THE COMPANIES ACT,2013

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

GALLANT SPORTS & INFRA LIMITED*

I The name of the Company is "**GALLANT SPORTS & INFRA LIMITED.**" *

II The registered office of the company will be situated in the State of Haryana.

III (A) The objects to be pursued by the company on its incorporation are: -

1. To engage in the business of establishing, developing, designing, constructing, owning, installing, operating, managing and maintaining sports infrastructure and facilities including stadiums, sports complexes, playgrounds, turfs, sports clubs, sports academies, sports coaching/training centres, fitness centres, health clubs, gymnasiums, indoor stadiums, aerobic clubs, sports bars and sports and games clubs; and to render specialized sports coaching, advisory services and civil, engineering and infrastructure development pertaining to sports; and to promote, organize, manage and conduct sporting events, tournaments, leagues, exhibitions and allied activities; including offering "pay and play" sports facilities and providing individual and corporate memberships. To solicit, obtain, administer, provide and deal in sponsorships, brand promotions, endorsements, advertising rights, media rights and partnership arrangements in connection with sports facilities, sporting events, tournaments, leagues, teams, players or allied activities, and to enter into agreements with sponsors, advertisers, brands, corporations or other entities for the promotion and commercial exploitation of such activities.

2. To manufacture, assemble, fabricate, process, purchase, sell, import, export, distribute, trade or otherwise deal in sports goods, sports equipment, sports kits, sports garments, sportswear, footwear, fitness and gymnasium equipment and other allied sports and recreational products; and also to manufacture, produce, process, trade or deal in raw materials, components, surfaces, flooring materials, artificial turf, construction materials and other goods used for the construction, development, installation and maintenance of sports grounds, playgrounds, turfs, stadiums and sports infrastructure; and for the said purposes to establish, set up, operate or maintain factories, plants, workshops, warehouses or other facilities and to acquire, establish, manage, operate, lease, franchise, license or promote sports facilities, health clubs, showrooms and fitness establishments in India or elsewhere.

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

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.

2.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.

**Amended vide resolution passed in Extra Ordinary General meeting dated 16.01.2025.*
***Amended vide resolution passed in Extra Ordinary General meeting dated 02.04.2026.*
****Amended vide resolution passed in Extra Ordinary General meeting dated 22.08.2026.*

Gallant Sports & Infra Limited

Director

Gallant Sports & Infra Limited

Director

3.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.

4.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.

5.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.

6.To undertake or promote scientific research relating to the main business or class of business of the Company.

7.To take over 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 authorised 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.

8.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.

9.Subject to the Provisions of the Companies Act 2013, to amalgamate or merge with any other company of which all or any of their object's companies having similar to the objects or different subject to the provisions of act of the Company in any manner whether with or without the liquidation.

10.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.

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

Gallant Sports & Infra Limited
Director

Gallant Sports & Infra Limited
Supriya Sobti
Director

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.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.

21.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.

22.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.

23.Subject to the provisions of Section 179 to 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.

24. To invest, lend, deposit, advance, apply or otherwise deal with the funds of the Company, not immediately required for its business, upon such securities or without securities, and in such manner as may be determined, including by way of shares, stocks, debentures, mutual funds, bonds, government securities, deposits, loans or any other modes of investment, and to vary, transfer, dispose of or otherwise deal with such investments.

25. To issue, allot, convert, reclassify, consolidate, subdivide, deal with and otherwise dispose of or create, from time to time, in such manner and on such terms as the Company may deem fit, any shares (including equity shares with or without differential rights, preference shares, redeemable shares, convertible shares, bonus shares, right shares, sweat equity shares) or any other class or kind of shares, securities or instruments, whether convertible or non-convertible, secured or unsecured, listed or unlisted, whether by way of public issue, private placement, rights issue, bonus issue, qualified institutional placement, initial public offering

Gallant Sports & Infra Limited
Director

Gallant Sports & Infra Limited
Supriya Soleli
Director

(IPO), follow-on public offering (FPO), preferential allotment, employee stock option scheme (ESOP) or otherwise, in India or abroad, and to create, issue or deal with warrants, bonds, debentures (whether convertible, redeemable, secured or unsecured), deposit receipts, notes, commercial papers or any other instruments, and to take all such actions as may be necessary, desirable or expedient for raising and mobilizing capital or resources of the Company.

26. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import, and deal in all kinds of articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said business covered in the main object.

27. To advance, deposit, securities and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the company and on such terms as may deem expedient.

28. To guarantee the payment of money secured by or payable under or in respect of business of the Company.

29. To purchase or otherwise acquire and sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose off and deal in real and personal property, and rights of all kinds and in particular, mines, quarries, land, building, hereditaments, business concerns and undertakings debenture-stocks mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts, and claims, privileges and choose in-action of all kinds, including any interest in real or personal property and any claims, against such property or against any persons or company and to carry on any concern or undertaking so acquired in connection with the business of the company.

30. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act. 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (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 company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be. Subject to the provision of the Companies Act 2013 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable.

31. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundis, bills of exchange, bills of landing, warrants, debentures and other negotiable and transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.

32. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concern and promote measure for the protection of the trade, industry and person engaged therein.

33. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information may be likely to further the objects of the Company.

34. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any activity which the company is authorized to carry on or having property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

Gallant Sports & Infra Limited

Director

Gallant Sports & Infra Limited

Supriya Sobti

Director

35.To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

36. On winding up of the company, to distribute all or any of the property of the company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to Companies Act. 2013.

37. To borrow or raise monies, from time to time, by way of loans, advances, credit facilities, commercial papers, bonds, debentures, deposits or otherwise, whether secured or unsecured, from banks, financial institutions, non-banking finance companies, mutual funds, bodies corporate, trusts, or any other persons, in such manner as the Company may deem expedient; and for securing any such borrowings or any obligations of the Company, to create, execute or grant in favour of any lender(s) or trustee(s), such securities or interests as may be required, including by way of mortgage, pledge, hypothecation, lien, charge, assignment, encumbrance, trust deed or otherwise, upon the whole or any part of the undertaking, assets, property and rights of the Company, whether present or future, movable or immovable, tangible or intangible, including actionable claims, goodwill and uncalled capital of the Company, and to give guarantees or indemnities, and to do all such acts and things as may be necessary, incidental, desirable or expedient in relation thereto.

38. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, licenses and concessions of all or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same and to sublet all or any contracts for time to time and on such terms and considerations as may be thought expedient.

39. To provide for the welfare of the Directors, officers, employees and ex-directors, ex-officers and ex-employees, of the company and wives, widows, and families or for dependents or connections of such person, by building or contributing to the building of houses, bonus, or other payments; or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit, and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions and objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise.

40. Subject to provisions of the Act, to place to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares or from unclaimed dividends.

41.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 of 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.

Gallant Sports & Infra Limited

Director

Gallant Sports & Infra Limited

Supriya Soloti

Director

42.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.

43.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.

44.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.

45.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.

46.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.

47.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.

48.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.

49. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.

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 authorized share capital of the company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two crore fifty lakhs) Equity shares of Rs.10/- (Rupees ten only) each ****

****_Amended vide resolution passed in Extra Ordinary General Meeting dated 16.12.2024._

Gallant Sports & Infra Limited

Director

Gallant Sports & Infra Limited

Supriya Soleti

Director