

INCORPORATED
UNDER SECTION 8 OF THE COMPANIES ACT, 2013
[COMPANY LIMITED BY SHARES AND HAVING SHARE CAPITAL]
ARTICLES OF ASSOCIATION
OF
MITHRANJALI FOUNDATION

Interpretation

1. The regulations contained in Table H in the First Schedule of the Companies Act, 2013 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.
2. In these regulations—
 - (a) “the Act” means the Companies Act, 2013;
 - (b) “the seal” means the common seal of the company.
3. 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.
4. The Company is a Private Limited Company as per Section 2(68) of the Companies Act, 2013 and which by its articles,—
 - (i) except in case of One Person Company, 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
 - (ii) prohibits any invitation to the public to subscribe for any securities of the company;

Members

5. The number of members with which the company proposes to be registered is Karnataka, 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.
6. The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.

General Meetings

7. All general meetings other than annual general meeting shall be called extraordinary general meeting.
8. (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

9. (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.
10. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
11. 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.
12. 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

(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

13. Every member shall have one vote.

14. 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.

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

16. (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.

17. 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.

18. A member may exercise his vote at a meeting by electronic means in

accordance with section 108 and shall vote only once.

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

TRANSFER AND TRANSMISSION

20. Subject to the provisions of the Act, a Member may transfer the membership at any time to any person not being an insolvent or person of unsound mind, subject to the approval of the Board of Directors. The Board has the power to reject any transfer in the best interests of the Company.

21. Any Member proposing to transfer his/her membership shall give a notice in writing to the Company stating the particulars of the transferee.

22. The executor(s) or administrator(s) of a deceased member shall be the only person(s) recognized by the Company as having any title to the membership of such Member.

Board of Directors

23. The following persons shall be first directors of the Company

- 1) PUTHANVEETIL PRABHAKARAN PRAJEEV**
- 2) PANIKKASSERY SREEDHARAN SUBALA**

The number of Directors of the Company shall not be less than two (2) and not more than such number as provided in the Act and shall not be liable to retire by rotation.

24. (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

25. (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.

26. (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.

27. 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.

28. (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.

29. (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.

30. (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.

31. (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.

32. 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.

33. 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

34. 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.


35. 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

36. (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.

We, the several persons whose, names and addresses are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.

S. No.	Photo, Names, Father's Name ,Addresses, Descriptions and Occupations of Subscribers	Signature of Subscriber	Names, Addresses, Descriptions and Occupations of witnesses
1)	 <p>Name: PUTHANVEETIL PRABHAKARAN PRAJEEV S/o. PUTHANVEETIL NARAYANAN PRABHAKARAN Address: 1-4-213/7/P 1ST FLOOR SRI LAXMI ENCLAVE NEAR SAI, RAGAVA RESIDENCY KAPRA SECUNDERABAD, Hyderabad- 500062 Telangana, India Profession: Self Employed Presently camped in Chennai</p>		 <p>Name: DHAMINI Occupation: Advocate Address: 35/17, Paruthivakkam Street, Alandhur, Chennai - 600 016 Membership No: Ms. 670/2016</p>
2)	 <p>Name: PANIKKASSERY SREEDHARAN SUBALA D/o. PANIKKASSERY EKKO SREEDHARAN Address: 1-4-213/7 1ST FLOOR SRI LAXMI ENCLAVE, ECIL SAI RAGAVA RESIDENCY KAPRA SECUNDERABAD, Hyderabad- 500062 Telangana, India Profession: Self Employed Presently camped in Chennai</p>		<p>I witness to subscribers who have subscribed and signed in my presence on 03/08/2020) at Chennai. Further I have verified their identity details for their identification and satisfied myself of their identification, particulars as filled in.</p>

Place: Chennai

Date: 03/08/2020