



Memorandum

And

Articles of Association

of

Muskaan Foundation
(Section 8 Company)





GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Patna

Maurya Lok Complex , Block 'A' Western Wing , 4th Floor , Dak Banglow Road

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 of the Companies (Incorporation) Rules, 2014]

I hereby certify that MUSKAAN FOUNDATION is incorporated on this Seventeenth day of March Two Thousand Sixteen under the Companies Act, 2013 and that the company is limited by guarantee.

The CIN of the company is U85100BR2016NPL026325.

Given under my hand at Patna this Seventeenth day of March Two Thousand Sixteen.

Uttam Sitaram Patole
Registrar of Companies
Bihar

Mailing Address as per record available in Registrar of Companies office:

MUSKAAN FOUNDATION
MAA GAYATRI COMPLEX, MIRCHAIBARI,
KATIHAR - 854105,
Bihar, INDIA





GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Office of the Registrar of Companies, Registrar of Companies, Bihar
Maurya Lok Complex , Block 'A' Western Wing , 4th Floor , Dak Banglow Road , Patna - 800001,
Bihar, INDIA

**License under section 8 (1) of the Companies Act, 2013
[Pursuant to rule 20 of the Companies (Incorporation) Rules, 2014]**

Section 8 Licence Number : 106604

WHEREAS it has been proved to my satisfaction that the MUSKAAN FOUNDATION an association of persons to be registered as a company under the Companies Act, 2013, for promoting objects of the nature specified in clause (a) of sub-section (1) of section 8 of the said Act, and that it intends to apply its profits, if any, or other income and property in promoting its objects and to prohibit the payment of any dividend to its members;

NOW, THEREFORE, in exercise of the powers conferred by section 8 of the said Act, I, the Registrar at Patna, hereby grant, this license, directing that the said association of persons be registered as a company with limited liability without the addition of the word "Limited", or as the case may be, the words "Private Limited" to its name, subject to the following conditions, namely: -

(1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association;

(2) that the profits, if any or other income and property of the said company, whenever derived, shall be applied solely for the promotion of the object as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;

(3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;

(4) that nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company;

(5) that nothing in clauses (3) and (4) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

(6) that no alteration shall be made to the memorandum of association or to the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar ;

(7) The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects; and

(8) that, without prejudice to action under any law for the time being in force, this license shall be liable to be revoked, if the company:

(a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a license is issued;

(b) if the affairs of the company are conducted fraudulently or in a manner violate the objects of the company or prejudicial to public interest.

Dated this Fifteenth day of March Two Thousand Sixteen.

Utam Sitaram Patole
Registrar of Companies
Registrar of Companies, Bihar

The Companies Act, 2013
(COMPANY LIMITED BY GUARANTEE
&
NOT HAVING SHARE CAPITAL)
U/S 8 of Companies Act, 2013
Memorandum of Association
Of
MUSKAAN FOUNDATION

- I. The name of the company is “**MUSKAAN FOUNDATION**”
- II. The registered office of the company will be situated in the State of Bihar, within the jurisdiction of **Registrar of Companies, Patna.**
- III. **(A)** The objects for which the company is established are:
 1. To promote, initiate, encourage the activities relating to eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including promoting education in the areas of science, arts, commerce, communication & technology which including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects, promoting gender equality, empowering women. Ensuring environmental sustainability, measures for the benefit of armed forces veterans and support projects concerning rural development or slum area development. To promote various educational and vocational programs, & personality development sessions, training for self employment generation, to develop various portal for E learning, to publish books & educational materials, to provide various gifts, awards, rewards & certification, to provide other allied services in the areas of education.

No object of the company shall be carried out without the permission of the competent authority whatsoever and no object of the company shall be carried out on commercial basis.

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

1. To support, maintain, assist and promote in India and abroad in areas of education, to organize various social awareness camps, environment protection, to run education institutes, colleges, schools, universities subject approval for concerned authority, conduction of training sessions, to conduct training for self employment generation & to run various placement programs & counseling center, rain water harvesting, save girl child, flood relief, anti corruption drive, help to differently able, drug abuse awareness, aids awareness, monumental project, medical project, consumerism & right to information, help poor children & old age people, to do activities for welfare & development of women, mentally & physically challenged people, organize various welfare and development programs for the rural areas, to run social call center, rendering basic amenities and other services to the victims of natural or human calamities, to do and promote all the charitable function for advancement and for the upliftment of society.
2. To promote environment protection, rain water harvesting, flood relief, animal husbandry, dairying & fisheries, agricultural & food security.
3. To promote & organize various programs & activities for social awareness camps, to provide various gifts, awards, rewards , To publish newspaper, magazine, films, online & offline advertisement through portal & other media for promotion of all the people in the society.
4. To promote in areas of healthcare, to drug abuse awareness, aids awareness, anti-drugs & drugs abuse prevention, monumental project, medical project, and healthcare support, to start hospital, nursing home, clinic & organize various health check up camp, blood donation camp, distribution of medicines.
5. To start an association for connecting people to share information, to organize & promote various social & cultural events & programs. To run various Self help Group, to run & implement various Government Schemes & programs, To Start & run old age Home, Girls Hostel , heritage, Provide food, home & other basic amenities all age group of

People. To promote welfare activities to help poor children & old age people, help to differently able, to do activities for welfare & development of women, Women Empowerment, mentally & physically challenged people, street children, vulnerable sections, to prevent female infanticide, agricultural techniques development & capacity generation, to run social call center, rendering basic amenities and other services to the victims of natural or human calamities, human rights, advocacy for social change, legal awareness & aid, right to information, consumerism, anti-corruption & bribery, art & culture, community empowerment, youth affairs, scientific & industrial research, to rural development & poverty alleviation, new & renewable energy, missing people, to do and promote all the charitable functions & welfare activities for advancement and for the upliftment of society.

6. To open Blood Bank, Eye Donation Center, to run hospital, Clinic, nursing house, medical camp, health counseling center, ambulance services.
7. To undertake, promote, sponsor, discharge, fulfill or assist all types of activities for promotion of education, national welfare, economic growth, increase in standard of living, uplifting moral of public, by organizing seminars & lectures, publishing books and literature, distributing awards & scholarships, providing subsidies and donations to such persons or bodies on such terms & conditions as the Board of Directors of the company may think fit from time to time.
8. To support, maintain, assist and promote old age home, health counseling centers, rain water harvesting, save girl child, flood relief, anti corruption drive, aids awareness, monumental project, consumerism & right to information, to do other charitable functions.
9. To undertake activities for the promotion development & growth of national economy at local, regional, state or central level either on its own or through any media, representations, bodies, associations or welfare organizations in the field of trade, business, commerce, industries, utilities, defense, security, human rights, health care, natural calamities or in such other fields directly or indirectly contributing to

the promotion of national & social welfare.

10. To search for and to purchase or otherwise acquire from any government, State or other authority any license, concessions, grants, privileges as seems to be the Company capable of being turned to account.
11. To enter into any arrangement with the Government or authority municipal, local or otherwise or other person or institutions that may seem conducive to the company's main object or any of them and to obtain, apply for, purchase or otherwise acquire from any such Government or authority or other persons or institutions any rights, lease(s), powers, concessions, grants, licenses and privileges and decrees, which the company may think fit desirable to obtain and to carry out, exercise, and comply with such arrangements, rights, privileges and concessions and others.
12. To assist the government authorities and other institutions for rural developments, rural upliftment, creating employments, Social development, and other activities of the benefit of general public, either actively or otherwise and by contribution of cash or otherwise and also to undertake any of the aforesaid activities alone or conjunctively with other.

The doing of all such other lawful things as considered necessary for the furtherance of the above objects:

Provided that the company shall not support with its funds, or endeavor to impose on, or procure to be observed by its members or others, any regulation or restriction which, as an object of the company, would make it a trade union.

IV. The objects of the company extend to the whole Nation.

V.

- 1) The profits, if any, or other income and property of the company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
- 2) No portion of the profits, other income or property aforesaid shall be

paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.

- 3) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
- 4) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.
- 5) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

VI. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar.

VII. The liability of the members is limited.

VIII. Every member of the company undertakes to contribute:

- 1) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a

member; and

- 2) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding Rupees Twenty Thousand only.

IX. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members.

Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

X. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.

XI. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

XII. We the several persons whose names, addresses, descriptions and occupation are hereunder subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association

Sl. No.	Name, Description, Occupation and address of Subscribers	Signature of Subscriber	Name, Address and description of witness or witnesses
1	KASHI PRASAD GUPTA S/o SARYOO PRASAD GUPTA R/o- MIRCHAIBARI, KATIHAR, BIHAR - 854105 (BUSINESS)	SD/-	<p>I WITNESS TO SUBSCRIBORS WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE ON 11/03/2016 AT NEW DELHI, DELHI. FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR IDENTIFICATION PARTICULARS AS FILLED IN</p> <p style="text-align: center;">SD/- (VIKAS) S/o Sh. KAMESHWAR PATRALEKH A.C.A, M.No. 525657 84, DESHBANDHU APPARTMENT, PLOT NO.-15, I. P. EXTN., PATPARGUNJ, NEW DELHI, 110092</p>
2.	AJAY KUMAR PRASAD S/o AMAR NATH PRASAD R/o - MAA GAYATRI COMPLEX, MIRCHAIBARI, KATIHAR, BIHAR- 854105 (SELF EMPLOYED	SD/-	
3.	GEETA KUMARI D/o KASHI PRASAD R/o- MAA GAYATRI COMPLEX, MIRCHAIBARI, KATIHAR, BIHAR- 854105 (SELF EMPLOYED)	SD/-	

Place: New Delhi
Dated: 11.03.2016

THE COMPANIES ACT, 2013
ARTICLES OF ASSOCIATION
OF

MUSKAAN FOUNDATION

(A Company Limited by Guarantee and not having share capital / licensed under
Section 8 of the Companies Act, 2013)

PRELIMINARY

1. The regulations contained in Table 'H' in Schedule I to the Companies Act, 2013, shall apply to the Company so far as they are not inconsistent with any of the provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provisions in these regulations.
2. In these articles –
 - a. "Act" shall mean the Companies Act, 2013;
 - b. "Articles of Association" or "Articles" shall mean the Articles of Association of the Company as originally framed or as amended from time to time with prior approval of Central Government;
 - c. "**Affiliate Fellow**" means person who is been admitted as such upon payment of prescribed fees.
 - d. "Board" or "Board of Directors" shall mean in relation to a Company, means the collective body of the directors of the Company, as per the New Act;
 - e. "Body corporate" or "Corporation" includes a Company incorporated outside India, but does not include –
 - (i) a co-operative society registered under any law relating to cooperative societies; and

- (ii) any other body corporate (not being a Company as defined in this Act), which the Central Government may, by notification, specify in this behalf;
- f. "Company" shall mean **MUSKAAN FOUNDATION**, which is essentially a non-profit organisation;
- g. "Committee" shall mean the Committee of the Company including the Executive Committee for the time being elected in the manner prescribed by these Articles;
- h. "Chairman" shall mean a Chairman of the Board or the person elected or appointed to preside over the general meetings or Committee meetings or any other meeting of the Company;
- i. "Director" means a director appointed to the Board of a Company, as per Act;
- j. "Electronic Record" means data, record or data generated, image or sound stored, received or sent in an electronic form or micro film or computer generated micro fiche;
- k. "Electronic Mode" means teleconferencing and/or video conferencing facility i.e. audiovisual electronic communication facility which enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting. "General Meeting" shall mean a General Meeting of the Members held in accordance with the provisions of the Act and of these Articles and any adjourned holding thereof;
- l. "General Meeting" shall mean a General Meeting of the Members held in accordance with the provisions of the Act and of these Articles and any adjourned holding thereof;
- m. "Member" means any person whose name is entered in the Register of Members as a member of the Company,

however does not include **Affiliate Fellow**;

- n. "Memorandum" or "Memorandum of Association" means the Memorandum of Association of the Company as originally framed or as amended from time to time with prior approval of Central Government;
- o. "Month" shall mean a calendar month;
- p. "Office" shall mean the Registered Office for the time being of the Company;
- q. "Person" shall mean and includes any individual, body corporate (registered with Appropriate Authority), firm, company, organisation, institution, society, trust, proprietorship;
- r. "Register of Members" means the Register of Members to be kept pursuant to the Act;
- s. "Rules and Regulations" means and include rules and regulations of the Company in force from time to time;
- t. "The Seal" means the common seal of the Company.
- u. "Voting right" means the right of a Member of a Company to vote in any meeting of the Company or by means of postal ballot, as per the Act; Words imparting the singular number also include the plural number and vice versa.

Words imparting the masculine gender also include the feminine gender.

- 3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the

same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

4. The Company is a “Private Company” within the meaning of Section 2(68) of the Act and accordingly the following provision shall have effect namely:

(i) limits the number of its Members to two hundred:

Provided that –

(A) persons who are in the employment of the Company; and
(B) persons who, having been formerly in the employment of the Company, were Members of the Company while in that employment and have continued to be Members after the employment ceased, shall not be included in the number of Members;

The Company may at any time by a special resolution and with prior approval of Central Government convert itself into a public company within the meaning and subject to the provisions of the Companies Act, 2013.

MEMBERS

5. The number of Members with which the Company proposes to be registered is hundred, but the Board of Directors may, from time to time, whenever the Company or the business of the Company requires it, register an increase of members.
6. The subscribers to the Memorandum and such other persons as the Board or the Committee shall admit to membership shall be Members of the Company.
7. Every Member shall be bound to further, to best of his ability, the objects, interests and influence of the Company, and shall observe

all bye-laws, Rules, Regulations of the Company made pursuant to the powers in that behalf herein contained.

MEMBERSHIP ELIGIBILITY

8. The Board of Directors of the Company reserves a right to invite a person to become a Member of the Company. A person who is invited by the Board of Directors of the Company can only become Member of the Company.

RIGHTS OF MEMBERS

9.
 - a. To attend and vote, to participate in the discussions, to move a resolution, to make suggestions, to speak at the General Meetings.
 - b. The conduct of each Member shall uphold the dignity and reputation of the Company.

PRIVILEGES OF MEMBERS

10.
 - a.) Any person being a firm, Company or any other entity has become a Member in its conventional or corporate name, then in such case the rights and privileges of memberships shall be exercised only by a representative who is duly authorised in writing by all other partners / a resolution passed in that behalf as the case may be, Provided that only one Member shall take part in the proceedings and for each act of exercising the rights and privileges of membership the representatives shall have only one vote.
 - b.) No person being a partner, an officer or director or otherwise of any firm, Company which is itself a Member in its conventional or corporate name shall be eligible for membership of the Company as an individual Member in his own right.

REGISTER OF THE MEMBERS

11. The Company shall maintain at registered office a register of all its Members and shall enter therein, the particulars required as per the provisions of the Companies Act, 2013.

AFFILIATE FELLOW

12. A person can admitted as an Affiliate Fellow by applying for the Affiliate Fellow of the Company and by paying the Entrance Fees as may be decided by the Board of Directors or Committee of Board of Director constituted thereof.

ELIGIBILITY FOR AFFILIATE FELLOW

13. A person shall not be admitted as an Affiliate Fellow in the following events:
 - a. If he is a minor or has not completed 18 years of age;
 - b. If he is of unsound mind by a court of competent jurisdiction;
 - c. If he is convicted for any offence in connection with the formation, promotion, management and/or conducting the affairs of the Company;
 - d. If he is convicted of any offence punishable under the India Penal Code involving moral turpitude and being non-bailable or where it being a firm, any partner thereof is convicted of such an offence or where it being a Company or Corporation, if it shall go into voluntary liquidation (otherwise than for the purpose of reconstruction).
14. Every person willing to become a **Affiliate Fellow** of the Company must file an Application Form which shall be prescribed by the Board of the Company and Board shall have the discretion to revise from time to time.

15. Every person eligible to become Affiliate Fellow may become Affiliate Fellow in its corporate name and in such case the rights and privileges of Affiliate Fellow shall only be exercised only by an Authorised Representative who is duly authorised in writing by all other partners / a Board resolution passed by that Company in this behalf
16. Application to become **Affiliate Fellow** shall be in writing and signed by the concerned individual or by the Authorised Representative appointed to sign such document on behalf of the applicant. The application shall be submitted to the Company together with the necessary fees as prescribed by the Board.
17. The Board shall have the power to frame rules regarding amount and payment of entrance fees and annual subscription fees.
18. Interest as a Affiliate Fellow of the Company cannot be transferable.
19.
 - a. Application form for **Affiliate Fellow** would be considered by the Board of Directors of the Company in accordance with the procedure which may be laid down from time to time by the Company.
 - b. The decision of the Board of Directors shall be final. The Board of Directors is not under any obligation of explaining the decision on the application to become Affiliate Fellow. The Board shall have the power to grant or reject an application for admission at its discretion.
 - c. When an application to become Affiliate Fellow is rejected, the applicant is debarred from making a fresh application within twelve months from the date of rejection of such application.

If the application is rejected, the entrance fees and annual subscription paid by the applicant shall be refunded to him/it.

RIGHTS OF AFFILIATE FELLOW

20. a. To avail benefits extended by the Company to its Members other than voting rights.
- b. The Conduct of each Affiliate Fellow shall uphold the dignity and reputation to the Company.

PRIVILEGES OF AFFILIATE FELLOW

21. a. Any person being a firm, Company or any other entity has become an **Affiliate Fellow** in its conventional or corporate name, then in such case the rights and privileges of Affiliate Fellow shall be exercised only by a representative who is duly authorised in writing by all other partners / a resolution passed in that behalf as the case may be, Provided that only one Affiliate Fellow shall take part in the proceedings and for each act of exercising the rights and privileges of membership the representatives shall have only one vote.
- b. No person being a partner, an officer or director or otherwise of any firm, Company which is itself a Member in its conventional or corporate name shall be eligible for Affiliate Fellow of the Company as an individual Member in his own right.

FEES

22. a. Entrance Fees Every Affiliate Fellow shall pay entrance fees along with the Application Form as may be prescribed and decided by the Board of Directors or the Committee from time to time, subject to minimum of Rs. 5,000 (Rupees Five Thousand Only).

b. Annual Subscription Fees Annual Subscription Fees must be paid by all **Affiliate Fellow** as may be decided by the Board of Directors or the Committee from time to time, subject to minimum of Rs. 2,500 (Rupees Two Thousand Five Hundred Only).

Any Affiliate Fellow, who fails to pay the Annual Subscription Fees within the period specified hereinabove, shall automatically cease to be an **Affiliate Fellow** of the Company. The Board may, however, at its discretion and on such terms as it deems fit waive the operation of this article. Entrance fee and Annual Subscription Fees shall be payable for the full year, even if the admission is made in any part of the year.

CESSATION OF AFFILIATE FELLOW

23. An Affiliate Fellow shall cease to be an Affiliate Fellow in any of the following events:
- a. On submitting resignation or termination as Affiliate Fellow in writing.
 - b. On death.
 - c. On becoming insane or adjudged as insolvent.
 - d. On being or found to be of unsound mind by a court of competent jurisdiction
 - e. On being convicted for any offence in connection with the formation, promotion, management and /or conducting the affairs of the Company
 - f. On being convicted of any offence punishable under the India Penal Code involving moral turpitude and being non-bailable or where it being a firm, any partner thereof is convicted of such an offence or where it being a Company or Corporation, if it shall go into voluntary liquidation (otherwise than for the purpose of reconstruction)
 - g. On failure to pay subscription due to the Company within the prescribed period.

- h. If the Affiliate Fellow being a Company, Partnership or any entity is wound up or dissolved or being ordered by Court to be wound up or any certificate of registration is withdrawn by any applicable regulatory authority.
- i. If any Affiliate Fellow shall make any composition or arrangement with his creditors or
- j. If any statement given in the Application Form was found at any time, after being elected as Affiliate Fellow, to be incorrect or that any material particular was omitted, Affiliate Fellow shall stand cancelled provided the Member will be given opportunity to represent his case to the Board of Directors at a meeting called for the said purpose.

If the acts or behaviour of the Associate are detrimental to the interest of the Company, the Membership can be cancelled by the Board of Directors. However, the Affiliate Fellow will be given opportunity to represent his case to the Board of Directors at a meeting called for the said purpose.

Any Affiliate Fellow may withdraw from the Company by giving notice of one month in writing to the Company of his / its intention so to do and upon the acceptance of such withdrawal by the Board of Directors, he or it shall cease to be an Affiliate Fellow.

MEETING OF MEMBERS

- 24. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 25.
 - a. The Board may, whenever it thinks fit, call an extraordinary general meeting
 - b. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director

or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

26.
 - a. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
 - b. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
27. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
28. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
29. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

30.
 - a. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the

meeting, adjourn the meeting from time to time and from place to place.

- b. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- d. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

- 31. Every Member shall have one vote.
- 32. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 33. No Member shall be entitled to vote at any general meeting unless all sums presently payable by him to the Company have been paid.
- 34.
 - a. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

- b. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
35. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

36. A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
37. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

PROXY

38. Provision relating to appointment of Proxy shall be as notified by the Central Government from time to time

MINUTES OF MEETINGS

39. The Company shall cause to be kept minutes of all proceedings of all Meetings which shall contain a fair and correct summary of the proceeding there at, and a book containing such minutes shall be kept at the Registered Office of the Company and shall be open, during business hours, to the inspection of any Member without charge. Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting,

(a) is or could reasonably be regarded as, defamatory of any person,
(b) is irrelevant or immaterial to the proceedings or
(c) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds. Any such minutes, if purporting to be signed by the Chairman of the Meeting at which the proceedings took place or by the Chairman of the next succeeding Meeting, shall be evidence of the proceedings.

BOARD OF DIRECTORS

40. Subject to the provisions of the Act and unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two or more than Fifteen.

41. The provisions of Section 152 and 162 of the Act shall be applicable for appointment of Directors.

42. The First Directors of the Company shall be:

1. MR. KASHI PRASAD GUPTA

2. MR. AJAY KUMAR PRASAD

3. SMT. GEETA KUMARI

and they shall be permanent Directors of the Company and shall hold office for life unless they resign earlier.

43. The Board shall be entitled to exercise all such powers and do all such acts and things as the Company is authorised to exercise and subject to provisions of the Act, provided further that such powers, acts and things are not inconsistent with provisions of Memorandum and Articles of Association of the Company.

44.

- a. The Board of Directors have power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.
- b. The Board of Directors of a Company may appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic reappointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

POWERS OF DIRECTORS

45. Subject to the provisions of Act and the Articles, the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise and do.

Provided that the Board shall not exercise any power or do any act or thing which is required by Act or by any other act or by the Memorandum or Articles of Association of the Company or otherwise, to be exercised or done by the Company in General Meeting.

PROCEEDINGS OF BOARD

46. The Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. However, Directors must meet at least once in each quarter of the Financial Year. If it is convenient, the Directors may conduct and hold Board Meeting in the mode of Video conferencing.
47. The quorum for the transaction of business of the meetings of Board Directors shall be two or 1/3rd number of the constituted Board whichever is higher.
48. Subject to the provisions of Section 175 of the Act as resolution passed by circular without a meeting of the Board or Committee shall be as valid and effectual as a resolution duly passed at a meeting of the Board of Directors or committee duly convened and held.
49. Save as otherwise expressly provided in these Articles, questions arising at any meeting of the Board shall be decided by a majority of votes.
50. In case of an equality of votes, the Chairman shall have a second or casting vote.
51. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may Act for the purpose of increasing the

number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

52.

- a. Mr. Kashi Prasad Gupta shall be the Chairperson of the Foundation.
- b. In the absence of Mr. Kashi Prasad Gupta , Mr. Ajay Kumar Prasad shall be the the chairman of the foundation.
- c. If no such chairman is present at any meeting within five minutes after the time appointed for holding the meeting, the Members present may choose one of their members to be chairman of the meeting.

53. All acts done by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any one of them were disqualified be valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

NOTICE

54.

- a. A notice may be given by the Company to any Member either personally or by sending it by post to him at his last mentioned address.
- b. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

55. Statement as required under Section 102 of the Act shall be annexed to the Notice calling general meeting.

APPOINTMENT OF COMMITTEE

56. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of the Board of Directors as it thinks fit.
57. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 58.
- a. Mr. Kashi Prasad Gupta shall be the Chairperson of the Foundation.
 - b. In the absence of Mr. Kashi Prasad Gupta , Mr. Ajay Kumar Prasad shall be the the chairman of the foundation.
 - c. If no such chairman is present at any meeting within five minutes after the time appointed for holding the meeting, the Members present may choose one of their members to be chairman of the meeting.
59. Any Committee appointed shall meet at such times as it may think fit but at least once in once in every six calendar months and make such regulations as they think proper as to the summoning and holding of meetings of the Committee and for the transaction of the business at the meeting.
60. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the Members present, and in case of an equality of votes, the chairman shall have a second or casting vote.
61. All acts done by any meeting of the Committee or by a sub-committee or by any person acting as a member or shall,

notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any one of them were disqualified be valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

62. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the Members of the Board or a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.
63. A Committee may meet for dispatch of business and / or adjourn as it thinks fit. All questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or a casting vote.

SEAL

64. The Board shall provide for the safe custody of the seal.
65. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of directors, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

PRINCIPAL SOURCE OF FUNDS

66. The Foundation may receive from time to time such grants, donations and contributions from members, donors, contributors to meet all or part of the costs, charges and expenses incurred or to be incurred in furtherance of the objects and activities of the Foundation.

INDEMNITY

67. Subject to the provisions of the Act, every member of Committee or Director, Officer, Branch Manager, and other Officer or employee of the Company shall be indemnified by the Company to pay all the costs, losses and expenses including travelling expenses which any such member of Committee or Directors, Officer or employee may incur or become liable to any reason of any contract into or act or deed done by him or them as such member of Committee or Director, Officer or employee or in any way in the discharge of his duties and in particular and so as to limit generally of the foregoing provisions liabilities incurred by him as such as such member of Committee or Director, or other officer, or employee in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Company and have priority as between the Members over all other claims.
68. Subject to the provisions of the Act, no member of Committee or Director or other Officer or employee of the Company shall be liable for the acts, receipts, neglects or defaults or any other member of Committee or Directors of Officer or employee for joining in any receipt or other act for the sake of conformity or any loss or expense happening to the Company through insufficiency or deficiency of the title or any property acquired by order of the

Board of Directors for or on behalf of the Company or for the insufficiency or deficiency of the title or any property acquired by order of the Committee for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from bankruptcy, insolvency, or torturous act of any person with whom any moneys, securities, or effect shall be deposited or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own negligence, default, misfeasance, breach of duty or breach of trust.

SECRECY

69. No Members shall be entitled to inspect the Company's books without the permission of the Committee or Board or to require discovery of or any information respecting any detail of the Company's any matter which may be in the nature of trade secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which, in the opinion of the Committee or Board it will not be expedient in the interest of the Members of the Company to communicate to the public.

WINDING UP

70. If upon winding-up or dissolution of the Company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the Members of the Company but shall be given or transferred to such other Company having objects similar to the objects of this Company, to be determined by the Members of the Company at or before the time of dissolution or in default, thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

XII. We the several persons whose names, addresses, descriptions and occupation are hereunder subscribed are desirous of being formed into a company not for profit, in pursuance of this Articles of Association

Sl. No.	Name, Description, Occupation and address of Subscribers	Signature of Subscriber	Name, Address and description of witness or witnesses
1	KASHI PRASAD GUPTA S/o SARYOO PRASAD GUPTA R/o MIRCHAIBARI, KATI HAR BIHAR - 854105 (BUSINESS)	SD/-	<p>I WITNESS TO SUBSCRIBORS WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE ON 11/03/2016 AT NEW DELHI, DELHI. FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR IDENTIFICATIN PARTICULARS AS FILLED IN</p> <p>SD/- (VIKAS) S/o Sh. KAMESHWAR PATRALEKH A.C.A, M.No. 525657 84, DESHBANDHU APPARTMENT, PLOT NO.-15, I. P. EXTN., PATPARGUNJ, NEW DELHI, 110092</p>
2.	AJAY KUMAR PRASAD S/o AMAR NATH PRASAD R/o - MAA GAYATRI COMPLEX, MIRCHAIBARI, KATI HAR, BIHAR-854105 (SELF EMPLOYED	SD/-	
3.	GEETA KUMARI D/o KASHI PRASAD R/o- MAA GAYATRI COMPLEX, MIRCHAIBARI, KATI HAR, BIHAR-854105 (SELF EMPLOYED)	SD/-	

Place: New Delhi

Date: 11. 03. 2016