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SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
COMPANY REGISTRATION OFFICE, KARACHI

CERTIFICATE OF INCORPORATION

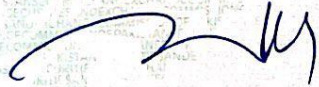
[Under section 16 of the Companies Act, 2017 (XIX of 2017)]

Corporate Universal Identification No. 0153306

I hereby certify that UPHEAVAL INDUSTRY 4.0 TECHNOLOGIES (SMC-PRIVATE) LIMITED is this day incorporated under the Companies Act, 2017 (XIX of 2017) and that the company is limited by shares.

Given under my hand at Karachi this Seventh day of July, Two Thousand and Twenty

Incorporation fee Rs. 1,000/=


(Muhammad Naeem Khan)
Additional Registrar/Incharge CRO





SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
KARACHI

ACKNOWLEDGEMENT OF FILING
[Sec-regulation-13 (1)]

No. ADR-I/0153306

Dated: 07.07.2020

In the matter of

UPHEAVAL INDUSTRY 4.0 TECHNOLOGIES (SMC-PRIVATE) LIMITED
A-181, Sector 14-b, Shadman Town North Karachi

The receipt of the under mentioned document(s) filed, registered and recorded pursuant to the provisions of the Companies Act, 2017 (XIX of 2017), is hereby acknowledged.

1. Application for Company Incorporation
2. Memorandum of Association (Since Incorporation)
3. Articles of Association (Since Incorporation)

A handwritten signature in black ink, appearing to read "Muhammad Naeem Khan", is positioned above the printed name and title.

(Muhammad Naeem Khan)
Additional Registrar/Incharge CRO
4th Floor, SLIC Building No. 2,
Karachi

Fee. Rs. 250 /-

Process ID: 3351070

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COMPANY REGISTRATION OFFICE, KARACHI

CERTIFICATE OF INCORPORATION

[Under section 16 of the Companies Act, 2017 (XIX of 2017)]

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A handwritten signature in black ink, appearing to read 'Muhammad Naeem Khan', is written over the stamp area.

(Muhammad Naeem Khan)
Additional Registrar/Incharge CRO

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Additional Joint Registrar of Companies



Inc. Form - II

COMPANIES (INCORPORATION) REGULATIONS, 2017
[See Section 16 of the Act and Regulation 5]

APPLICATION FOR COMPANY INCORPORATION

PART- I

1.1 Name of the Company	UPHEAVAL INDUSTRY 4.0 TECHNOLOGIES (SMC-PRIVATE) LIMITED		
1.2 Fee Payment Details	1.2.1 Challan No	E-2020-097033	
	1.2.2. Challan Amount (Rs.)	250.0	

PART- II

Section - A - Company Information

2.1 Correspondence Address*				
City	District	Province		
Telephone Number	Email Address			
Mobile Number				

* Information regarding Correspondence address is to be provided only if company does not have a place at its registered office at the time of incorporation of the company

2.2 Registered office Address, if any	A-181, Sector 14-b, Shadman Town North Karachi Town Sindh 74700			
City	District	Province		
Telephone Number	Website (if any)			
Mobile Number	Email Address		rushanbashir@gmail.com	

2.3 Principal line of business (Brief object as per clause 3(i) of the Memorandum may be mentioned)	--SCIENCE AND TECHNOLOGY
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Section - B - Capital Structure

	Class / Kind	Face Value	No of Shares	Total Amount
2.4 Authorised Capital	Ordinary	1	100000	100000
2.5 Paid Up Capital	Ordinary	1	100000	100000

Section - C - Special Business Information*

(Applicable in case of Banking Company, Non-banking Finance Company Insurance company, Modaraba management company, Stock Brokerage business, forex, real estate business, managing agency, business of providing the services of security guards and any other business restricted under any other law or as may be notified by the commission)

2.6 Nature of business in case of specialized business requiring licence / permission / approval (please specify and also attach NOC / approval of the relevant authority)

NONE

*(Additional documents will be required by the registrar)

Company subscribers, directors, chief executive officer and in case of single member company, nominee

2.7 State Number of directors fixed by subscribers:

[Please note that as per law a company must have minimum director as follows]

Kind of company	Minimum number of directors required by law	No. of proposed directors
Single Member Company	01	1
Private Limited Company	02	
Public Limited Company	03	

2.8 Details of subscribers, directors and chief executive officer *

Name	Father/Husband Name	NIC/Passport No/NICOP	**Incorporation/Registration No	Nationality	***Occupation	Residential/Registered office address	NTN	Designation (Director/Sub scriber/CEO) Please specify	No of shares subscribed (for subscriber)	****Signatures
Muhammad Rushan Bashir	S/O Bashir Ahmed Khan	4210101663437		Pakistan		A-181 Sector 14-b Shadman Town Karachi Sindh Pakistan 74700		Director And Subscriber	100000	Electronically signed by Muhammad
Muhammad Rushan Bashir	S/O Bashir Ahmed Khan	4210101663437		Pakistan		A-181 Sector 14-b Shadman Town Karachi Sindh Pakistan 74700		Chief Executive		

*Add details as applicable

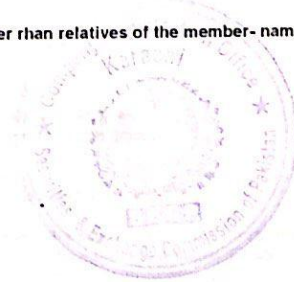
** Applicable on subscribers other than natural persons

***Please also mention names of other companies where directorship is held.

**** Signature of subscribers and consent to act as director or chief executive as the case may be. In case of online submission, the document will be signed electronically

2.9 Details of Nominee (only in case of single member company- Nominee shall not be a person other than relatives of the member- namely, a spouse, father, mother, brother, sister and son or daughter)

Name of Nominee	Samina Bashir
NIC of Nominee	4550207950402
Residential address of Nominee	A-181 Sector 14b Shadman Town, Karachi
Telephone number of Nominee	03343231801
Email address of Nominee	bashir.meo@gmail.com
Relationship of Nominee with subscriber	Mother
Signature of nominee	Electronically signed by Samina Bashir



Section - E - If the company intends to adopt tables contained in First Schedule to the Companies Act, 2017 (XIX of 2017) its articles of association

- Table A- Part I (Articles of association of company limited by shares)
 Table A- Part II (Articles of association of single member company limited by shares)

Section - F - The company limited by shares in case it has not adopted articles contained in First Schedule to the Act company limited by guarantee and unlimited company shall attach the articles of association.

PART- III


Declaration under section 16

3.1 Declarant's Name	Mr Muhammad Rushan Bashir
3.2 Declarant Profession / Designation	<input type="checkbox"/> Authorized Intermediary <input checked="" type="checkbox"/> a person named in the articles as Director of the proposed company
3.3 Declaration	I do hereby solemnly and sincerely declare that: a) I have been authorized as declarant by the subscribers; b) all the requirements of the Companies Act, 2017, and the regulations made there under in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with c) I make this solemn declaration conscientiously believing the same to be true.
3.4 Declarant Signature	
3.5 Registration No of authorized intermediary, if applicable	
3.6 Date(dd/mm/yyyy)	06/07/2020

ENCLOSURES

- (i) Original paid bank challan evidencing payment of fee;
(ii) Memorandum of Association;
(iii) Articles of Association, where applicable;
(iv) Copies of valid CNIC/NICOP of the subscribers/directors/chief executive officer or copy of Passport in case of a foreigner;
(v) Copy of valid CNIC/NICOP of Nominee only in case of single member company or copy of Passport in case of a foreigner;
(vi) Copy of valid CNIC of witness in case of physical filing;
(vii) NOC/Letter of Intent/ License (if any) of the relevant regulatory authority in case of specialized business;
(viii) Authority letter for filing of documents for the proposed company on behalf of the subscribers as per requirement of clause (vi) of sub-regulation (2) of regulation 5.
(ix) Copy of valid CNIC/Passport of person duly authorized by the Board of directors of a body corporate which is a subscriber. Further, along with copy of Board resolution along with and attendance sheet duly authorizing the representative. In case of a subscriber which is a limited liability partnership, copy of valid NIC/ Passport of designated partner empowered to act as such, along with copy of instrument empowering him;
(x) In case the subscriber is a foreign company or a foreign body corporate, the profile of the company, detail of its directors, their nationality and country of origin, certified copy of its charter, statute or memorandum and articles etc.
(xi) In case of foreign subscriber/ officer, an undertaking on stamp paper of requisite value duly signed, notarized and witnessed to the effect that in case name of subscriber/officer is not security cleared by Mol, the subscriber/officer and the company, shall take immediate steps for replacement and shall transfer shares if any, held by the subscriber.

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Additional Joint Registrar of Companies

THE COMPANIES ACT, 2017 (XIX of 2017)

(COMPANY LIMITED BY SHARES)

MEMORANDUM

OF

ASSOCIATION

OF



**UPHEAVAL INDUSTRY 4.0 TECHNOLOGIES
(SMC-PRIVATE) LIMITED**

THE COMPANIES ACT, 2017 (XIX of 2017)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

UPHEAVAL INDUSTRY 4.0 TECHNOLOGIES (SMC-PRIVATE) LIMITED

1. The name of the company is UPHEAVAL INDUSTRY 4.0 TECHNOLOGIES (SMC-PRIVATE) LIMITED
2. The registered office of the Company will be situated in the Province of in the Province of Sindh.
3. (i) The principal line of business of the company shall be to provide all services including design, development, implementation and consultancy and exporting final products related to Robotics including adaptive robotics, swarm robotics, aerial robotics, speech processors, humanoid robots, telepresence robotics, Nano robotics, artificial bots, macrobotics, cognitive robotics, ocean robotics, robot clustering, biometric robotics, cloud robotics, autonomous automotive robotics, robot ethics, artificial general intelligence, emergent behavior robotics, android sciences, computational Neuroscience Technology, software defined security, software defined security as a service, digital data protection, NANO science & technology, .GIS surveying & Mapping, technology related health services, wearable technologies, e-textiles, 3D/4D printing as services, smart solutions, Artificial intelligence, Big Data, Cloud computing, cloud hosting and data processing services, Internet of things, Industrial Internet of things, Quantum Computing, Quantum Computing Designing, Quantum Computing consultation, Data Infrastructure cyber services, 3G/4G/5G technologies to carry out science & technology Business, Security as Service for Software infrastructure, Software as a Service, Graphic User Interface Designing and Services, Web Designing & Development, Web Content Management system, ,mobile application development, Cloud Computing, Parallel Processing, Thread Programming, hardware support and network infrastructure, Search Engine optimization (SEO), search engine marketing (SEM), Social media marketing (SMM), internet marketing, sms page per click marketing, Google adward marketing and or any other associated and ancillary services subject to any permissions required under law.



(ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

(iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Company, Business, *Modaraba* management company, Stock Brokerage business, forex, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.

(iv) It is hereby undertaken that the company shall not:

(a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;

(b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;

(c) engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.

4. The liability of the members is limited.

5. The authorized capital of the company is Rs. 100,000 (Rupees One Hundred Thousand only) divided into 100,000 (One Hundred thousand) ordinary shares of Rs.1/- (Rupees One only) each.

(Applicable in case of single member company)

I, whose name and address is subscribed below, am desirous of forming a company in pursuance of this memorandum of association and agree to take the number of shares in the capital of the company as set opposite my name:

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in full	Nationality (ies) with any former Nationality	Occupation	Usual residential address in full or the registered/ principal office address for a subscriber other than natural person	Number of shares taken by the subscriber (in figures and words)	Signature
MUHAMMAD RUSHAN BASHIR	42101-0166343-7	BASHIR AHMED KHAN	PAKISTANI	ENGINEER	A-181, SECTOR 14-B, SHADMAN TOWN, KARACHI I, SINDH	100,000 (ONE HUNDRED THOUSAND)	

Dated the 15th day of June, 2020



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[Signature]
Additional Joint Registrar of Companies

THE COMPANIES ACT, 2017 (XIX of 2017)

(Company Limited by Shares)

ARTICLES OF ASSOCIATION

OF

UPHEVAL INDUSTRY 4.0 TECHNOLOGIES (SMC-PRIVATE) LIMITED

INTERPRETATION

1. In the interpretation of these articles the following expressions shall have the following meanings unless repugnant to or inconsistent with the subject articles—

- (a) "company" or "this company" means Upheaval Industry 4.0 Technologies (SMC-PRIVATE) LIMITED
- (b) "directors" or "board of directors" means board of directors consist of only the sole director or more than one directors if so appointed under the relevant provisions of the Act;
- (c) "member director" means **MUHAMMAD RUSHAN BASHIR** who is a member of the company;
- (d) "non-member director" means an individual who is not a member, but has been nominated under the provisions of the Act;
- (e) "private company" means a private company having two more members;
- (f) "sole member" means the single member of the company; and
- (g) "sole director" means the director of the company who is for the time being the only director and includes a non-member director of the company.

2. Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act; and words importing the singular shall include the plural, and *vice versa*, and words importing the masculine gender shall include feminine, and words importing persons shall include bodies corporate.

PRELIMINARY

3. Any provision of the Act or rules and regulations made thereunder which apply in relation to a private company limited by shares incorporated under the Act shall, in the absence of any express provision to the contrary, apply in relation to a single member company as it applies in relation to such a company which is formed by two or more persons or which has two or more persons as members and the provisions contained in part I of Table A of First Schedule in the Act shall be deemed part of these articles of association in so far as these are not inconsistent with or repugnant to the provisions contained herein below.

SINGLE MEMBER COMPANY

4. The company is a single member company and as such being a private company limited by shares—

- (a) it shall not invite the public to subscribe for any shares of the company;
- (b) the company shall not register any share(s) in the name of two or more persons to hold one or more shares jointly; and
- (c) number of the members of the company shall be limited to one.

SHARES

5. The company may alter its share capital in accordance with section 85.

6. Share certificate shall be issued under the seal of the Company and shall be signed by the member director or the non-member director, as the case may be.

TRANSFER AND TRANSMISSION OF SHARES

7. The company shall not transfer all of the shares of a single member to two or more persons or part of shares of single member to other person(s) or allot further shares to any person other than the single member or, at any time, allow transfer of shares or allotment of shares or both resulting in number of members to become two or more, except for change of status from single member company to private company and to alter its articles accordingly.

8. The single member may transfer all of his shares to a single person whereby the company shall remain a single member company as it was before such transfer.

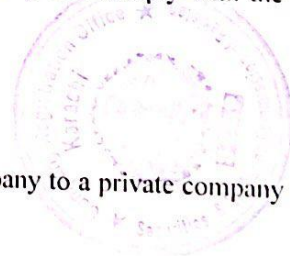
9. The sole member shall nominate a person who, in the event of death of the sole member, shall be responsible to.—

- (a) transfer the shares to the legal heirs of the deceased subject to succession to be determined under the Islamic law of inheritance and in case of a non-Muslim members, as per their respective law; and
- (b) manage the affairs of the company as a trustee, till such time the title of shares are transferred:

Provided that where the transfer by virtue of the above provision is made to more than one legal heir, the company shall cease to be a single member company and comply with the provisions of section 47 of the Act.

CHANGE OF STATUS

10. The company may convert itself from single member private company to a private company in accordance with the provisions of section 47.



MEETINGS, VOTES AND ELECTION OF DIRECTORS

11. All the requirements of the Act regarding calling of, holding and approval in general meeting, board meeting and election of directors in case of a single member company, shall be deemed complied with; if the decision is recorded in the relevant minutes book and signed by the sole member or sole director as the case may be.

DIRECTOR(S)

12. The company shall always have the sole member or in case it is not a natural person its nominee, as a director but it may have such number of other director(s) who fulfil the conditions as specified in section 153.

13. The board shall not have the power to remove the member director provided that where the sole member is not a natural person, it may change its nominee.

14. The sole member shall have the power to remove any director, chief executive or secretary through a resolution.

15. The director(s) shall appoint a chief executive in accordance with the provisions of sections 186 and 187.

16. The directors may hold their meetings through tele or video link provided that the minutes of such meeting are approved and signed subsequently by all the directors.

17. The directors shall cause records to be kept and minutes to be made in book or books with regard to—

- (a) all resolutions and proceedings of the meeting(s) of directors and Committee(s) of directors, and every director present at any meeting of directors or Committee of directors shall put his signatures in a book to be kept for that purpose;
- (b) recording the names of the persons present at each meeting of the directors and of any committee of the directors, and the general meeting; and
- (c) all orders made by the directors and Committee(s) of directors:

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately rendered into writing as part of the minute books according to the said regulations.

SECRETARY

18. The company may appoint a secretary who shall be responsible for discharge of duties and functions normally discharged by a secretary under the corporate laws and secretarial practice.

CONTRACTS WITH THE SINGLE MEMBER

19. Where a single member company enters into a contract with the single member of the company, the single member company shall, unless the contract is in writing, ensure that the terms of the contract are forthwith set out in a written memorandum or are recorded in the minutes of the first meeting of the directors of the company following the making of the contract.

DIVIDENDS AND RESERVES

20. The company may declare dividends and pay in accordance with the provisions of the Act.

ACCOUNTS

21. The director(s) shall cause to keep proper books of account in accordance with the provisions of section 220.

22. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 246 to 249.

THE SEAL

23. The director shall provide for safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of directors authorized in that behalf by the member director or the non-member director and in the presence of at least member director or the non-member director and of the secretary or such other person as the directors may appoint for the purpose and the member director or the non-member director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is affixed in their presence.

WINDING UP

24. The company shall follow, in case of its winding up, the relevant provisions of the Act.

INDEMNITY

25. Every officer or agent for the time being of the company may be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal arising out of his dealings in relation to the affairs of the company, except those brought by the company against him, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 487 in which relief is granted to him by the Court.

I, whose name and address is subscribed below, am desirous of forming a company in pursuance of these articles of association and agree to take the number of shares in the capital of the company as set opposite my name:

Name and surname (present & former) in full	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in Full	Nationality(ies) with any former Nationality	Usual residential address in full or the registered/ principal office address for a subscriber other than natural person	Number of shares taken by the subscriber (in figures and words)

MUHAMMAD RUSHAN BASHIR	42101-0166343-7	BASHIR AHMED KHAN	PAKISTANI	A-181, SECTOR 14-B, SHADMAN TOWN, KARACHI, SINDH	100,000 (ONE HUNDRED THOUSAND)
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Dated the 15th day of June, 2020



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[Signature]
Additional Joint Registrar of Companies