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GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that ANGELIC FOUNDATION is incorporated on this Twenty sixth day of April Two thousand twenty-two under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U80300UR2022NPL013917.

The Permanent Account Number (PAN) of the company is **AAWCA8958Q** *

The Tax Deduction and Collection Account Number (TAN) of the company is **MRTA17289G** *

Given under my hand at Manesar this Twenty sixth day of April Two thousand twenty-two .

DS MINISTRY OF CORPORATE AFFAIRS 10

Digital Signature Certificate
Mr RAJENDER KUMAR
DEPUTY REGISTRAR OF COMPANIES
For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

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Mailing Address as per record available in Registrar of Companies office:

ANGELIC FOUNDATION
VILLA NO. 91, NATURO VILLE, LAL TAPPAR, DOIWALA, Dehradun,
Uttarakhand, India, 248140

* as issued by the Income Tax Department

Licence under section 8 (1) of the Companies Act, 2013
[Pursuant to rule 20 the Companies (Incorporation) Rules, 2014]

Section 8 Licence Number 134637

WHEREAS it has been proved to my satisfaction that ANGELIC FOUNDATION , a person or an association of persons to be registered as a company under the Companies Act, 2013, for promoting objects of the nature specified in clause (a) of sub-section (1) of section 8 of the said Act, and that it intends to apply its surplus, if any, or other income and property in promoting its objects and to prohibit the payment of any dividend to its members;

NOW, THEREFORE, in exercise of the powers conferred by section 8 of the said Act, I, the Registrar at DOIWALA, hereby grant, this licence, directing that the said person or association or persons be registered as a company with limited liability without the addition of the word "Limited", or as the case may be, the words "Private Limited" to its name, subject to the following conditions namely :

(1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association ;
(2) that the profits, if any or other income and property of the said company, whensoever derived, shall be applied solely for the promotion of the object as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;
(3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;
(5) that 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 members) or to any other person (not being member), in return for any services actually rendered to the company;
(6) that nothing in clauses (3), (4) and (5) 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), actually rendered to the company;
(7) that no alteration shall be made to the memorandum of association or to the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar ;
(8) The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects; and
(9) that, without prejudice to action under any law for the time being in force, this licence shall be liable to be revoked, if the company:
(a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a licence is issued;
(b) if the affairs of the company are conducted fraudulently or in a manner violative of the objects of the company or prejudicial to public interest.

DS MINISTRY OF CORPORATE AFFAIRS 10

For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Dated this 26 Day of 04 2022

Form No. INC-13

e-MOA (e-Memorandum of Association)

[Pursuant to sections 4 and 8 of the Companies Act, 2013 and rules made thereunder read with Schedule I]

Form language

(•) English ( ) Hindi

Refer instruction kit for filing the form.

*All fields marked in * are mandatory*

1 The name of the company is

ANGELIC FOUNDATION

2 The registered office of the company will be situated in the State of

Uttarakhand

3 (a) The objects to be pursued by the company on its incorporation are:

1) To establish educational institutions, schools, colleges, and universities to cater the primary, secondary, undergraduate, post graduate, professional and technical education and to provide quality education to the students.
2) To spread, promote and provide education, and for that purpose to open, found, establish, support and maintain Schools, Colleges, Institutions and to grant certificates, diplomas and degrees.
3) To offer and provide consultative, technical and professional services to medical, educational and other institutions.
4) To establish, run and provide all kinds of services pertaining pathological, microbiological and immunobiological laboratories and conduct other medical tests, analysis and research, formulation of medicare and provide all kinds of health maintenance plans.
5) To set up and run super-specialty health centres, medical clinics, nursing homes, hospitals, in and outpatient services and to run all allied functions related to surgical and medicare servic

1. The Director may access donation grants, subscription aids, or contribution from authorities or any other in cash of in kind including importable property without any encumbrance.
2. To Receive and give building in donation.
3. To purchase, take-on lease or in exchange, hire or otherwise acquire property-movable or immovable, and any rights or privileges which may be deemed necessary or convenient for the purpose

of the company and to construct, alter, maintain, sell, rebuild, or improve or transfer such property.

4. To accept any donation, gift, or request or other transfer or disposal of property, movable or immovable in favour of the Company.

5. To enter into necessary agreements and contracts for the company and to nominate a company or companies from among themselves to execute such an agreement or contract on behalf of the Company.

6. Do all other things which are required to carry on Section-8 company which Company authorise to do.

7. To enter into agreement (Franchisee Agreement etc.) with another person or persons or institutions for running, managing, conducting or otherwise participating or assisting in the furtherance of the objects of the Company.

8. To borrow or raise money which may be required for the company upon bonds, debentures, promissory notes, etc., or other securities of the company or by mortgage or charge on the objects of the Company.

9. Make donations, grant endowments and/or otherwise assist in any form whatsoever to any person(s), organisations, public charitable institutions, companies, societies, companies, foundations, academic and/or cultural institutions who have object(s) similar to any one or more of the objects of the Company for the purpose of promoting, assisting and / or encouraging the carrying and / or achievement of such objects or object for the benefit of the people in general.

10. Accept donations, assistance and/ or funds on behalf of the Implementing Agencies from the Government, foreign donors, and/or any other donor agency subject to such laws as may be applicable in the manner stated above and to obtain necessary accounts and information regarding the physical and financial progress from the Implementing Agency / Agencies.

11. By publication of books, pamphlets and magazines dealing with ancient, oriental and accidental philosophy, religion and medicine in the modern scientific manner, and their distribution on such terms as may appear expedient to the Board of Directors;

12. The objects of the Company

(b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are

extend to the territories comprising the Union of India and all other countries of the world.

13. Restriction of Section 8 Company

i. The income and properties of the Company, whenever derived, shall be applied solely for the promotion of its objects as set forth in this memorandum.

ii. No portion of the income or property aforesaid shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits to persons who at any time are, or have been members to the Company, or to anyone or more of them or to any person claiming through anyone or more of them.

iii. Prudent Remuneration allowed to its member only when he actually provides services to the company.

iv. Nothing in this clause shall prevent the payment by the Company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being member) in return for any services actually rendered to the Company.

14. 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 has been previously submitted to and approved by the registrar of company.

15. The liability of the members is limited upto the share held by them.

16. The Authorised Share Capital of the Company will consist of Rs. 10,00,000 /-(Rupees Ten Lakh Only) divided into 100,000 (Ten Lakh) shares of Rs 10/- (Rupees Ten) each

17. True Accounts shall be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the properties, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

18. If upon a winding-up or dissolution of the Company, after the

satisfaction of all debts and liabilities and 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 the Company to be determined by the members of the Company at or before the time of dissolution of in default thereof by the high court of judicature that has or may acquire jurisdiction in the matter

19. The company can be amalgamated with only companies registered under section 8 of companies act or any other Law being in force , companies having objects similar to the objects of the Company to be determined by the members of the Company. -

the doing of all such other lawful things as considered necessary for the furtherance of the above objects:

Provided that the company shall not support with its funds, or endeavor to impose on, or procure to be observed by its members or others, any regulation or restriction which, as an object of the company, would make it a trade union.

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4 *The objects of the company extend to the

5 (i) The profits, if any, or other income and property of the company, when-so-ever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.

(ii) *No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to 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 the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises 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 members) or to any other person (not being member), in return for any services actually rendered to the company.

(v) *Nothing in these clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudence 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), actually rendered to the company

6 *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 has been previously submitted to and approved by the Registrar.

7 *The liability of the members is limited.

8 *Table applicable to Section 8/ Part I Section 8 company

A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

Table A / B / C

(A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES/ B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL/ C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING SHARE CAPITAL)

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 the payment of the debts 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 the contributories among themselves such amount as may be required not exceeding a sum of Rs *

The share capital of the company is 1000000 rupees, divided into

100000	Equity Share	Shares of	10	Rupees each	

9 *True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined, and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

10 *If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under Section 269 of the Act.

11 *The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

Attachments

subscriber sheet pdf

Text Subscriber (s) sheet

Declaration

Pursuant to resolution no 10 dated 29/11/2023 I, on the behalf of Board of Directors declare that following amendments have been adopted in Memorandum of Association:

1. To undertake, promote or engage in all kinds of research including clinical research and development work required to promote, assist or engage in setting up hospitals, health care centres and facilities for manufacturing medical equipment etc.
2. To provide medical relief to the public in all branches of medical schemes by all available means.
3. To set up and run super-specialty health centres, medical clinics, nursing homes, hospitals, in and outpatient services and to open all allied functions related to surgical and medicare services.
4. To carry on the business of rendering healthcare services and holistic treatment, to carry on research therein and to train various persons in scientific methods of medical care and health care services.
5. To carry on the business of establishing, developing, leasing, managing, operating and running of medical service centres such as nursing care homes, hospitals, polyclinics, health resorts, health clubs, in-patient and out-patient wards, laboratories, scanning, diagnostic and other medical amenity centres, therapy units, theatres and allied consultation cells.

To be digitally signed by

Name DEVI PRASAD BACHHETI

Designation Director

DIN 08227660

DSC

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

UNDER SECTION 8 OF THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

OF

ANGELIC FOUNDATION

1. a) The reference herein to 'The Act' is to the Companies Act, 2013 as amended there to, from time to time and as applicable.

b) The headings are given for convenience and shall not affect the construction of these articles.

INTERPRETATION

2. The Regulations contained in Table 'F' in Schedule 1 to the Act as amended from time to time in so far as they are applicable to a private limited company and so far as they are not modified or altered by Articles hereinafter provided, shall apply to this Company.

3. In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subjects or context.

"The Company" or this company means "ANGELIC FOUNDATION"

"Memorandum & Articles" means the Memorandum of Association and Articles of Association respectively of the Company.

"Director" means and include all Directors of the Company and except where the context otherwise requires for those Articles shall mean the Board of Directors of the Company, or a properly constituted committee thereof.

"The Office" means the Registered Office for the time being of the company. "The Registrar" means the Registrar of Companies.

"Seal" means the common seal of the Company.

"Month" means Calendar Month.

"Year" means April to March of any Financial Year.

"Proxy" includes Attorney duly constituted under a power of attorney.

Parbhabacharati

"Member" means a member of the Company who has duly subscribed to the shares of the company and after due approval of the Board of Directors of the Company from time to time and who continues to be a member for the time being.

"In Writing Or Written" includes printing, lithography, and other modes of reproducing works in a visible form, which also include thumb impression properly attested.

Words importing persons includes corporation, Firms and Association.

Words importing singular number include the plural and vice-versa.

Words importing masculine gender include the feminine gender and vice-versa.

PRIVATE COMPANY

4. (a) The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and it means a Company having a minimum paid-up share Capital or such higher paid-up capital 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 200.

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;

(b) The Company may at any time by a special resolution convert itself into a private company within the meaning and subject to the provisions of the Companies Act, 2013.

SHARE CAPITAL

5. (i) The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may from time to time be provided in Clause 43 of the Memorandum of Association with powers to increase or reduce the Capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital whether original increased or decreased into several classes and attached thereto respectively such ordinary preferential or special rights and conditions in such a manner as may for the time being be provided by the regulations of the Company and allowed by law.

(ii) The minimum paid up Capital of the Company shall be Rs. 1,00,000/- (Rupees One Lakh).

REDEEMABLE PREFERENCE SHARE

6. The Company may subject to the applicable provisions of the Act, issue the said Preference shares as cumulative Redeemable Preference Shares (Redeemable Preference shares) and/or cumulative partly/fully convertible Preference shares (Convertible Preference Shares) and in such proportion as may be decided by the Company at the time of issue thereof, and the same shall have such rights, privileges and conditions attaching thereto as the Company may decide in this behalf.

SHARES & CERTIFICATES

7. Allotment of shares

a) Subject to the provisions of these articles, shares in the capital of the Company forthe time being shall be under the absolute control of the Board of Directors who may allot or otherwise dispose off the same or any of them to such persons on such terms and conditions and at such times and either at a premium or at par or subject to the provisions relating to discount as provided in the Act and as the Board may think fit.

b) Notwithstanding anything contained in this Article, where securities are dealt within a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities.

8. Register and Index of Members

The Company shall cause to be kept at its Registered Office or at such other place as maybe decided, Register and Index of members in accordance with the applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms or in any media as may be permitted by law including in any form of electronic media. The Register and index of beneficial owners maintained by a Depository

under the applicable provisions of the Depositories Act, 1996 shall also be deemed to be the Register and index of members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register o Members for the residents in that state or country.

TRANSFER

9. The Board of Directors may at their absolute discretion decline to register any transfer of shares of debentures in the following cases:

a) The transfer of shares or debentures to a person who have not been approved by the Board of Directors.

B) Any transfer of shares on which the Company has a lien.

10. Subject to provisions of Article 23, Shares or Debentures held by a member or debenture holder as the case may be, may be transferred to his legal heirs or any other existing shareholder or debenture holder of the Company and shall not be transferred to any other person other than those as aforesaid.

11. In case of transfer of all or any part of the shares in or debenture of the Company, to any person or persons excepting those provided in Article 10 above, a transferor shall intimate the Company in writing of his intention to do so, specifying clearly therein the name and address both present and permanent, and description of the proposed transferee and the Company, on receipt of such intimation of the transferor, shall hold meeting of Board of Directors to consider the matter of such transfer, within a period of 60 days from the date of receipt of such intimation letter from the transferor and the Board of Directors shall be at liberty either to take in such transferee as a memberor debenture holder or arrange the transfer to any member or debenture holder of the Company as the case may be or any other person and in such manner as the Board of Directors may approve and prescribe.

12. The instrument of transfer of any shares in, or debentures of the Company shall be executed both by the transferor and the transferee and the transferor shall remain the holder of the shares or debentures so transferred until the name of the transferee is registered in the Register of Members or in the Register of Debenture Holders.

13. Every instrument of transfer shall be left at the office of the Company along with the original certificate of shares or debentures of the Company to be transferred and the transfer may be registered.

TRANSMISSION

14. In case of death of a member or debenture holder, the shares or debentures shall pass on to his or her heirs, administrators or executors and any person becoming entitled to such

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shares and debentures in consequence of death of any member or debenture holder may upon producing such evidence of title as the Board of Directors mayrequire, register himself as holder of the shares or debentures and subject to the provisions of transfer herein contained, transfer the same to some other person.

INCREASE, DECREASE & ALTERATION OF CAPITAL

15. The Company may be Ordinary Resolution from time to time alter the conditions ofthe Memorandum of Association as follows:

a) Increase the share capital by such amount, to be divided into share of such amount as may be specified in the resolution.

b) Consolidate and divide all or any of its shares of larger amount than its existing, shares.

c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, and/or Articles of Association, so however ,that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced shares is derived; and

d) Cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

16. The Company may, subject to applicable provisions of the Act, and any other consent required under applicable laws, from time to time, by special resolution reduce in anymanner:

a) its Share capital

b) any Capital redemption reserve fund or

c) any share premium account.

17. Notwithstanding anything contained in these Articles, and subject to applicable provisions of the Act, and/or any other applicable laws, the Company may purchase its own shares or other specified securities (hereinafter referred to "buy-back") out of

a) its free reserves or

b) the securities premium account or

c) the proceeds of any shares or other specified securities.

BORROWING POWERS

18. Subject to the provisions of the Act, the Board of Directors may from time to time, by resolution passed at a meeting of the Board accept deposits or borrow moneys from members, directors or their relatives, and from any banking, or financial institution either advance of calls or otherwise and may generally raise and secure the payment of such sums or sums in such manner and upon such terms and conditions in all respects as they think and in particular by issue of bonds or redeemable debenture stock, or any mortgage charge or other security on the undertaking, or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

GENERAL MEETING

19. Annual General Meeting

The first Annual General Meeting of the Company shall be held within eighteen months from the date of incorporation of the Company. The next Annual General Meeting of the Company shall be held by the Company within six months after the expiry of each financial year unless an extension of time is obtained from the Registrar of Companies as provided in the Act. Provided that not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next meeting.

20. Notice of Meeting

A general meeting of the Company may be called by giving not less than 7 days' notice in writing, which should be sent to the members of the Company entitled to receive such notice provided however, a General Meeting may be called after giving shorter notice if consent is accorded, in case of Annual General Meeting by all the members entitled to vote thereat and in case of any other meeting, by members of the Company holding not less than 95% of such part of the paid-up share capital of the Company as gives right to vote at the meeting. Accidental omission to give notice to or the non-receipt of such notice by any member shall not invalidate the proceeding held at any General Meeting.

21. 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.
c) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or two members of the Company may challan Extra Ordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board of Directors.

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22. Chairman

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, including Annual General Meetings.

VOTES OF MEMBERS

23. Voting rights of the members shall be:

a) On a show of hands, every member holding equity shares and present in person shall have one vote.

b) On a poll, voting rights of members shall be, in proportion to their holding of shares in the paid-up equity capital of the Company.

24. In case of joint-holders, the vote of the senior who renders a vote, whether in personor by proxy shall be accepted to the exclusion of the vote of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

25. 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.

PROXIES

26. Restriction to vote/ Proxy to vote on Poll

Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. Proxy so appointed need not be a member of the Company and a proxy so appointed shall have a right to speak at the Meeting.

DIRECTORS

27. Number of Directors

Until otherwise determine by a special resolution, the number of Directors of the Company shall not be less than two and more that twelve.

28. First Directors

The persons herein after named shall be the first directors of the Company:

1. **MR. DEVI PRASAD BACHHETI**
2. **MRS. PRABHA BACHHETI**

Parbha Bachheti

29. Additional Director or filling casual vacancy

The Board of Directors shall have the power at any time and from time to time to appoin any person as Director either to fill a casual vacancy or as an Additional Director.

30. Alternate Director

The Board may appoint any person as alternate director to act for a director during his absence for a period of not less than three months from the state in which meeting of the Board are ordinarily held and such alternate director shall ipso facto vacate office if and when the absentee director returns to the state in which meetings of the Board are ordinarily held, or if the absentee director vacates office as a director.

31. Qualification Share

Unless otherwise determined by the Company in a General Meeting, a Director shall not be required to hold any share in the capital of the Company as his qualification.

32. Directors not to retire by rotation

Directors shall not be required to retire by rotation.

33. Remuneration to Director

If a Director, being willing, 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.

34. Meeting of Directors

At least once in every three months or earlier as may be deemed necessary, the Directors shall meet together for dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

35. Chairman

The Chairman of the Board of Directors will have to be elected from amongst the Directors.

36. Quorum

The quorum for a meeting of the Board of Directors shall be two Directors personally present.

Parbhat Bachhuti

37. Casting Vote

The Chairman of the Board of Directors or of any meeting shall have a casting vote in case of a tie in any meeting.

38. Committee of Directors

The Board of Directors may delegate any of their powers to such committee and the committee shall in the exercise of the power so delegated conform to any regulation that may from time to time be imposed on them by the Board of Directors subject to the provisions of the Act.

39. Resolution by circulation

Save as otherwise expressly provided by the Act, a resolution shall be as valid and effectual as if, it had been passed at a meeting of the Board of Directors or committee of Board of Directors, as the case may be, duly called and constituted if a draft thereof in writing is circulated together with necessary papers, if any, to all the directors or to all the members of the committee of the Board of Directors as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board of Directorsor the committee, as the case may be) and to all other Directors or members of thecommittee at their usual address in India and has been approved by such of them as arethen in India or by a majority of such of them as are then in India or by a majority of suchof them as are entitled to vote on the resolution.

40. Minutes

All minutes shall be signed by the Chairman of the Meeting at which the same are recorded or by the person who shall preside as Chairman at the next meeting and allminutes purporting to be so signed shall for all purpose whatsoever be prima facieevidence of the actual passing of the resolution recorded and of the regularity of theMeeting at which the same shall appear to have taken place, notwithstanding that it mayafterwards be discovered that there was some defect in the appointment of any one ormore of such Directors or that or any of them were disqualified.

41. Director's sitting fee

The Board of Directors shall not be entitled to any sitting for attending the Board meetings of the Company.

42. Managing Director

Subject to the provisions of the Act, the Company may from time to time appoint one or more of their body to the office of Managing Director(s) in-charge for such period and on such terms and with such powers and at such remuneration (whether by way of salary or commission or participation in profit or partly by one way and partly by another) as they

think fit and may remove or dismiss him or them from office and appoint another or others in his/ their place or places.

The Managing Director shall, subject to the provisions under Companies Act, 2013 and subject to the supervision by the Board of Directors exercise the following powers:

a) To pay the costs, charges and expenses preliminary and incidental to promotion, establishment and registration of the Company;

b) To take on lease, purchase or otherwise acquire for the Company, any property, rights or privileges which the Company is authorized to acquire at such price and generally in such terms and conditions as the Company may think fit;

c)To appoint any person or persons to hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes, and execute and do all such instruments and things as may be requisite in relation to any such trust;

d)To sell, let, exchange or otherwise dispose of absolutely or unconditionally allow any part of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as he may think fit;

e)To buy or procure the supply of all plant, machinery, materials, stores, fuel, Implements and other movable property required for the purpose of the Company;

f) To sell and dispose of all articles and goods manufactured or dealt in by the Company;

g) To engage, fix, and pay the remuneration, grant promotion, increment transfer and dismiss or discharge all managers and engineers, secretaries, clerks, servants, workmen and other persons, employed or to be employed in connection with the Company's business;

h) To give on lease, hire, and hire purchase machinery and other equipment;

i) To make and give receipts, releases and other discharge for money payable to the Company and for the claims and demands of the Company;

j) To compound and allow time for the payment or satisfaction of any debts due to or by the Company and any claim and demands by or against the Company for arbitration and observe the awards;

k) For and on behalf of the Company, operate Bank accounts, draw, accept,

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endorse and negotiate all such cheques, bills of exchange, promissory notes, hundies, drafts, letters of credit, government and other securities as shall be necessary for carrying on the affairs of the Company;

l) To institute, prosecute, defend, compromise withdraw or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company;

m) To invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof upon such securities or investments and in such manner he may think fit and from time to time to vary or realize such securities and investments;

n) To enter into such negotiations and contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as he considers expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;

o) To pay for any property or rights acquired by or service rendered to the company or the premium payable in respect of any leases taken by the ompany either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares to be issued either as fully paid up, or with such amount credited as paid thereon, as may be agreed upon.

The Managing Director may delegate all or any of the powers to such other directors. Managers, Agents or other persons only with the concurrence of the Board of Directors.

43. Powers of Board

Subject to the provisions of the Act, the Board of Directors of the Company shall beentitled to exercise such powers and do such acts and things as the Company isauthorized to exercise and do, provided that the Board of Directors shall not exercise anypower or do any act or thing which is directed or required, whether by the Act, or anyother law for the time being in force or by the Memorandum or Articles of Association ofthe Company or otherwise to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing, theBoard of Directors shall subject to the provisions contained in that behalf in the Act, orany other law for the time being in force or in the Memorandum and Articles ofAssociation of the Company or in any regulations not inconsistent therewith and dulymade thereunder including regulations made by the Company in General Meetingprovided however, that no regulation made by the Company in General Meeting shallinvalidate any prior act of the Directors which would have been valid if that regulationhad not been made.

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44. No Directors shall be disqualified from his office by contracting with the Company nor shall any such contract or any contract into by or on behalf of the Company in which any Director shall be in any way interested, be void nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by reason only of such Director holding that office or of the fiduciary relations established but it is declared that to the extent it is required under the provisions of the Act, the nature of his interest must be disclosed by him at the Director's Meeting at which the contract is considered if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

POWERS & DUTIES OF DIRECTORS

45. Without prejudice to the general powers conferred by the foregoing clauses, the Board of Directors shall exercise the following powers amongst others:

a) The Board of Directors may pay all charges, expenses incurred in respect of formation, promotion, establishment and incorporation of the Company under the Act, as well as its registration under any other rules or bye-laws having the force in law.

b) The Board of Directors may from time to time, by power of attorney under the Company's Seal, appoint any person/s to be attorney of the Company for any purpose.

c) All cheques, Bills of Exchange, Promissory Notes and other Negotiable Instruments or other instruments of similar nature relating to the operations and transactions of the Company, shall be signed by any one or more of the Directors, as may be decided by the Board of Directors but the authority so conferred may be revoked at any time by the Board of Directors.

d) The Board of Directors may invest and deal with any moneys of the Company not immediately required upon such securities and in such manner as they think fit.

e) The Board of Directors or the Managing Director/Whole Time Director/Executive Director/Director-in-charge if so authorized by the Board of Directors may refer matter relating to the transactions of the Company to arbitration and thedecision of Arbitrator(s), if accepted by the Board of Directors would bebinding on the Company

f) The Board of Directors may from time to time raise or borrow any sums of money for and on behalf of the Company from the members or other persons, companies or banks or they may themselves advance money to the Company on such terms and conditions, as may be approved by the Board of Directors.

g) The Board of Directors may from time to time secure the payment of such money in such manner and upon such terms and conditions as it may think fit and in

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particular by the issue of Debenture or Bonds of the Company, by mortgage or charge of all or any part of the property of the Company and of its uncalled capital for the time being.

Any Shares, Debentures, Bonus or Securities may be issued at premium or otherwiseand with special privileges as to the redemption, surrender, drawings, allotment ofshares, voting rights at General Meetings of the Company and otherwise.

ACCOUNTS & AUDIT

47. The Board of Directors shall cause to maintain proper books of accounts with respect to:

a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.

b) All sales and purchases of goods by the Company.

c) The assets and liabilities of the Company.

48. Place where Books of Accounts to be kept

The books of accounts shall be kept at the Registered Office of the Company or at such place in India as the Board of Directors shall think fit.

49. Inspection

The books of accounts shall be open to inspection by any Director during the businesshours and entries thereof shall be checked and verified at least once in every year by oneor more or all Directors.

50. Statutory Auditors

The first auditors of the Company shall be appointed and the remuneration shall be fixedby the Board of Directors and thereafter the Auditors shall be appointed at each AnnualGeneral Meeting.

CAPITALISATION OF RESERVES

51 (i) Subject to the provisions of the Act, the Company in General Meeting may, upon the recommendation of the Board of Directors, resolve:

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a) That it is desirable to capitalize any part of the amount for the time beingstanding to the credit of any of the Company's Reserve accounts or to thecredit of the profit & loss or otherwise available for distribution and

b) That such sum be accordingly set free for distribution in the manner specified in clause

(ii) Amongst the members who would have been entitled thereto, ifdistributed by way of dividend and in the same proportion on the footing thatthey become entitled thereto as Capital.

(ii) The aforesaid capitalized fund shall not be paid in cash but shall be appliedsubject to the provisions of the Act either in or towards:

a) Paying up any amount for the time being unpaid on any shares held by such members or

b) Paying up in full unissued shares of the Company to be allotted anddistributed, credited as fully paid up to and amongst such members in theproportion of their existing holdings aforesaid or

c) Partly in the way specified in sub-clause (a) and partly in that specified in subclause(b) and such distribution or payment shall be accepted by suchshareholders in full satisfaction of their interest in the said capitalized fund orin such manner as recommended by the Board of Directors and resolved bythe Company in General Meeting.

(i) A share premium account and a capital redemption reserve account may for thepurpose of this regulation, only be applied in the paying up of unissued shares tobe issued to members of the Company as fully paid Bonus Shares.

(ii) The Board of Directors shall give effect to the resolution passed by the Company in pursuance of this regulation and settle any difficulty which may arise in regardto the distribution as it thinks expedient.

MINUTES

52. Minutes of Meeting

a) The minutes of all proceeding of every General Meeting or the Board of Directorsor committee of the Board of Directors shall be kept by making entries in theminute books within thirty days of conclusion of the meeting.

b) The pages of the minute book shall be consecutively numbered.

c) Each page of the minute books shall be initialed or signed and the last page of the

record of proceedings shall be dated and signed.

(i) In case of a meeting, of the Board of Directors or committee of Board of Directors, by the Chairman of the said meeting, or the next succeeding meeting, and

(ii) In case of General Meeting, by the Chairman of the same meeting, within aforesaid 30 days or in the event of death of or inability of the Chairman, by a Director duly authorized by the Board of Directors.

d) The minutes shall not be pasted or otherwise attached to the minute books.

e) All appointments of officers made at any of the meetings shall be included in the minutes of the meetings.

f) In case of a meeting, of the Board of Directors or a committee of Board of Directors, the minutes shall also contain:

(i) The names of the Directors present at the meeting, and

(ii) In case of each resolution passed at the meeting, the names of Directors, if any dissenting, from or not concurring, in the resolution.

g) The minutes of each meeting, shall contain a fair and correct summary of the proceeding, thereat, provided that no matter need be included in any such minutes which the Chairman of the meeting, is having the option and:

(i) Is, or could reasonably be regarded as defamatory of any person or

(ii) Is irrelevant or immaterial to the proceedings or

(iii) Is detrimental to the interests of the Company.

THE SEAL.

53. The Board of Directors shall provide a Seal for the Company and for safe custody thereof. The Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and except in the presence of a Director and the said Director, shall sign every instrument to which the Seal of the Company is so affixed in his presence.

INDEMNITY

54. Every officer or agent of the Company for the time being, shall be indemnified out of the assets of the Company against any liability incurred by him in defending any

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proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquired or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court.

WINDING UP

55. Application of assets

Winding up when necessary will be done in accordance with the requirements of Companies Act, 2013 or such other statutory modifications thereto.

SECRECY

56. Directors, officers etc. to maintain secrecy

Every Director, Manager, Trustee for the Company, Member or Debenture holders, Member of Committee, officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board of Directors before entering upon his duties, sign a declaration pledging all transactions of the Company with his customers and state of accounts with individuals and in matters relating thereto, and shall subject to such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board of Directors or by a Court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

Sarbbir Bachhuti

Name, address,description, and occupations of subscribers	No. of shares taken by each subscribers	Signature of Subscribers	Recent Photograph of subscribers	Signature, names, address,descriptions and occupations of witness
Name-Devi Prasad Bachheti Address- Villa No.-91, Naturoville, Lalltappad, Majri Grant, Doiwala, Dehradun, Uttarakhand-248140 Nationality-Indian Occupation-Principal D.O.B- 02.03.1945 PAN- ABHPB2551M Phone- 9068788555 Qualification-Post Graduate	9500	Devi Prasad		I WITNESS THAT SUBSCRIBERS HAS SIGNED THE SHEET IN FRONT OF ME. THE DETAILS HAVE BEEN FILLED UP BY THEM OWN CA. NISHANT BHARDWAJ, 101/06/1, Dehradun Road, Rishikesh.
Name-Mrs. Prabha Bachheti Address- C/o Devi Prasad Bachheti, Villa No.-91, Naturoville, Lalltappad, Majri Grant, Doiwala, Dehradun, Uttarakhand-248140 Occupation- Nationality- Indian D.O.B – 04.08.1966 PAN- AGQPB1614B Email- sky.doon@gmail.com Phone-+91- 9456712369 Qualification- Graduate	500	Prabha Bachheti		