Company and any loans purchased or otherwise acquired by the Company from time to time.
41. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
42. To acquire and take over as going concern, by purchase or on lease, and to undertake to carry on the whole or any part of the business together with the goodwill and the trade name, property rights, and liabilities of any person or persons, firm or any company carrying on any business, any part of the purposes of which is within the objects of the company or which the company is authorised to carry on or possessed of property suitable for the purposes of the company and to pay for the same by shares, debentures, debenture stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up and such business and to promote, form and register and aid in promotion, formation and registration of any company or companies, subsidiary or otherwise for the purposes of acquiring all or any of the property, undertaking rights and liabilities of such company or for any other purpose which may seem directly or indirectly calculated to benefit this company and to be interested in or take or otherwise acquire, purchase, hold, sell, or otherwise dispose of shares, debentures, and other securities in or of any such company or any other company for all or any of the object mentioned In this memorandum and to subsidize or otherwise assist any such company and to undertake the management or other work, duties, and business of any such company on such terms and conditions as may be arranged.
43. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects and to employ or retain experts to further the interest of the Company and to remunerate such experts.
44. To second, arrange, procure, give on hire for consideration, the services of skilled

and unskilled employees of the Company for financial, management advisory and technical services, customer relationship management, compliance checking services, data processing and analysis, accounting, bookkeeping, to act as technology and engineering consultants and to provide training and human resource related services.

45. To constitute any trusts with a view to the issue of preferred, deferred or other stocks and securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate and, if thought fit, to undertake and execute any such trusts and to issue, dispose of or hold any such preferred, deferred or other stocks or securities.
 46. To undertake or promote scientific research relating to main business or class of business of the Company.
 47. 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 statutes or rules having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged in.
 48. To do and perform all such other acts and things as in the opinion of the Directors of the Company for the time being, be incidental or conducive to the attainment of the above objects or any of them.
- 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. *The Authorised Share Capital of the Company is INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crore only) , divided into:
- a) 4,00,00,00,000 (Four Hundred Crore) equity shares of INR 1/- (Indian Rupee One only) each.
 - b) 1,00,00,00,000 (One Hundred Crore) Series A Fully and Compulsory Convertible Cumulative Preference shares of INR 1/- (Indian Rupee One only) each.

#Altered vide Special Resolution passed in the Extra-ordinary General Meeting held of the Shareholders of the Company held on November 7, 2024.

***Altered vide Ordinary Resolutions passed in the Extra-ordinary General Meetings held on November 7, 2024, December 2, 2024, July 11, 2025; Annual General Meeting held on September 30, 2025; Extra Ordinary General Meeting held on February 13, 2026, April 06, 2026.**

***Proposed to be Amended in Extra-ordinary General Meetings scheduled to be held on August 19, 2026.**

****Altered vide Special Resolution passed in the Extra-ordinary General Meeting held of the Shareholders of the Company held on November 7, 2024 and removed word "Private" form the name of the Company pursuant to the conversion from private to public limited vide Special Resolution passed in the Extra-ordinary General Meeting held of the Shareholders of the Company held on December 2, 2024.**

VI. We, the several persons whose names and addresses are subscribed below 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 opposite our respective names:

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
Oravel Stays Private Limited having its registered office at Delhi Rectangle Regus, Level 4, Rectangle 1, Commercial Complex, D-4 Saket, New Delhi-110017 (India), represented by Ritesh Agarwal (Authorised Representative) residing at 271, Tatvam Villas, Sector 48, Gurgaon 122001	19,99,999 (Nineteen Lacs Ninety Nine Thousand Nine Hundred Ninety Nine)	Sd/-	I hereby witness the signatures of both the subscribers who have signed before me. Sd/- Aman Nijhawan Flat No.9, IIIrd Floor, B-47, Sai Bhawan, Paryavaran Complex, Saket, New Delhi - 110030 ACS, C. P. No. : 42277
Abhishek Gupta presently residing at A-144, Icon, DLF Phase 5, Gurgaon-122009 (Haryana) India, as nominee of Oravel Stays Private Limited having its registered office at Delhi Rectangle Regus, Level 4, Rectangle 1, Commercial Complex, D-4 Saket, New Delhi-110017 (India)	1 (One)	Sd/-	
TOTAL	20,00,000 (Twenty Lacs)		

New Delhi Dated this 21st day of March, 2018