

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

ARTICLES OF ASSOCIATION
Of

JIVANAM FOUNDATION

TABLE "F" TO APPLY EXCEPT OTHERWISE PROVIDED

PRELIMINARY

- I.** The regulations contained in the Table "F" in Schedule I to the Companies Act, 2013 shall apply except in so far as they have been specifically excluded or modified by/or under these Articles. Clause 4, 5, 6, 7, 8, 9 (Sub clause), 18, 27, 36, 37, 38, 39, 40, 41, 48, 76, 80, 81, 82, 83, 84, 85, 86, 87, 88 of Table 'F' be excluded in the Articles of Association.

INTERPRETATION

- II. 1.** In these regulations—
- (a) "the Act" means, the Companies Act, 2013.
 - (b) "the seal" means the common seal of the company.
 - (c) "the Company" means "**JIVANAM FOUNDATION**".
- 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:-

- (i) Restrict 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;
- (iv) The Company may at any time by special resolution convert itself in to a Company of any other kind pursuant to section 8 sub section 4 (ii) of the Act and rule 21, 22 and 23 of the Companies Incorporation Rule, 2014.

SHARE CAPITAL

- 4. 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 a premium or at par and at such time as they may from time to time think fit.
- 5. (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 and on such terms and conditions and at such time as they may from time to time think fit.
- (ii) Every person whose name is entered as a member in the register of members 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.

(iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iv) 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.

6. (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.

CALLS ON SHARES

7. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares.

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.

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

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

10. (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.

11. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, 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.

TRANSFER OF SHARES

12. (i) The instrument of transfer of any share in the company shall be executed by or 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.

13. 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.

14. The Board may decline to recognize any instrument of transfer unless—

- a. the instrument of transfer is in the form as prescribed in rules made under subsection(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.

15. 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

16. (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 recognized 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.

17. (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.

18. (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.

19. A 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

20. If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have Accrued.

21. 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.

22. 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.

23. (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.

24. (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.

25. (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;

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

(iii) 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.

26. 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, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

27. With prior approval of Central Government the company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

GENERAL MEETINGS

28. All general meetings other than annual general meeting shall be called extra ordinary general meeting.

29. (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

30. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting precedes to business.
31. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

32. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
33. 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.
34. 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

35. (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

36. Subject to any rights or restrictions for the time being attached to any class 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.

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

38. (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.

39. 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.

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

41. 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.

42. (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

43. 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 or authority, shall be deposited at the registered office of the company 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

44. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. Only members of the Company can be appointed to act as proxy.
45. 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 registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

46. The first directors of the Company shall be

1. SURAJ SRIWASTAVA
2. SORABH SHRIVASTAV

REMUNERATION TO DIRECTOR

47. If a Director, not being member, shall be called upon to perform extra services, or to make any special exertions for any of the purposes of the Company, the Company may remunerate him by monthly payment or by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for his share in remuneration provided for a Director and also pay him any costs for traveling and other incidental charges as the Company may think fit.
48. The Board may pay all expenses incurred in getting up and registering the company and/or reimburse the same to the promoter
49. Subject to the provisions of the Act, the Board shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorized to exercise

and do. Provided that the Board shall not exercise any power to do any act or thing which is directed or required, by any provisions of the Act or by the Memorandum or Articles of the Company or otherwise, to be exercised or done by the Company in general meeting, provided further that in exercising any such order or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or Articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

50. 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.

51. 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.

52. (i) Subject to the provisions of section 161, the Board shall have power at any time and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(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

(iii) the company as a director at that meeting subject to the provisions of the Act.

(iv) As per provisions of section 161 of the Act, the Board of Directors may appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India.

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

PROCEEDINGS OF THE BOARD

54. (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.

55. (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.

56. 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.

57. (i) The Board may elect a Chairperson of the Board and 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 shall choose one of their member to be Chairperson of the meeting.

58. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member/s of its body as it thinks fit and appoint a Chairperson of such Committee.

(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.

(iii) If at any meeting of the committee, a 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.

59. (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.

60. 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.

61. 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.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF
FINANCIAL OFFICER**

62. 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.

63. 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

64. (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 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.

ACCOUNTS

65. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what circumstances or regulations, the accounts and books of the company or any of them shall be open to inspection of members

(ii) No member shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

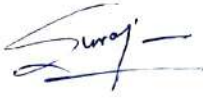
WINDING UP

66. 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 Companies Act, 2013.

INDEMNITY

67. Every Director, Managing Director, Manager, Chief Executive Officer, Company Secretary, Chief Financial Officer or other Officer and employee of the Company shall be indemnified out of the assets of the company 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.
68. Subject to applicable provisions of the Act, every Director, Managing Director, Manager, Chief Executive Officer, Company Secretary, Chief Financial Officer or other Officer and employee of the Company shall be indemnified by the Company against and it shall be the duty of the Directors to pay out of the funds of the Company and all costs, losses and expenses (including travelling expenses) which such Director, Managing Director, Manager, Chief Executive Officer, Company Secretary, Chief Financial Officer or other Officer and employee may incur or become liable to by reason of any contract entered into or act and deed done by him as such Director, Managing Director, Manager, Chief Executive Officer, Company Secretary, Chief Financial Officer or other Officer and employee or in any way in the discharge of his duties.

We, the several persons whose names and addresses are hereunder subscribed below, are desirous of being formed into a company not for profit in pursuance of these Articles of Association.

S No	Names, Addresses, Description & Occupation of subscribers	Signatures of Subscribers	Name, Addresses description, occupation and signatures of witnesses
1.	SURAJ SRIWASTAVA S/O BRIJESH KUMAR SRIWASTAVA R/O N - 106, GROUND FLOOR, NOIDA SECTOR-12, GAUTAM BUDDHA NAGAR, UTTAR PRADESH - 201301, INDIA BUSINESS		  I witness to subscribers, who have subscribed and signed in my presence at Uttar Pradesh on 29TH March, 2023; further I have verified their Identity Details (ID) for their identification and satisfied myself of their Identification particulars as filled in; further I have explained the contents of the memorandum and articles of association to the subscribers. Manoj Sharma S/o Ram Bhagat Sharma, R/o H. No. 172, Gali No. 3, Hiranki, Delhi-110036. Occupation-Company Secretary. M. No. 50537. C.P. No. 18587.
2.	SORABH SHRIVASTAV S/O BRIJESH SHRIVASTAV R/O N - 106, GROUND FLOOR, NOIDA SECTOR-12, GAUTAM BUDDHA NAGAR, UTTAR PRADESH - 201301, INDIA BUSINESS		

Date: 29TH March, 2023

Place: Uttar Pradesh