



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Jaipur
G/6-7 , Second Floor , Residency Area , Civil Lines

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 BAREFOOT COLLEGE INTERNATIONAL is incorporated on this Twentieth day
of July Two Thousand Fifteen under the Companies Act, 2013 and that the company is limited by
shares.

The CIN of the company is U85320RJ2015NPL047916.

Given under my hand at Jaipur this Twentieth day of July Two Thousand Fifteen.

Validity unknown
2
Date of issue: 20/07/2015
Date of expiry: 20/07/2016

MANGAL RAM MEENA
Registrar of Companies
Rajasthan

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

BAREFOOT COLLEGE INTERNATIONAL
TILONIA, DISTRICT AJMER,
AJMER - 305816,
Rajasthan, INDIA





GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Office of the Registrar of Companies, Registrar of Companies, Rajasthan
G/6-7 , Second Floor , Residency Area , Civil Lines , Jaipur - 302001, Rajasthan, 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 : 105613

WHEREAS it has been proved to my satisfaction that the BAREFOOT COLLEGE INTERNATIONAL 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 Jaipur, 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 Thirteenth day of July Two Thousand Fifteen.

RAMESH KUMAR MEENA
Registrar of Companies
Registrar of Companies, Rajasthan



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GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Corporate Identity Number:

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.



Registrar of Companies

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



(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

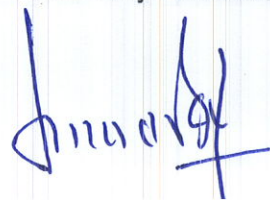
UNDER SECTION 8 OF THE COMPANIES ACT, 2013
[Pursuant to rule 19(2) the Companies (Incorporation Rules) 2014]

MEMORANDUM OF ASSOCIATION

OF

BAREFOOT COLLEGE INTERNATIONAL

1. The name of the Company is **"BAREFOOT COLLEGE INTERNATIONAL"**.
2. The registered office of the company will be situated in the State of Rajasthan
3. The objects for which the company is established are:
 - [a] THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 - (i) To encourage traditional and rural handicrafts skills as well as to reassess and provide support to those with talents and protect their partnership.
 - (ii) To help the artisans change the traditional designs for existing markets as well as to find new markets.
 - (iii) To protect the traditional crafts through banks and other financial support.
 - (iv) To make new and renewable technology accessible to the developing world through a partnership model of community engagement. To promote solar electrification and installation of solar plants.
 - (v) To engage in Grass Roots, R&D, product development and testing within all renewable technologies applicable to the rural poor.
 - (vi) To promote commerce, arts, science, sports, education, research, social welfare, charity, renewable technology and protection of environment.
 - (vii) To rehabilitate victims of natural disaster, to assist physically and mentally disabled persons, old aged peoples, children, women, persons from economically weaker sections of the society, without any distinction of religion, caste and creed.

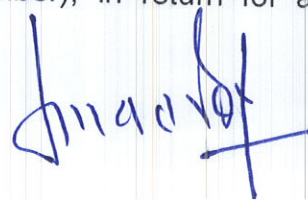


- (viii) To achieve financial sustainability, viability, and self reliance through its own activities.
- (ix) To reinvest any incidental surplus into growth and strengthening of its social and humanitarian projects, through itself or by transfer to any other non profit organisation, institution, association, company, trust, etc. situated in India or outside India.
- (x) No objects of the company will be carried out on commercial basis.
- *(xi) To train women to support sustainable and scalable enterprise engaged in renewable energy and technology, women's empowerment, women's holistic development and training on entrepreneurship, women health, nutrition, rural development, civil right and advocacy, digital empowerment, livelihood training of ethically sourced-organic honey, coffee and nutritional products in accordance with the objectives of the Company, in order that the women become self reliant and improve the lives of their communities and if any such activity results in revenue, the same shall be utilized for the objects of the Company only as set forth in this Memorandum of Association."

and 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 endeavour 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.

- 4. The objects of the company extend to the whole of India and all under developed as well as developing countries, as identified by the United Nations Organisation.
- 5. (i) 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.
 - (ii) 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.
 - (iii) 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.
 - (iv) 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.

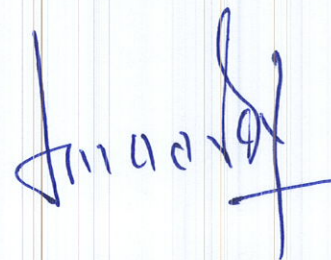


(v) Nothing in clause (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company.

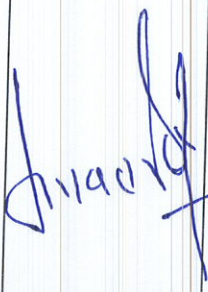
6. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies, Rajasthan
7. The Liability of the members is limited.
8. The share capital of the company will consist of Rs. 1,00,000/- comprising of 10,000 equity shares of Rs. 10/- only each.
9. (1) 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.

(2) 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.
10. 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.
11. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

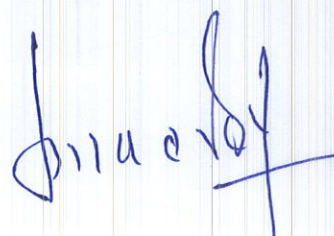
**The Memorandum of Association (MOA) has been altered by inserting sub-clause (xi) to the clause 3 and the altered Memorandum of Association has been approved vide Shareholders Resolution, passed at the Extra-Ordinary General Meeting of the Company, held on 10.05.2019.*



12. 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 Memorandum of Association:

SL. No.	Names, Addresses, Descriptions of the Subscribers	Number of Equity Shares Taken by Subscribers	Signatures of the Subscribers	Name, Address, Occupation of the Witness to the Signature
1.	SANJIT ROY S/o SHRI AMAL NATH ROY Tilonia, District Ajmer-305816 (RAJ.) Occupation: Social Worker	1500 Shares (One thousand five hundred)		<p>I witness the signature of subscribers who have subscribed and signed in my presence on 29/06/2015 in Ajmer. Further I have Verified their identity, details for their identification and satisfied myself of their identification particulars as filled in.</p> <p>(SANJEEV KUMAR JAIN) S/o Shri V.K. Jain R/o AMC NO. 483/10, Behind Dr. Kshetrapal Eye Hospital, Kutchery Road, Ajmer-305001 (RAJ.) FCA CHARTERED ACCOUNTANT M.No.:- 074660 CP No. 074660</p>
2.	BHAGWAT NANDAN S/o SHRI GOVERDHAN LAL Kishangarh Road, Harmara, District Ajmer-305812 (RAJ.) Occupation: Social Worker	1500 Shares (One thousand five hundred)		

Total No. of Equity Shares subscribed : 3000 (Three Thousand)
Dated this 29th day of June, 2015 at Ajmer



**THE COMPANIES ACT 2013
COMPANY LIMITED BY SHARES
UNDER SECTION 8 OF THE COMPANIES ACT, 2013**

**ARTICLES OF ASSOCIATION
OF
BAREFOOT COLLEGE INTERNATIONAL**

Preliminary

- I. Subject as hereinafter provided, the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company

Interpretation

- II. (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 accordingly:
- a) The right to transfer shares in the Company shall be restricted in the manner and to the extent hereinafter provided;
 - b) The number of Members of the Company (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) shall be limited to two hundred; provided that for the purpose of this definition where two or more Persons hold one or more Shares in the Company jointly, they shall for the purpose of this definition, be treated as a single Member; and
 - c) No invitation shall be issued to the public to subscribe to any securities of the Company.

Share capital and variation of rights and issue of share certificates

4. (1) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at premium or at par and at such time as they may from time to time think fit.

(i) 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 or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

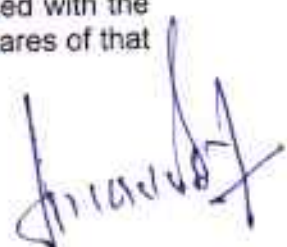
(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

5. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (4) and (5) shall mutatis mutandis apply to debentures of the company.

6. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

7. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that



class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
9. Subject to the provisions of Section 55, any preference shares may, with the sanction of a special resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

10.(i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

11. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

12. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

13.(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

14.(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

15. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17.(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

18.(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment 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 a call duly made and notified.

19. The Board –

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

20.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

21. The Board may, subject to the right of appeal conferred by Section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

22. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

23. On giving not less than seven days' previous notice in accordance with Section 91 and rules made thereunder, the registration of transfers may be

suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

24.(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 recognised 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.

25.(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.

26(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

27A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in

respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

28.If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

29.The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30.If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

31.(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33.(i) A duly verified declaration in writing that the declarant is a director, the

manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution and MCA approval if required and/ or such other approvals as may be required, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of Section 61, the company may, by ordinary resolution and MCA approval if required and / or such other approvals as maybe required —

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit. Provided that the Board may, from time to

time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The company may, by special resolution, reduce in any manner and with and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Buy-back of shares

39. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

40. All general meetings other than annual general meeting shall be called extraordinary general meeting.

41. (i) Save as provided in Article 55 (Proxy), the provisions of Section 101 to 106 pertaining to "Notice of the Meeting, Statement to be annexed to notice, Quorum for Meeting, Chairman of Meetings, Proxies, Restriction on voting rights respectively" of the Companies Act, 2013, subject to their modification & re-enactments, shall not apply to the Company, unless otherwise decided by the Board or by the Shareholders of the Company, in their respective meetings.

(ii) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(iii) 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

42 (i) No business shall be transacted at any general meeting unless a quorum of members, as specified herein is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as decided by the Board of Directors, from time to time or two members personally present.

43. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

44. 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.

45. 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

46(i) 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.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) 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.

(iv) 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

47. Subject to any rights or restrictions for the time being attached to any class or classes of shares —

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

48. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

49.(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

50. 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.

51. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

52. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

53. (i) 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.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

54. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company, before such time as may be decided by the Board or such other time, if any specified in the notice of Meeting and unless otherwise specified, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the

person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

55 . An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

56 . 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, or the transfer of the shares in respect of which the proxy is given:

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.

57. Subject to the provisions of the Companies Act, 2013 and rules made thereunder, a member of a Section 8 Company, shall not be entitled to appoint any other person as his proxy unless such other person is also a member of such Company.

Board of Directors

58. The following shall be the First Directors of the Company:

1. SANJIT ROY
2. BHAGWAT NANDAN

59. (i) No salary shall be payable to directors

(ii) The directors may be paid all economy, round-trip, travelling, boarding and lodging and other expenses properly incurred by them —

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

(iii) Subject to the Memorandum of Association of the Company and the Companies Act, 2013, as duly amended or replaced or re-enacted from time to time, the members of the Company shall not be eligible to remuneration in case they occupy the position of director, by whatever name called.

(iv.) Subject to the provisions of the Companies Act, 2013 and at the discretion of the Board, the Directors of the Company may also be elected by means of ballot.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. The Directors shall not be required to hold any qualification shares in the Company

65. The Directors shall not be liable to retire by rotation, but may be appointed for a fixed term, as per discretion of the Board

66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director either for a fixed term or as a permanent director and the fixed term may be extended at the discretion of the Board .

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

(iii) The term of appointment of such director shall be 3 (three) years from the date of appointment as an Additional Director, which term may be varied by the Board before the appointment of a new director, if it is considered necessary by the Board, in the best interest of the Company.

67. Pursuant to Section 167(4) of the Act, an individual who has been appointed as a Director by virtue of his holding of any office in, or being in employment with, the Company, shall be deemed to vacate the office of a Director with immediate effect, in case he ceases to hold such office in, or

employment with, the Company and that such individual who by virtue of holding office in, or being employed with, the Company is a Director on the Board of the Company, shall not be permitted to take any decisions in relation to the affairs of the Company without seeking the prior written approval of the Board; failing which the office of such Director shall be deemed to be vacated forthwith.

68. In accordance with the Act, the Board may appoint an alternate Director ("Alternate Director") who may be recommended for such appointment by a Director (hereinafter called the "Original Director") to act for him during his absence for period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office as such for a longer period than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the original directorship is terminated. Any provision in the Act or these Articles for the automatic reappointment of retiring Directors shall apply to the Original Director and not to the Alternate Director.

69. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of Committees of Directors of which the Original Director is a member, to attend and count towards quorum and vote at any such meeting at which the Original Director is not personally present, and generally to perform all the functions of the Original Director in his absence.

70(a). A Person acting as an Alternate Director shall not be deemed to be the agent of the Original Director whom he represents. In unavoidable circumstances and in keeping with the Act, alternate Directors may be allowed to participate in place of the original Directors with the consent of the Board and in accordance with the provisions of the Companies Act, 2013 and decisions taken by alternate Directors shall be binding.

70(b) Appointment of alternate Directors at the instant Board meeting, which they will be entitled to attend, shall not be subject to the requirement of quorum.

71. The Directors may be paid all traveling, hotel and other expenses properly and actually incurred by them in attending meetings of the Board of Directors or any adjourned meeting thereof or General Meetings of the Company or any adjourned meeting thereof or any Committee thereof or to attend to some other business of the Company and return to their usual residence or to the place from where they come to attend such meeting/s for transacting the business of the Company.

Proceedings of the Board

72. (i) Subject to the modification and amendments in the Companies Act, 2013 the quorum of the Board shall be in accordance with the Act, being 8 Directors

or 25% of total strength whichever is less to form a quorum, provided that the quorum shall not be less than 2 directors.

(ii) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(iii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

73. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

74. 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.

75.(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

76 (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) 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.

77(i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

78(i) A committee may meet and adjourn as it thinks fit.

(ii) 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 Chairperson shall have a second or casting vote.

79. All acts done in any meeting of the Board or of a committee thereof 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 of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

80. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

81. Circular resolution

Subject to the provisions of the Act, the Board or any Committee thereof may decide matters by passing a circular resolution. A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution has been circulated in draft together with necessary papers, if any, to all the Directors, or to all the members of the Committee and has been approved by a majority of the Directors entitled to vote on such resolution. A circular resolution shall take effect on being signed by the required majority notwithstanding the fact that all Directors have not voted thereon.

82. Subject to the provisions of the Act, a Director or his Alternate Director may participate in a meeting of the Board or a Committee of Directors by video-conferencing or similar form of communication equipment permissible as per the Companies (Meetings of Board and its Powers) Rules, 2014 or any amendment thereof from time to time. A Person participating in this way is deemed to be present in person at the meeting and is counted for the purpose of quorum and is entitled to vote. Subject to the Act, all business transacted in this way by the Board or a Committee of Directors is for the purposes of the Articles deemed to be validly and effectively transacted at a meeting of the Board or a Committee thereof. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is present.

83. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the Directors of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

84. Subject to the provisions of the Act—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

85. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

86.(i) The Board shall provide for the safe custody of the seal, if any

(ii) The seal, if any, shall be affixed, in keeping with the terms of the Act and these Articles.

General Authority

87. Wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case these Articles hereby authorise and empower the Company to have such right, privilege or authority and to carry on such transactions as have been permitted by the Act without there being any specific regulations in that behalf herein provided.

Borrowing Powers

88. The Board may, from time to time, subject to the provisions of the Act and regulations made thereunder and directives issued by the Reserve Bank of India, raise or borrow any sums of money for and on behalf of the Company from the Members or from other Persons, companies or banks or the Directors

may themselves advance money to the Company on such terms and conditions as may be approved by the Board.

89. The Board may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit.

Books of Accounts

90. (i) The books of account shall be kept at the registered office or at such other places as the Directors think fit, and shall be open to inspection by the Directors during business hours.

(ii) 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 not being directors.

(iii) No member 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.

Audit

91. The first auditors of the Company will be appointed in accordance with the provisions of the Act. Such auditors shall hold office until the conclusion of first Annual General Meeting. The remuneration of the auditors shall be fixed, their rights, duties and liabilities shall be regulated and their qualifications and disqualifications shall be in accordance with the provisions of Chapter X of the Act as applicable.

92. The Directors may fill up any casual vacancy in the office of the auditors.

93. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting except that remuneration of the first or any auditors appointed by the Directors may be fixed by the Directors.

94. The financial statements of the Company shall be audited once a year by qualified auditors for correctness as per the provisions of the Act, and as per generally accepted accounting principles that are internationally recognised.

95. The Company shall maintain such registers as is required to be kept under the Act.

Winding up





96. Subject to the provisions of Chapter XX of the Act and rules made thereunder, the Company may be wound up and if upon a winding up or dissolution of the Company, there remains, after the satisfaction of all the debts & liabilities, any properties whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to any 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 Rehabilitation and Insolvency Fund formed under Section 269 of the Act.

Indemnity

97. Every officer or director of the company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

A handwritten signature in blue ink, appearing to read 'J. K. Singh', is written on the right side of the page.

Sl. No.	Names, addresses, descriptions and occupations any of Subscriber	Signature of the subscribers	Signature, names, addresses, descriptions and occupations if any of the Witness
1	SANJIT RAY S/O AMAL NATH RAY TILONIA, AJMER DISTRICT 305816 (RAJ) OCCUPATION: SOCIAL WORKER		I witness the signature of subscribers who have subscribed and signed in my presence on 29/06/2015 in Ajmer. Further I have verified their Identity details for their identification and satisfied myself of their identification particulars as filled in. SLL (Sanjeev Kumar Jain) S/o Suresh V. K. Jain A/c No. 483/10, Behind Dr. Kshetrapal Eye Hospital Kutchery Road, Ajmer - 305001 (Raj.) Chartered Accountant M.No. 074660
2	BHAGWAT NANDAN S/O SHRI GOVERDHAN LAL Kishanagarh Road, Harmaara District: Ajmer - 305812 (RAJ.) Occupation: Social Worker		

Dated the 29th day of June, 2015

Place: AJMER