MEMORANDUMOFASSOCIATION

**THE COMPANIES ACT, 2013COMPANY LIMITED BY GUARANTEEU/S 8 OF COMPANIES ACT 2013, AND NOT HAVING SHARE CAPITALMEMORANDUM OF ASSOCIATIONOFGIANTS WELFARE FOUNDATION**

I) The Name of the Company is **GIANTS WELFARE FOUNDATION**ll) The Registered Office of the Company will be situated in the State of Maharashtra ie.within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.Il) The objects for which the company is established are:(A) MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:1. To carry. support, maintain, assist and promote Social Services and Projects in Indiaand abroad.

Social Services and Projects in the areas of education, family planning, rain waterharvesting, save girl child, flood relief, anti corruption drive, help to differently able,drug abuse awareness, aids awareness.Environment protection, monumental projects, medical projects, consumerism &right to information.Help poor children & old age people, to support for self employment generation,welfare & development of men, women, men-tally & physically challenged people.

**(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT ARE:**1. To undertake, carry out, promote, sponsor, discharge, fulfil or assist in activitiesconsidered to be in the nature of the social or moral responsibilities of the companyfor upliftment of the community, locality, class of people, section of public or topublic at large including activities for promotion of education, national welfare,economic growth.Increase in standard of living, uplifting moral value of public, by organizing seminars& lectures, publishing books and literature, distributing awards & scholarships,providing subsidies and donations to such persons or bodies.On such terms & conditions as the Board of Directors of the company may think fitfrom time to time, to undertake pro-grammes through its affiliated groups, forpromoting the social, economic, medical, healthcare, housing, irrigation, sewage orother developmental work in any area of Indian subcontinent with the help andassistance of Affiliated bodies,Organizations, Associations to co-ordinate, direct, supervise and administrate theactivities ofall Persons, Affiliated bodies and Organizations as part of Giants WelfareFoundation Groups through affiliation in India and throughout the world and topromote harmony and understanding amongst the various Affiliated bodies.

Organizations, Associations and Federations as may be carrying out activities in thename and style as an affiliate of “Giants Welfare Foundation" and arrange variouscommunity development programs & events.

To do and promote all the charitable functions for advancement and for theupliftment of society including by grant of affiliation lo like-minded PersonsAssociations, Organizations, Societies, Undertaking activities for Charitablepurposes in line with the objects herein contained.

2. To incur any recurring or non recurring expenditures either directly of in any othermanner as per the provisions of Income Tax Act, 1961 or any other laws relating todevelopment for the time being in force and also to undertake activities for thepromotion development & growth of national economy at focal, regional, state orcentral level either on its own or through any media.Representations, bodies, associations or welfare organizations in the field of publicinterest, human rights, health care, natural calamities or in such other fields directlyor indirectly contributing to the promotion of national & social welfare and for thatpurpose to incur expenses.And to relinquish, extinguish, surrender or divest the ownership of any property,rights, claims or entitlements belonging to the company in favour of any government,semi-government, local authorities, trusts or institutions as the Directors may thinkfit from time to time.3. To take the help of the competent persons, advocates, retired judges and medicaldoctors for the attainment of the main object.4. To frame rules, regulations and - bye laws as would be required to be adopted andpursued by all affiliated Groups, bodies and organizations affiliated to and/ orsecking affiliation with "Giants Welfare Foundation"5. To construct, erect, buy, take on lease or in exchange or otherwise, erect, maintaingarden or traffic islands, schools, hospitals, public toilets, Gymnasiums and othertemporary or permanent structures so as to attain the main object of the Company.6. To acquire from any government, State or other authority like municipality, GramPanchayats or any other landholders, any license, concessions, grants, privilege fortaking up any project in furtherance of its main object.7. To enter into any arrangement with the Government or Authority (Municipal, local orotherwise) or other person or institutions that may seem conducive to the company'smain object or any of them and to obtain, apply for, purchase or otherwise acquirefrom any such Government or authority or other persons or institutions any rights,lease(s), powers concessions, grants, licenses and privileges and decrees, which "company may think fit and desirable to obtain and to carry out, exercise, and complywith such arrangements, rights, privileges and concessions and others. 8. To support or to aid in establishment of any society and/ or affiliate Body /Organization/ Society in the name and style of "Giants" and to support such Group,Association, Institutions, Funds, Trusts, and conveniences beneficial to the society

and in furtherance of the charitable and / or benevolent objects of the Company forupliftment of Society in general and locality concerned in particular:9. To organize and hold Lectures, Discussions, Debates, Seminars, Reading of papers

and Group studies on topics and subjects, to publish and/or aid in publishingNewsletters, Journals, books, magazines. ‘eporis whether periodical monthly,

bimonthly quarterly annually & to affiliate with Institutions and Oreanizations inIndia and overseas, to facilitate research, exchange of information and skills forbetterment in the field of education and technology and to promote literature and

culture.

10. To support or operate through affiliated Libraries, Computer Learning Centers.Internet access facilities or any other audio visual electronic facilities useful inacquisition and exchange of knowledge & to generate, produce, procure anddistribute educational material including books, toys, computer software, hardware,

peripherals, games, teaching and learning aids and any other material that may beuseful in educational activities or in aid to the earning capability of the individualsneeding such help.11. To provide aid in kind or in cash/ Cheque / DD / any other mode for medical relief tosick and needy persons or affected by any natural calamities and to help in curing/ orprevention of any in India or abroad through affiliated other charitable or kind ofdiseases either directly or Groups and for organizations.12. To purchase, take on lease or in exchange, hire or otherwise acquire any movable orimmovable property and rights and privileges, which the Company may considernecessary or convenient for attaining the main object of the Company.13. To Provide for the welfare of the society, by building or contributing to the buildingof houses, hospitals, schools, Gardens, dwelling or chawls, or grants of money, andrecreation, hospitals and company shall think fit and to subscribe or contribute orotherwise to assists, money to charitable, benevolent, religious, scientific, national orother institutions or objects which dispensaries, medical Center or other assistance asthe shall have normal or other claim to support or aid by the company either by meansof locality of public and/or general utility or otherwise so as to uplift the woman andtheir earning capacity so as to enable them to earn their livelihood.14. To promote or assist in establishing or to promote and subscribe to or become amember or affiliate of Organization or Institutes whose objects are similar or in partsimilar to the objects of the Company.15. To affiliate, admit to membership, aid and to receive aid from any other Society,Association. Company, Corporation, Forms. Partnership or Persons promoting orformed or intended to promote any of the objects of the Company and to subscribe oraid any Society, Association, Company, Corporation, Firm, Partnership or Personswith a view to attain the objectives of the Company and to funds or Societies as maybe considered deserving from time to time. | |16. To refer or agree to refer any claims, demands, disputes or any other questions, by or

against the company, or in which the company is interested or concerned, hewhether between the company and a member or members or his or theirrepresentatives or between the company the third party, to arbitration in or at any

place outside India and to observe and perform and to do all acts, deeds and things tocarry out or enforce the award.

17. To indemnify officers, directors and servants of the company against proceedingscosts, damages, claims or demands in respect of or anything done or ordered to be

done by them for and in the interests of the company or for any loss damage, or

misfortune whatever, which shall be caused in execution of the duties of their officeor in relation thereto.

18. To pay out of the funds of the company all expenses which the company may lawfully

Contribute or pay expenditure with respect to the promotion and formation of theCompany and to pay all the preliminary expenses of the Company promoted by the Company

or any Company in which this Company is or may contemplate being interested and preliminary

expenses may include all or any other parts of costs, and expenses of any activity or property acquired by the company.

19. To open a current account or fixed deposit account with any of the nationalized banks

and to pay into and draw money from such accounts and operates the same.

20. To assist the government or municipal authorities ane other institutions for rural / urban developments, rural/urban upliftment, creating employments, Social

development, and other activities for the benefit of general public, either actively or

otherwise and by contribution of cash or otherwise and also to undertake any of theaforesaid activities alone or conjunctively with others having same or similarobjects.

21. To train members and office bearers of the affiliated Groups or may be affiliated withthe Giants Welfare Foundation in furtherance to the objects of the Company.22. To encourage, undertake, carry out, promote, sponsor, subsidize, activate, assist,participate, manage, or organize rural development programs for promoting thesocial, economic, medical, healthcare, housing, hospitals, Schools, public places, Orother developmental work in any area of India subcontinent and to incur anyrecurring or non-recurring expenditures either directly or through an independentagency or in any other manner as per the provisions of Income Tax Act, 1961 or anyother laws relating to development for the time being in force. To pay specialattention to reconstructions and community development work so as to facilitatepeople for sanitation including working towards making people aware of theadvantages of sanitation the doing of all such other lawful things as considerednecessary for the furtherance of the above objects :Provided that the company shall not support with Its funds, or endeavour to imposeon, or procure to be observed by its members or others, any regulation or restrictionwhich, as an object of the company, would make it a trade union.The objects of the company extend to the whole of India and abroad.(i) The profits, if any, or other income and the property of the company, when so everderived, wherever derived shall be applied solely for the promotion of the object asset forth in this Memorandum.(ii) No portion of the profits, other income or property aforesaid shall be paid ortransferred, directly or indirectly, by way of dividends, bonus, or otherwise by way ofprofit, to persons who at any time are, or have been, members of the company oF '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 thecompany to any of its members, whether officers or members of the company oF Notexcept payment of out-of-pocket expenses, reasonable and proper interest on money

lent, or reasonable and proper rent on premivass 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 a members) or to

any other person (not being member), in return for any services actually rendered to the company.

(v) Nothing, in clauses (iii) and (iv) shall prevent the payment by the company In good

faith of prudent remuneration to any of its members in return for any services (not being

services of a kind which are required to be rendered by a member), actuallyrendered to the company;

VI. No alteration shall be made to this Memorandum of Association or to the Articles of

Association of the company which are for the time being in force, unless the alteration hasbeen previously submitted to and approved by the Registrar.

VII) The Liability of tne members is limited.VIII) FOR COMPANY LIMITED BY GUARANTEE:Each member, undertakes to contribute to the assets of the company in the event oF its

being wound up while he is a member or within one year afterwards, for payment of thedebts or liabilities of the company contracted before he ceases to be a member and of the

costs, charges and expenses of winding up. and for adjustment of the rights of thecontributories among themselves such amount as may be required not exceeding a sum afRs, 10,000.IX) (1) True accounts shall be kept of all sums of money received and expended by thecompany and the matters in respect of which such receipts and expenditure takeplace, and of the property, credits, and a liabilities of the company: and subject to anyreasonable restrictions as to the time and manner of inspecting the same that may beimposed in accordance with the regulations of the II company for the time being inforce, 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 thecorrectness of the balance-sheet and the income and expenditure account ascertainedby one or more properly qualified auditor or auditors.X) If upon winding up or dissolution of the company, there remains, after satisfaction all nedebts and liabilities, any property whatsoever, the same shall not be distributed amongst themembers of the company but shall be given or transferred to such other company havingobjects similar to the objects of the company; subject to such conditions as the Tribunal mayimpose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency,Fund formed under section 269 of the Act. XI) The Company can be amalgamated only with another company registered under section 8

of the Act and having similar objects.

We, the several person, whose names, address and occupations are subscribed hereunder are desirousof being formed into a Company not for profit, in pursuance of this Memorandum of Association

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| --- | --- | --- | --- |
| Sr No | Name. Address, description &  occupation of cach subcriber | Signature of Subscriber | Name, Address. description & occupation of Witness |
| 1 | Shaina Narendra Singh ChudasamaD/O. : Nana ChudasamaAdd. : Shanti Cottage, No. 02, Narayan Sd/-Dabholkar Road, Mumbai - 06.Occupation : Professional |  |  |
| 2 | Nana Mansing Chudasama9/Q. : Mansing ChudasamaAdd. : Shanti Cottage, No. 02, Narayan Sd/-Dabholkar Road, Mumbai - 06.Occupation : Retired |  |  |

**(THE COMPANIES ACT, 2013)(COMPANY LIMITED BY GUARANTEE)UNDER SECTION 8 OF THE COMPANIES ACT, 2013ARTICLES OF ASSOCIATIONOFGIANTS WELFARE ASSOCIATION**

I. The Regulations contained in Table 'F' in Schedule 1 to the Act as amended from time totime in so far as they are applicable to a private limited company and so far as they are notmoditied or altered by Articles hereinafter provided, shall apply to this Company.**INTERPRETATION**2. In the interpretation of these Articles, the expressions hereunder shall have the followingmeanings, unless repugnant to the subjects or context.a. "The Company" or this company means "Giants Welfare Foundation."b. "The Act”: means The Companies Act. 2013 and includes any statutory modificationor reenactment thereof for the time being In force.c. "Memorandum & Articles. means the Memorandum of Association and Articles ofAssociation respectively of the Company.d. "Board of Directors" A board of directors (13 of I) is a group of directors that are electedas. or selected to act as. representatives of the stakeholders to establish corporatemanagement related policies and to make decisions on major company issues. TheDirectors assembled at a board meeting. duly called or constituted or as the case may beare entitled to pass a circular resolution in accordance with these articles.e. "Director" means and includes all Directors of the Company and except where thecontext otherwise requires for those Articles shall mean the Board of Directors ofthe Company, or a properly constituted committee thereof.f. "Chairman" means a person elected. selected or nominated to be the chairman/chairperson by the Board of Directors amongst them unless otherwise specified forsuch duration as It may deem fit.g. "Committee’ means a Committee of Directors as may be constituted by the Board ofDirectors from time to time. The Board of Directors may also select members asDeputy World Chairmen, Central Committee Members, Special Committee orOfficers on Special Assignment, in such number as it may deem fit for such durationas it may specify while selecting the concerned member.h. "The Office" means the Registered Office for the time being of the Company. TheRegistrar” means the Re gistrar of Companies.i. "Seal" means the common seal of the Company.j. "Month" means Calendar Month.

k."Year” means April to March ofany F inancial Y¥l. "Member” means a member of the Company who has duly subscribed to themembership of the Company after due approval of the Board of Directors of theCompany or any of the affiliated Groups from time to time and who continues to be amember for the time being.

**MEMBERS**

1. The Number of Members with which the Company proposes to be registered is 2 (two) butthe Board of Directors may, from time to time, whenever the company or the affairs Of the company require it shall register additional Members, The Total Number of Members Shallnot be exceeding 200 (Two Hundred).
2. There shall be three classes of members of this Company.a) Founder Members: The First Founder Members of the Company are, A. MR. NANAMANSING CHUDASAMA. B. MRS. SHAINA NARENDRASINGH

CHUDASAMA. Any person maybe adrnitted by the Board of Directors as FounderMember as it deems fit.b) Life Members Any person may be admitted by the Board of Directors as a LifeMember of the Company with the contribution of Rs.30,000 (Rupees ThirtyThousands only). Board of Directors may once in a block of § years, Call upon suchlife member to contribute a further sum not exceeding Rs.5,000/- (Rupees FiveThousand only) as nay be decided by Board of Directors, Individuals of eminence,as determined by the Board of Directors may be invited to become life Memberswithout payment ofany contribution.c) Ordinary Members Any Person may be admitted by the Board of Directors as an Ordinarymember of the Company subject to the Condition that he agrees to pay annually acontribution that may be fixed by the Board of Directors from the time to time.3. The Board of Directors shall have power to revise from time to time minimum contributionspecified in article 2 mentioned above.4. An individual, body of individuals, company or association incorporated or registeredunder any law, whether in India or abroad Shall be eligible to become a member of thecompany provided thata) Such person submitted the prescribed form of application for membershipb) Suchperson is duly proposed.c) Such person agrees to abide by the Memorandum and Articles of Association of theCompany and d) The application for membership is approved by the Board of Directors In its solediscretion as per Article 2 above herein mentioned or by the Board of Officers of theaffiliated group, in its discretion recommend the enrollment as member.

In respect of condition (d) above, it is clarified that the decision of the Board of Directors toapprove or disapprove the application for membership shall be final and binding on theapplicant and the Board of Directors shall not be bound to disclose the reasons for either theapproval or disapproval of allocation made for membership of the company.The Candidature for a Life Member and Ordinary Member shall be proposed by onemember and seconded by another member of this company or any of ils affiliated groups.The application form prescribed by the Board of Directors from time to time shall be duly

filled in and signed by the candidate, proposer and seconder, recommended by theConcerned Group. Such application shall be submitted to the secretary.

A Member shall cease to be a Member a) if by a letter addressed to the Company the member voluntarily resigns membership

and the resignation is accepted by the Board of Directors ina meeting.b) If he Is adjudged Insolvent. provided however that Board of Directors shall beentitled to reinstate such a member as a member of the company on his producingsatisfactory Proof that the adjudication order was annulled as he ought not to havebeen adjudged an insolvent, and/or paid his debts in full.c) If he is convicted by the Court of Competent jurisdiction for any misconductinvolving criminal breach of trust. malfeasance, or fraud.d) If in the opinion of the Board of Directors he is found to be acting in a manner which isprejudicial to the interests of the Company or public Interest7. Persons ceasing to be members under Articles 6 shall not be eligible to become members atany time thereafter unless the Board of Directors otherwise determine.g. A person ceasing to be a member under any of the Provisions of these Articles shall forfeitall rights to and Claims upon the company and its property and funds but he shallnevertheless remain liable for and shall pay to the company all moneys which at the time ofhis ceasing to be amember may be due to the company from such person.9. The Board of Directors may from time to time make rules about the conduct of a Group andthe members may exercise their rights and privileges as members of the company.10. A Register of Members shall be kept in which shall be set forth the name, address,

Occupation and class of membership of every member of the company for the time beingand in which all changes in membership from time to time taking place, shall be recorded.An index of the names of the members shall be kept unless the Register of Members is Insuch form as to constitute an index.11. Board of Directors shall frame, amend, modify and delete rules from time to time forcessation of membership and its decision on cessation of membership shall be final.12. Board of Directors may if they deem it appropriate invite any person, organization orinstitutions who are involved in and are associated with work related to the aims and objectsof the company directly or Indirectly to be associated with the company with as Associated,patrons, or by any other name called with such rights and privileges as determined by theBoard from time to time.13. Board of Directors may from time to time constitute Federations of such number of Groupsas it deems fit for better administration and co-ordination in attaining the object of thecompany.m. “In Writing or Written" includes communication through internet followed by attachedhard copy, printing, lithography, and other modes of reproducing works in a visible form,which also include thumb impression properly attested.Words importing persons ‘ncludes corporation, Firms and Association. Words importingsingular number include the plural and vice-versa. Words importing masculine genderinclude the feminine gender and vice-versa.**PRIVATE COMPANY**

3. (a) The Company Is a Private Company within the meaning ol Section 9(68) of theCompanies Act, 2013 and it means a Company having a Limited Guarantee of Rs.10,000 or such higher amount as may be prescribed, by its articles -i) Except in case One Person Company, limits the number of its members to 200.

Provided further that-

a) persons who are in the employment of the Company; and

b) person who, having been formerly in the employment of the Company, weremembers of the Company, while in that employment an have continued to bemembers after the employment ceased, shall not be included in the number ofmembers; and**SHARECAPITAL**

4. The authorized Share capital of the company shall be NIL as mentioned in Clause VIII ofthe Memorandum of Association of the Company. The Company is Not For Profit, PrivateCompany Limited by Guarantee.**REGISTER AND INDEX OF MEMBERS**5. The Company shall cause to be kept at its Registered Office or at such other place as may bedecided, Register and Index of members In accordance with the applicable provisions ofthe Act. The Company shall have the power to keep in any state or country outside India, aRegister of Members for the residents In that state or country.**GENERAL MEETING6. ANNUAL GENERAL MEETING** The first and all the subsequent Annual General Meeting of the Company shall be heldwithin nine months from the date of Closing of the first financial year of the company as persection 96,1) of Companies Act, 2013. The Annual General Meeting can also be held on anational holiday.**7. NOTICE OF MEETING**A general meeting of the Company may be called by giving not less than 14 day's notice inwriting, which should be sent to the members of the Company entitled to receive Suchnotice, provided however, a General Meeting may be called after giving shorter notice ifconsent is accorded, in case of Annual General Meeting by all the members entitled to votethere at and in case of any other meeting, by members of the Company holding not less than95% of vote at the meeting. Accidental omission to give notice to or the non-receipt of suchnotice by any member shall not invalidate the proceeding held at any General Meeting.**8. EXTRA ORDINARY GENERAL MEETING** a) All General Meetings other than the Annual General Meetings shall be called Extra-Ordinary General Meetings.b) The Board of Directors may, whenever it thinks fit, call an Extra Ordinary General Meeting.¢) If at any time Directors capable of acting who are sufficient in number to form aquorum are not within India, any Director or two members of the Company may callan Extra Ordinary General Meeting In the same manner in which such a meeting maybe called by the Board of Directors.**9. CHAIRMAN**The Chairperson, if any, of the Board of Directors shall preside as Chairperson at cveryGeneral Meeting of the Company, including Annual General Mectings. In the absence ofthe Chairperson, the new Chairperson will be elected in the Meeting of Board of Directorsor Annual General Meeting.

**VOTES OF MEMBERS**10. Voting rights of the members shall be: a) On a show of hands, every member present in person shall have one vote. b) On a poll, voting rights of members shall be one vote per member**DIRECTORS11. Number of Directors**A company registered under section 8 of the Companies Act, 2013 may have any number ofDirectors and the requirement of Passing of special resolution for having more than fifteendirectors will not be required. Further, a person holding office as Director in more than 20Companies can still be appointed as a Director ina Section 8 Company.**12. First Directors**The persons hereinafter named shall be the first directors of the Company:1. Mr. Nana MansIng Chudasama.2. Ms. Shaina Narendrasingh Chudasama.None of the Directors need to retire by rotation.**13. Additional Director or filling casual vacancy**The Board of Directors shall have the power at any time and from time to time to appointany other person as an additional Director to the Board either to fill a casual vacancy or asan Additional Director. Any person So appointed shall retain his office only up to the date ofnext Annual General Meeting, but shall be eligible to re-election at such meeting.**14. Alternate Director** The Board may appoint any person as alternate director to act for a director during hisabsence for a period of not less than three months from the state in which meeting of theBoard are ordinarily held and such alternate director shall ipso facto vacate office if andwhen the absentee director returns to the state in which meetings of the Board are ordinarilyheld, or if the absentee director vacates office as a director.**15. Sitting Fees and other Remuneration to Director not being member:**The Board of Directors shall not be entitled to any sitting fees for attending the Boardmeetings of the Company. No remuneration or other benefit in money or money's worthshall be given by the Company to any of its members, whether Officers, Directors orMembers of the Company or not, except payment of travelling expenses, out-ol-packetexpenses and any reimbursement of expenses as the Board deems fit.**16. Special remuneration of Directors erforming, extra services**Subject to the provisions of the Act and these articles, If a Director, is willing, he may becalled upon to perform extra services, or to make any special exertions for any of the

purposes of the Company (not being services of a kind which are required to be rendered bya Director/ Officer/ Member) the Company may remunerate him by monthly payment or bya fixed sum or otherwise and also pay him any costs for traveling and other incidentalcharges as the Board of Directors may determine or decide for such extra services.**17. Meeting of Directors**

At least once in every six months or earlier as may be deemed necessary, the Directors shall

meet together for discussion of activities of the Company, adjourn and otherwise regulatetheir meetings and proceedings as they think fit.**18. Quorum**

The quorum for a meeting of the Board of Directors shall be two Directors PersonallyPresent

**19.Committee of Directors**The Board may delegate any of their powers to a committee consisting of such Director orDirectors or one or more Directors and members of the Company as it thinks fit or to theManaging Director, the Manager or any other principal officer of the Company or a branchoffice or to one or more of them together and it may from time to time revoke and dischargeany such Committee either wholly/ or in part and either as to persons or purposes, All actsdone by any such committee wil] confirm to any resolution that may from time to time beImposed on It by the Board. All acts done by such committee in conformity with suchregulations and In fulfillment of the purposes of their appointment but not otherwise, shallhave the like force and effect as if done by the Board except that the said powers may bedelegated only to the extent permitted by and subject to the restrictions and limitationscontained in Companies Act 2013. There may be various types of Committees such as:a) Central Committeeb) Special Committeec) Any other committee for specified purpose**20.Meetings of the Committee how to be governed**The meetings and proceedings of any such committees consisting of two or more membersshall be governed by the provisions herein contained for regulating the meeting andproceeding of the Directors so far as the same are applicable thereto and are not supersededby any regulations made by the Directors under the last preceding Articles.**21.Resolution by circulation**Save as otherwise expressly provided by the Act, a resolution shall be as valid and effectualas if, it had been passed at a meeting of the Board of Directors or committee of Board ofDirectors, as the case may be, duly called and constituted if a draft thereof in writing iscirculated together with necessary papers, if any, to all the directors or to all the members ofthe committee of the Board of Directors as the case may be, then In India (not being less innumber than the quorum fixed for a meeting of the Board of Directors or the committee, asthe case maybe) and to all other Directors or members of the committee at their usualaddress in India and has been approved by such of them as are then in India or by a majorityof such of them as are then In India or by a majority of such of them as are entitled to vote onthe resolution.**22. Acts of Board or Committees valid** All acts done by any meeting of the Board or by a committee of the Board or by any personsacting in good faith as a Director shall, notwithstanding that it shall afterwards bediscovered that there was some defect in the appointment of such Director or persons actingas aforesaid or that they or any of them were disqualified or had vacated office or that theappointment of any of them had been terminated by virtue of any provisions contained inthe Act or in these Articles, be as valid as if every such person had been duly appointed: wasqualified to be a Director and had not vacated his office or his appointment has been

terminated provided that nothing in this Article shall be deemed to give validity to acts doneby a Director after his appointment has been shown to the Company to be invalid or to haveterminated with prior approval of central government.

**23. Powers of Board**Subject to the provisions of the Act, the Board of Directors of the Company shall be entitledto exercise such powers and do such acts and things as the Company is authorized toexercise and do, provided that the Board of Directors shall not exercise any power or do anact or thing which is directed or required, whether by the Act, or any other law for the timebeing in force or by the Memorandum or Articles of Association of the Company orotherwise to be exercised or done by the Company in General Meeting. Provided furtherthat in exercising any such power or doing any such act or thing, the Board of Directorsshall subject to the provisions contained in that behalf in the Act, or any other law for thetime being in force or in the Memorandum and Articles of Association of the Company or inany regulations not inconsistent therewith and duly made there under including regulationsmade by the Company in General Meeting provided however, that no regulation made bythe Company in General Meeting shall invalidate any prior act of the Directors whichwould have been valid if that regulation had not been made.**74. Powers to appoint Chairman**The Chairman of the Board of Directors will be elected from amongst the Directors. 25.Casting Vote **25. Casting Vote**The Chairman of the Board of Directors or of any meeting shall have a casting vote in caseof a tie in any meeting.**26. Powers to appoint Managing Director**Subject to the provisions of the Act, the Board may, from time to time, appoint one of themto be Managing Director of the Company, either for a fixed term or without any limitationas to the period for which he or they is or are to hold such office and may, from time to time(subject to the provisions of any contract between him or them and the Company) removeor dismiss him or them from office and appoint another or others in his or their place orplaces.

**27. Powers of Managing Directors**Subject to the provision of the Act and in particular to the prohibitions and restrictionscontained in the Companies Act, 2013 thereof, the Board may from time to time entrust toand confer upon the Managing Director or Managing Directors and/or ExecutiveDirector(%) for the time being such of the powers exercisable under these presents by theDirectors as they may think fit and may confer such powers for such time and to beexercised for such objects and purpose and upon such terms and conditions and with suchrestrictions as they may confer such powers, either collaterally with or to the exclusionconfer such powers, either collaterally with or to the exclusion of, and in substitution for allor any of the Directors in that behalf and may from time to time revoke, withdraw, alter orvary all or any of such powers.**28. The Seal, its Custody and Dues**The Board shall provide a common seal for the purpose of the Company and shall havepowers from time to time to amend the same and substitute a new seal in lieu thereof. The

Board shall Provide for the safe custody of the seal for the lime being and the Seal shallnever be used except by the authority of the Board or a Committee of the Board previously

given and in the Presence of a Director of the Company or some other person appoInted bythe Directors for the purpose. The Company shall also be at liberty lo have an Official sealin accordance with the Act to use in any territory, district or place outside India.

**29. Affixture of Common Seal.**Every deed or other instruments to which the Seal of the Company Is required lo be affixedshall unless the same is executed by a duly constituted attorney be signed by one Director

and the Secretary or some other person authorized or appointed by the Board for thePurpose, provided nevertheless that certificate of shares may be sealed In accordance Withthe Provisions of the Companies Act, 2013 and rules made thereunder or the Statutorymodification or re-enactment thereof for the time being in force.**30. Appointment of Proxy:**A member of a company registered under section B shall not be entitled to appoint any otherPerson as his proxy unless such other person is also amember of such company.**31. Individual responsibility**Subject to the Provisions of the Act, no Director, Auditor or other Officer of the CompanyShall be liable for the act, receipts, neglects or defaults of any other Director or Officer orany other Associate or upon which any of the moneys of the Company shall be invested Orfor any loss or damages arising from the bankruptcy, insolvency or tortuous act of anyperson, firm or company to or with whom any moneys, securities or effects shall beentrusted or deposited or for any loss occasioned by any error of Judgment, omission,default or oversight on his part or for any other loss, damage or misfortune whatever whichShall happen in relation to the execution of the duties of his office or in relation theretounless the same shall happen through his own dishonesty.**SECRECY32.Directors, Officers etc. to maintain secrecy**

All the members will be entitled to Inspect any document or any detail of any project orwork approved by the Board of Directors with prior intimation to H.0 specifying therein theprecise purpose or reason for such an action on his/her part.

**INDEMNITY33. Indemnity**Every officer or agent of the Company for the time being shall be indemnified out of theassets of the Company against any liability incurred by him in defending any proceedingswhether civil or criminal in which judgement is given in his favour or in which he Isacquired or in connection with any application under Section 633 of the Act, in which reliefis granted to him by the Court or has become personally liable to by any reason of anycontract in process or way of discharge of their duties.

We, the several person, whose names, address and occupations are subscribed hereunder are desirousof being formed into a Company not for profit, in pursuance of this Articles of Association

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| --- | --- | --- | --- |
| Sr No | Name. Address, description &  occupation of cach subcriber | Signature of Subscriber | Name, Address. description & occupation of Witness |
| 1 | Shaina Narendra Singh Chudasama  D/O. : Nana Chudasama  Add. : Shanti Cottage, No. 02, Narayan Sd/-  Dabholkar Road, Mumbai - 06.  Occupation : Professional |  |  |
| 2 | Nana Mansing Chudasama  9/Q. : Mansing Chudasama  Add. : Shanti Cottage, No. 02, Narayan Sd/-  Dabholkar Road, Mumbai - 06.  Occupation : Retired |  |  |