

THE COMPANIES ACT, 2013
[UNDER THE PROVISIONS OF SECTION 8
OF 2013] COMPANY LIMITED BY SHARES
AND NOT FORPROFIT

ARTICLES OF ASSOCIATION
OF
ABHIMANYU SOCIAL WELFARE CHARITABLE FOUNDATION

TABLE F TO APPLY

1. The Regulations contained in Table F of Schedule I of the Companies Act, 2013 shall apply to the Company except Clause 9(sub clause), 18, 36, 37, 38, 39(b), 40, 41, 82 to 88 of Table F which correspond to provisions contained in these Articles of Association.
2. (1) In these regulations—
 - (a) “the Act” means the Companies Act, 2013,
 - (b) “the seal” means the common seal of the Company.
- (2) 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.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2 (68) of the Companies Act, 2013 and it means a Company having share capital and which by its articles:
 - a. restricts the right to transfer its shares;
 - b. limit the number of members of the Company to 200, exclusive of persons who are in the employment of the Company, and 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. Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Article be treated as a single member.
 - c. Prohibits any invitation to the public to subscribe for any securities of the Company.

SHARE CAPITAL

4. The Authorised Share Capital of the company shall be of such amount and of such description as is stated in Sr. No. 8 for the time being or at any time, in the Memorandum of Association of the Company. Minimum paid up Capital of the Company shall be Rs.1,00,000 (Rupees One Lakh Only).

INCREASE, DECREASE & ALTERATION OF CAPITAL

5. Subject to the prior approval of the Central Government and the Company shall have power to:
 - a. Increase the share capital by such amount, to be divided into share of such amount as may be specified in the resolution.
 - b. Cancel any shares as per the "Table F".

TRANSFER OF SHARES

6. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares or any of them, are not so accepted within one month from the date of notice to the Board the members proposing transfers shall, at any time within three months afterwards, be at liberty, subject to Articles 19 and 20 hereof, to sell and transfer the shares to any persons at the same or at higher price. In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.
7. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs and the Directors may decline to give such sanction without assigning any reason subject to Section 58 and 59 of the Act.
8. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 and 59 of the Companies Act, 2013.
9. Subject to Section 58 and 59 of the Act, the Directors may in their discretion, without assigning any reason, refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.
10. At the death of any member his or her shares be recognized as the property of his or her heirs upon production of reasonable evidence as may be required by the Board of Directors.
11. The instrument of transfer must be accompanied by the certificates of shares.

TRANSMISSION OF SHARES

12. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

13.(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- a. To be registered himself as holder of the share; or
- b. To make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

14.(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

SHARES AND CERTIFICATES

15. Subject to these presents and the provisions of the Act, the shares of the Company whenever issued shall be under the control and at the disposal of the Board of Directors, who may allot, issue or otherwise dispose of the same or any of them to such persons (whether already members or not).

16. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment, or within one month after the application for the registration of transfer or transmission, be issued a share certificate.

17. The money (if any) which the Board shall on the allotment of any shares being made by them require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.

18. Every member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

19. The certificates of title to shares and duplicate thereof when necessary shall be issued under the seal of the Company.

20. Every member shall be entitled to one certificate for all the shares registered in his name, or if the Board of Directors so approve to several certificates each for one or more of such shares, but in respect of each additional certificate, there shall be paid to the Company a fee as the Board of Directors may determine. Every certificate of shares shall specify the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon. The Directors may in any case or generally waive the charging of such fee.
21. If any certificate be worn out or defaced, then, upon production thereof to the Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given a new certificate in lieu thereof shall be given to the registered holder of the shares to which such lost or destroyed certificate shall relate.

CALLS

22. The Board may, from time to time, subject to the terms of which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board of Directors make such call as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him and at the times and places appointed by the Board. A call may be made payable by installments.
23. The Board may, at its discretion, revoke or postpone a call.
24. Not less than 14 (fourteen) days' notice in writing of any call shall be given by the Company specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount so called.
25. If a sum called in respect of shares is not paid before or on the day appointed for the payment thereof, the person from whom the sum is due shall pay interest on the call amount due at such rate not exceeding 10% (ten percent) per annum from the day appointed for the payment or as the Board of Directors may determine.
26. The Board of Directors shall be at liberty to waive payment of any such interest wholly or in part.
27. Any sum which by the terms of issue of shares becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date of which by the terms of issue such sum becomes payable. In case of nonpayment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of call duly made and notified.

MEETINGS

GENERAL MEETING

28. At least 21 (Twenty-one) day's notice of every General Meeting, Annual or Extraordinary and by whomsoever called, specifying the day, place, time and hour of the meeting and the general nature of the business to be transacted thereat, shall be given in the manner herein provided, to such persons as are under the provisions of the Act or under these Articles entitled to receive notice from the Company. Provided that General Meeting may, subject to the consent in writing or electronic mode given by members holding not less than 95 percent of such part of the paid up share capital of the Company entitled to vote at the meeting, be convened by a shorter notice. The provisions of Section 102 of the Companies Act, 2013 shall apply with respect of General Meeting (including an Annual General Meeting) of the Company.

REPRESENTATION BY BODY CORPORATE

29. A body corporate may be represented at the meeting of the Company in any of the manners set out in Section 113 of the Companies Act, 2013 but in each case a copy of the resolution of the said body corporate duly certified by one of its principal officers shall be filed with Company at least forty eight hours before the commencement of the meeting.

QUORUM

30. The quorum for a General Meeting shall be two members present in person.

EXTRA ORDINARY GENERAL MEETING

31. The Board of Directors may, whenever they think fit, call an Extraordinary General Meeting provided however if at any time there are not in India Directors capable of acting who are sufficient in number to form a quorum, any Directors present in India may call an Extra ordinary General Meeting in the same manner as nearly as possible as that in which such a Meeting may be called by the Board.

CALLING OF EXTRA ORDINARY GENERAL MEETING ON REQUISITION

32. The Board of Directors of the Company shall on the requisition of such Member or Members of the Company as is specified in sub-section (2) of Section 100 of the Companies Act, 2013 forthwith proceed to call an Extraordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all the other provisions of Section 100 of the Companies Act, 2013 and of any statutory modification thereof for the time being shall apply.

VOTING RIGHTS

- 33.(i) On a show of hands every member present in person or by proxy shall have one vote.
- (ii) On a poll, the voting rights of members shall be laid down in Section 47 of the Companies Act, 2013.

34. Any member of the Company entitled to attend and vote at a Meeting of the Company shall be entitled to appoint, another person who is member as his proxy to attend and vote instead of himself. A proxy so appointed shall also not have the right to speak at such meeting and shall not be entitled to vote except on Poll.

CHAIRPERSON

35. At every General meeting the Chair shall be taken by the Chairperson of the Board of Directors. If at any meeting the Chairperson of the Board of Directors be not present within fifteen minutes after the time appointed for holding the Meeting or though present be unwilling to act as Chairperson, the Members present shall choose one of the Directors present to be Chairperson or if no Director shall be present and willing to take the Chair, then the members present shall choose one of their member, being a member entitled to vote, to be Chairperson.

SUFFICIENCY OF ORDINARY RESOLUTION

36. Any act or resolution which, under the provisions of this Article or the Act, is permitted shall be sufficiently so done or passed if effected by an ordinary resolution unless either the Act or the Articles specifically requires otherwise.

WHEN IF QUORUM NOT PRESENT MEETING TO BE DISSOLVED AND WHEN TO BE ADJOURNED

37. If within half an hour from the time appointed for the Meeting a quorum be not present at the Meeting, if convened upon a requisition of shareholders shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at same time, place as the Board may determine unless the same shall be a National Holiday then the Meeting shall stand adjourned to the next day not being a National Holiday at the same time and place and if at such adjourned meeting a quorum be not present within an hour from the time appointed for the meeting, those members who are present and not being less than two persons shall be a quorum and may transact the business for which the meeting was called.

HOW QUESTIONS OF RESOLUTIONS TO BE DECIDED AT MEETINGS

38. In the case of equality of votes the Chairperson shall both on a show of hands and at a poll shall have a casting vote in addition to the vote or votes to which he may be entitled as a member.

POWER TO ADJOURN GENERAL MEETING

39. The Chairperson of a General Meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. It shall not be necessary to give notice to the members of such adjournment or of the time, date and place appointed for the holding of the adjourned Meeting.

BUSINESS MAY PROCEED NOTWITHSTANDING DEMAND OF POLL

40. If a poll be demanded, the demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll have been demanded.

VALIDITY OF VOTES

41. The person(s) appointed as Scrutinizer(s) by the Chairperson to carry on the process of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

BOARD OF DIRECTORS

42. Subject to the provisions of Section 149 of the Act ,the first directors of the Company are:

- 1. Mr. MONU KUMAR**
- 2. Mr. ALOK VIKASH**

43. The Company may time to time in general meeting, subject to passing of Special Resolution, increase the number of Directors.

QUALIFICATION SHARES

44. The Directors shall not be required to hold any qualification shares.

MEETING OF DIRECTORS

45. The Board of Directors shall meet at least four times in every year. The Board of Directors may meet at any time as they may deem fit, for the dispatch of business and regulate their meetings and proceedings as they think fit. 7 (Seven) days' notice in writing of every meeting of the Board of Directors shall ordinarily be given by a Director or Secretary or such other officer of the Company duly authorized in this behalf to every Director for the time being in India and at his usual address in India by hand delivery, email, fax or any other mode as the Board may deem fit.
46. The Meeting of the Board of Directors may be called at shorter notice.
47. Subject to the provisions of the Act, the Board of Directors may convene their meeting/s via teleconference or video conference or vide any other Audio / Visual mode etc. Further, subject to applicable laws, a meeting may also be held with some Directors present in person and others by means of participating through video conference, teleconference or any other similar audio / visual means and the presence of one or more Directors by conference, teleconference or any other similar means at a meeting shall be included when determining quorum and voting. The provisions relating to notice, agenda, quorum and minutes stated herein shall mutatis mutandis apply to the meetings held through such audio-visual media.
48. The Company shall maintain a book in respect of attendance of every director present at any meeting of the Board or of a committee thereof.

QUORUM

49. The quorum for a meeting of the Board of Directors shall be either 2 members or twenty-five per cent, of its total strength whichever is more. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Directors it shall be adjourned until such date and time as the Directors present shall appoint.
50. With reference to Article No. 54, any Director attending meeting of Board of Directors or its committee via teleconference or video conference or vide any other Audio / Visual mode be considered as present in person for the purpose of calculating the quorum for the same.

SUMMONING A MEETING OF DIRECTORS

51. Any member of the Board of Directors or Secretary of the Company or any other officer of the Company so authorized, may at any time and upon request of any of members of Board of Directors shall summon a meeting of the Directors.

VOTING AT MEETING

52. Subject to the provisions of the Act, questions arising at any meeting shall be decided by a majority of votes. Each Director will have one vote and in case of equality of votes the Chairperson shall have a second or casting vote.

CHAIRPERSON OF MEETING

53. The Chairperson of the Board of Directors shall be Chairperson of the meetings of Directors. Provided that if the Chairperson of the Board of Directors is not present within five minutes after the appointed time for holding the same, the Directors present shall choose one of their members to be Chairperson of such meeting.

ACT OF MEETING

54. A meeting of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company and the Act for the time being vested in or exercisable by the Directors generally.

VALIDITY OF ACTS

55. All acts done at any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors, Committee of persons acting as aforesaid or that they or any of them were disqualified.

RESOLUTION BY CIRCULATION

56. A resolution may be passed by the Directors or Committee thereof by circulation in accordance with the provisions of Section 175 of the Act.

MINUTES TO BE PRIMA FACIE EVIDENCE

57. Any minutes of any meeting of Directors or any Committee or of the Company if purporting to be signed by the Chairperson of such Meeting or by the Chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters in such minutes.

DIRECTOR'S INTEREST TO BE DISCLOSED

58. A general notice that Directors is a member of any specified firm, association of persons or company and is to be regarded as interested in all transactions with that firm, association of persons, or company shall be a sufficient disclosure under these Articles as regards such Director and the said transactions and after such general notice it shall not be necessary for such director to give a special notice relating to any particular transaction with that firm, association of persons or company.

RIGHT TO VOTE AND PARTICIPATE IN DISCUSSION

59. A Director of the Company may, as a Director, take part in the discussion of, or vote on any matter including any contract or arrangement entered into or to be entered into by or on behalf of the Company, except in the contract or arrangement in which he is concerned or interested, whether directly or indirectly.

SPECIAL DIRECTOR

60. The Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, body corporate, government or authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominee and their successors if appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by the authority, which nominate him/them and he/they will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the government, authority, person, firm, body corporate, or corporation who appointed such Special Director may if the agreement so provides, appoint another Director in his place.
61. Every nomination, appointment or removal of a Special Director shall be in writing and shall in the case of a government or authority be under the hand of a secretary to such government or authority and in the case of a body corporate under the hand of a Director of such body corporate, duly authorized in that behalf by a resolution of its Board of Directors. Subject to as aforesaid a Special Director shall be entitled to the rights and privileges and be subject to the same obligations as any other Director of the Company.

MANAGING DIRECTOR AND WHOLE TIME DIRECTOR

62. Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Directors or Managing Director and/or Whole-time Director, and/or Special Director like Technical Director, Financial Director of the Company (not being Members) for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Director/Wholetime Director(s), Technical Director(s), Financial Director(s), and Special Director(s) such of the powers hereby vested in the Board generally as it

thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restriction as it may determine. The remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting or by any or all of those modes, of any other mode not expressly prohibited by the Act.

64. The Directors may, from time to time, entrust to and confer upon a Managing or Whole-time Director any of the powers exercisable by the Directors as may think fit, and may confer upon such powers for such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient, and may from time to time revoke, withdraw, alter or vary all or any of such power.
65. The Directors may whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Deputy Managing Directors" as the case maybe.

ALTERNATE DIRECTOR

66. The Board of Directors of the Company may appoint an alternate director to act for as a director (hereinafter in this Article called "the original director") during the absence for a period of not less than three months from the state in which the meetings of the Board are ordinarily held. An alternate director appointed under this Article shall not hold office as such for a period longer than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original director returns to the State in which the meetings of the Board are ordinarily held.

ADDITIONAL DIRECTOR

67. The Board of Directors shall have power at any time, and from time to time, to appoint any other person to be a Director either as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum as fixed hereinafter. Any person so appointed as an addition to the Board shall hold office only up to the date of the next Annual General Meeting.

DIRECTOR'S REMUNERATION

68. Subject to provisions of the Act, applicable, if any, the Directors (including Managing and Whole-time Director) not being Members, shall be entitled to receive such remuneration as the Board may from time to time decide.

SITTING FEES

69. The fee payable to a Director (other than a Managing or Whole-time Director, if any) for attending each meeting of the Board or Committee thereof, shall be such sum as may be prescribed by the Act or the Central Government from time to time. The Board may allow and pay to any Director such sum as the Board may consider fair compensation for travelling, boarding, lodging and other expenses, in addition to sitting fees for attending meetings of the Board or Committee, if any.

POWERS OF DIRECTORS/ GENERAL POWER OF THE BOARD

70. The Management of the business of the Company shall be vested in the Board of Directors and the Board of Directors may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association and by these presents or otherwise authorized to do and as are not y these presents or by the Companies Act or any other statute directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to these presents provided that such regulations shall not invalidate any prior act of the Board of Directors which would have been valid if such regulation had not beendone.
71. Subject to the restrictions contained in Section 179 of the Act, the Board of Directors may delegate any of their powers to Committees of the board consisting of such member or members of its body as it thinks fit, and it may from time to time revoke such delegation and discharge any such Committee of the Board either wholly or in part, and either as to persons or purposes; but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the board of directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by theBoard.
72. Subject to the provisions of the Act, generally and from time to time and at any time to authorize, empower or delegate to (with or without powers of sub-delegation) any Director, Officer or Officers or Employee for the time being of the Company and/or any other person, firm or Company all or any of the powers, authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any, as may deem fit and be decided by theDirectors.
73. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such
74. period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretions for the time being vested inthem.
75. Without prejudice to the general powers conferred by the Act and by these Articles, it is hereby declared that the Board of Directors shall have the following powers, that is to saypower: -
1. To pay and charge to the capital account of the Company any commission or interest lawfully payable under the applicable provisions of theAct.
 2. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or other acquisition to accept such titles as the Directors may believe, or may be advised to be, reasonablysatisfactory.

3. At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the Company, and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon; and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
4. To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
5. To appoint any person to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
6. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company, or its officers, or otherwise concerning the affairs of the Company and to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.
7. To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
8. To call for and inspect books of accounts, ledgers, journals, minutes, registers including statutory registers and such other records and documents relating to the affairs of the Company.
9. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
10. Subject to the provisions of the Act, to invest and deal with surplus money/ fund, and in such manner as they may think fit, and from time to time to vary or realize such investments. Save as provided in the Act, all investment shall be made and held in the Company's own name.
11. To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, releases, contracts and documents, and to give the necessary authority for such purpose.
12. To set aside, out of the income of the Company, if any, such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay debentures or debenture stock, or for repairing, improving, extending and maintaining any of the property of the Company.
13. To appoint, and at their discretion remove or suspend such managers, secretaries, assistants, supervisors, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries, or emoluments or remuneration.

14. To subscribe or contribute or otherwise assist charitable, benevolent, scientific, national or international, public or any other institutions and make donations from time to time.
15. Subject to applicable provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient.
16. To open any account or accounts with such bank or banks as the Board may select and to appoint persons to operate such accounts, and to make, sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, hundies, orders, bills of exchange, bills of lading and other negotiable instruments.

RESTRICTION ON POWERS OF THE BOARD

75. The Board of Directors shall not, except with the consent of the Company in general meeting:-
- a. sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings;
 - b. invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
 - c. borrow moneys where the moneys to be borrowed, together with the moneys already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose
 - d. remit, or give time for the repayment of, any debt due from any Director

SEAL

76. The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the authority of the Directors or a Committee of Directors previously given and every deed or other instrument to which the Seal of the Company is required to be affixed shall, be affixed in the presence of at least one Director or the Manager or the Secretary or such other person as the Board/Committee of the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence; Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification thereof for the time being in force.
77. The Company shall also be at liberty to have an official Seal in accordance with the Act, for use in any territory, district or place outside India.

AUDITORS

78. The Auditors or Auditors of the Company shall be appointed in terms of Section 139 of the Act and rules made hereunder.
79. The duties of Auditor or Auditors regulated in accordance with the relevant provisions of the Act.
80. The Company shall appoint Internal Auditor, if necessary and required to, at such terms and conditions as may be agreed between the Board and such auditor and such appointment, if made, shall be in terms of Section 138 of the Act and rules made hereunder.

ACCOUNTS

81. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of Members and Directors.
82. Members and Directors shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

INDEMNITY AND RESPONSIBILITY

83. Subject to the provisions of the Act, every Director of the Company and Key Management Persons, if any, and other officer or employee of the Company shall be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the discharge of his duties or in relation thereto and it shall be the duty of the Directors to pay all costs, losses and expenses (including traveling expenses) out of the funds of the Company which any such Director, officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Director, officer or servant or in any way in the discharge of his duties.
84. Subject as aforesaid every Director or Key Managerial Personnel, if any or other officer or employee of the Company shall be indemnified against any liability incurred by him defending any proceedings whether civil or criminal
- in which judgment is given in his favor or in which he is acquitted or in connection with any application under section 463 of the Act in which relief is given to him by the Court.
85. Subject to the provisions the Act no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors 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 the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or 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 dishonesty, gross negligence, fraud or willful misconduct.

SECRECY

86. Every Director, Manager, Auditor, Treasurer, Trustee, Member of Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall if so required by the Board of Directors, before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company, with the customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law or by the person to whom such matters relate, except so far as may be necessary in order to comply with any provisions of these presents contained.
87. No member, not being a Director, shall be entitled except to the extent expressly permitted by the Act or these Articles to enter upon the property of the Company or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process, which may relate to the conduct of the business of the Company and which, in the opinion of the Board, will not be in the interest of the members of the Company to communicate to the public.

GENERAL POWER

88. Wherever in the Act, it has been provided that the Company would carry out any transaction only if the Company is so authorized by its Articles then and in that case these Regulations hereby authorize and empower the Company to have such right, privileges or authority and to carry such transactions as have been permitted by the Act.

We, the several persons whose names, addresses, descriptions and occupations are herewith subscribed are desirous of being formed into a Private Limited Company Not For-Profit, in pursuance of this Article of Association:

Sr.No.	Names, Addresses, Descriptions of the Subscribers	Number of equity shares	Signature of the subscribers	Name, address, occupation of the witness to the signature
1	MONU KUMAR SINGH S/O RAM NARESH SINGH S/O RAM NARESH SINGH TALIMAPURSIWAN-841407 BIHAR OCCUPATION-BUSINESS	9900 (Ninety Nine Thousand Equity Shares)	 Monu Kumar Singh	JITENDRA KUMAR, COST ACCOUNTANT LINE MUHALLA ROAD, MAIN ROAD, CHATRA, JHARKHAND - 825401 I WITNESS THE SUBSCRIBERS WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE. FURTHER I HAVE VERIFIED THEIR IDENTITY DETAILS FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR PARTICULARS AS FILLED IN.
2	ALOK VIKASH BL-5, FL-235, B.H COLONY PATNA-800026, BIHAR OCCUPATION-BUSINESS	100 (One Hundred Equity Shares)	 Alok Vikash	

Date: 20/01/2021

Place: PATNA