

THE COMPANIES ACT, 2013
[COMPANY LIMITED BY SHARES]
AND INCORPORATED U/S. 8, NOT FOR PROFIT,
OF THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

OF

Bapu Foundation for Learning on Mind & Discourse

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

Interpretation

I. (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 have 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.

(3) Notwithstanding anything contained in these Articles, if any exemption or privileges granted under any of the provisions of the Act or Rules or Regulation framed there under to Private Company or a Company registered and license granted under Section 8 of the Act, the Company shall be deemed to be enjoying or availing those exemptions and privileges and accordingly the provisions of the Act shall be applicable to the Company as applicable to Private Company or Company registered and license granted under Section 8 of the Act with such exemptions or privileges. Further under any provisions of the Act it is provided that the Board of Directors or the Company can do such acts if permitted by the Articles of Association, general authority is conferred on the Board and the General Meeting to take all such decisions or carry out the acts for which authority under the Articles is required subject to the condition that all such decisions of the Board and the General Meeting shall be in compliance of the applicable provisions of the Act.

Dipak Amin



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Constitution of Company

The company is a "Private Company" within the meaning of Section 2 (68) of the Companies Act, 2013 and accordingly-

- (i) Restricts the right to transfer its shares;
- (ii) Limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that -

- (A) Persons who are in the employment of the company; and
- (B) Persons who, having been formerly in the employment of the company, were members of the company

While in that employment and have continued to be members after the Employment ceased, shall not be included in the number of members; and

- (iii) Prohibits any invitation to the public to subscribe for any securities of the company;

Members

II. 1. The number of members with which the company proposes to be registered is two, but the Board of Directors may, from time to time, whenever the company or the business of the company requires it, register an increase of members.

2. The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.

General meetings

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

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

(ii) 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

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

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(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

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

7. 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.

8. 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

9. (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

10. Every member shall have one vote.

11. 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.

12. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.

13. (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.

Deepa A. Kulkarni



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14. 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.

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

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

Board of Directors

17. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

FIRST DIRECTORS OF THE COMPANY

1. BHARGAVI VENKATASUBRAMANIAN
2. DEEPA VASANT ATHANI

18. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel 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.

Proceedings of the Board

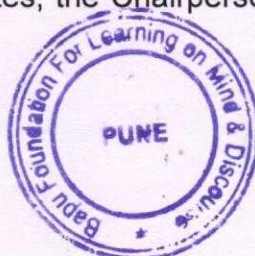
19. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

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

20. (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.

Deepa Athani



Deepa

21. 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.

22. (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 members to be Chairperson of the meeting.

23. (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.

24. (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.

25. (i) A committee may meet and adjourn as it thinks proper.

(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 chairman shall have a second or casting vote.

26. All acts done by 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.

27. 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 as 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

Dupre Almer



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28. 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 thinks 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.

29. 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

30. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

31. Indemnity

Every member of the Board, the Secretary and other officer bearers or employees of the Association shall be indemnified by the Association against and it shall be the duty of the Board of Director of the Association to pay all cost, losses and expenses (including travelling expenses) which any such member of the Board, Secretary, office bearers or employees of the Association may incur or become liable to by reason of any contract entered into or act or thing properly and lawfully done by him such Director, Secretary or office bearers or employees of the Association or in any way in the discharge of his duties and the amount for which such indemnity is provided, shall immediately attach as a lieu of the property of the Association and have priority as between the members over all other Claims.

No member of the Board of Director, Secretary or other office bearers or employees of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Board of Director, Secretary or office bearers or employees of the Association of joining in any receipt or other act for conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency or title to any property acquired by order of the Board for & on behalf of the Association or

Deepa Alami



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for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by error of judgments or oversight in his part or for any other loss, damage or misfortune whatever, which shall happened in the Execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

32. Alteration in Articles:

These articles shall not be altered, varied, modified, remade, rescinded, cancelled or added to without the sanction of a special Resolution of the Association passed by a majority of not less than three-fourth of votes of the members of the Votes of the members present and entitled to vote and voting at the meeting at which such Resolution is proposed.

33. Power to Frame Rules & Regulations:

The Board shall have power to frame from time to time such rules and regulations not inconsistent with these Articles as they think necessary for the purpose of conducting its own meetings and of managing the affairs of the Company with under these Articles they are empowered to do and to alter, add to or amend the same from time to time.

34. Arbitration

In order to settle controversies as between members or members and outsiders, the company shall appoint an Arbitration Tribunal. The Company shall abide by the Arbitration Rules of the Indian Chamber of Commerce, Bombay as for the time being in force.

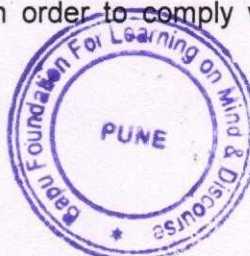
35. Legal Proceedings

Suits or legal proceedings by the Company may be instituted or taken or continued In the name of the Company for the time being.

36. Secrecy Clause

(a) Every Director, Manager, Member of the Committee, Officer, Servants, Agents or other persons employed in the business of the Company shall be deemed to have pledged himself to observe a strict secrecy in respect of all transactions of the Company with members and the state of the account with individuals in matters relating thereto and shall be deemed to have pledged himself not to reveal any of the matters which come to his knowledge in the discharge of his duties except when required so to do by the Directors or by Court of Law, as the case may be and except so far as may be necessary in order to comply with any of the provisions these presents contained.

Dy. P. A. Phani



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(b) Subject to the provisions of the Act, no member shall be entitled to require discovery of any information respecting any details of the Company's trading or any matter in the nature of a trade secret, mystery of trade or secret process which, In the opinion of the Directors, it may not be expedient in the interest of the members of the Company to communicate to the public.

(c) Every member shall bind himself to abide by these Articles of Association or any alteration or modification thereof that may be made from time to time in conformity with the Companies Act, 2013 for the time being in force subject to the approval of the Central Government.

37. WINDING UP


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. The company is irrevocable. No part of the company fund will be transferred to the members.

Dupri Akhuni



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We the several person whose name and address are subscribed, are desirous of being formed U/s 8 of the companies not for the profit into a company in pursuance of this Articles of associations

S. No.	Names, addresses, descriptions and occupations of subscribers	Signature of subscriber	Signature, names, addresses, descriptions and occupations of Witnesses
1.	BHARGAVI VENKATASUBRAMANIAM D/O VENKASUBRAMANIAM NAGARATHINAM R/O FLAT 704, FALLICIUM, NYATI ESTATE, MOHAMMEDWADI, PUNE CITY, PUNE, MAHARASTRA - 411028, INDIA OCCUPATION- SELF - EMPLOYED		<p>I WITNESS TO ALL THE SUBSCRIBER, WHO HAVE SUBSCRIBED AND SIGNED IN MY PRESENCE, FURTHER I HAVE VERIFIED THEIR INDENTITY DETAILS (ID) FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR IDENTIFICATION PARTICULARS AS FILED IN.</p> <p>NAME: ASLAM SHAIKH son of SIRAJUDDIN SHAIKH</p> <p>ADDRESS: 201, PARK AVENUE, NEAR GUJARAT SAMACHAR PRESS, KHANPUR, AHMEDABAD, GUJARAT 380001, INDIA</p> <p>CHARTERED ACCOUNTANTS M.NO - 162345 FRN - 139775W</p>
2.	DEEPA VASANT ATHANI D/O BALKRISHNA VITTHAL GODBOLE R/O O-405, BUILDING L7, BALVANTPURAM SAMRAJYA SOCIETY, 1148, SNO 110/1/A PAUD ROAD, NEAR KINARA HOTEL, KOTHRUD, EX. SERVICEMAN COLONY, PUNE, PUNE CITY, MAHARASTRA 411038 INDIA OCCUPATION- SELF - EMPLOYED	