

UNDER SECTION 8 OF THE COMPANIES ACT, 2013

[COMPANY LIMITED BY GUARANTEE & NOT HAVING SHARE CAPITAL]

(ASSOCIATION NOT FOR PROFIT)

ARTICLES OF ASSOCIATION

GUNJI DEVI FOUNDATION

Preliminary

The Regulations Contained in Table H of the Companies Act 2013 (herein after called the said Act) in so far as they are applicable to a Private Company, shall apply to this company, save in so far as they are expressly or by implication excluded by the following articles.

PRIVATE COMPANY

The company is a private company within the meaning of section 2(68) of the companies act, 2013 and accordingly:-

“Private company” means a company having a minimum asset of the company as may be prescribed, and which by its articles,-

(i) restricts the right to transfer its shares;

(ii) Except in case of one Person Company, limits the number of its members to four:

(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.

Interpretation

1. (1) In these articles-

- (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.

Members

2.(1). The number of members with which the company proposes to be registered is Two, but the Board of directors may, at present be at two 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.

(3). The first directors can hold their office for life and they have got a right to nominate anyone of their choice during their life time.

(4). The other member who are in the Board can hold the office for a period of 3 years. At the end of 3 years as in the event of their resignation. The first directors can nominate any one of their choice in that place.

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.

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

6. Either one of the first directors will be the Chairperson for all the meeting , In his/ her absence one of the other members will be the Chairperson of the meeting.

Adjournment of meeting

7. (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.

8. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll in case of a tie first directors preferential vote will be counted as a majority.

Proxy

- (i) The Instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarized copy of that power a authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote, or, in the case of poll not less than 24hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid
- (ii) An instrument appointing a proxy shall be in the form prescribed in the rules made under section 105
- (iii) 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 is executed. 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.

Board of Directors

9. 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.

The Following shall be the first directors of the Company

- 1. AMARESH JHA
- 2. AWADHESH JHA

10. (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.
- c. The office of the meeting will be ordinarily at the Registered office or any other place chosen by the first directors.

Proceedings of the Board

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

12. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by the first directors.

13. In case of a vacancy of the First directors, the continuing director 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.

14. 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 approved by the Board of Directors.

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

15. 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.

16. A Provision of the Act or these regulations requiring or authorizing 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



17. (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 authorized by it in that behalf, and except in the presence of at least two directors and those two directors shall sign every instrument to which the seal of the company is so affixed in their presence.

18. The Board shall have the power to nominate the Auditor.

19. The First Directors shall open a bank account in the name of the Company.

(a). Either one of the First Directors shall be the authorised signatory for all transactions including the cheque.

S.No	Name, Address, Description, PAN and Occupation of the Subscribers	Signature of the Subscriber	Signature, Name, Address, Description, PAN and Occupation of the Witness
	<p>AMARESH JHA S/o Mr. SITARAM JHA 'SHYAM' H.No. 433 Sec3 First Floor, Vasundhara Ghaziabad, Nr. SN Public School, UHAR Pradesh - 201012 PAN-AGXPJ0904F Occupation: Business</p>	<p>Amresh Jha</p>	<p>I J HEDVA KUMAR S/o. JAYARAMAN Witness to subscribers who have subscribed and signed in my presence on 26/02/2021. Chennai to be given further I have verified their identity details (ID) for their identification and satisfied myself of their identification particulars as filled in. PAN: ADGPH8502D Enrollment No: MS 3452/2012 Occupation: Advocate Address: NO.6, Dhanammal Street, Sputank road, Chetpet Chennai - 600013 Tamilnadu SIGN:- J. Hedva Kumar 26/02/2021</p>
	<p>AWADHESH JHA S/o. Mr. SITARAM JHA 'SHYAM' Plot No-167, 2ND Floor Abhay Khand I, Indirapuram, Ghaziabad, Uttar Pradesh-201014 PAN-AEDPJ052967 Occupation - Business</p>	<p>Awadhesh Jha</p>	<p>(Continued from above)</p>

Place: Ghaziabad

Date: 26.02.2021