



**MEMORANDUM
&
ARTICLE OF ASSOCIATION
OF
DEV MAHARAJ MICROFINANCE FOUNDATION**



Each Page Signed by each



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

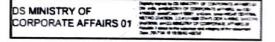
[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that DEV MAHARAJ MICROFINANCE FOUNDATION is incorporated on this Tenth day of April Two thousand seventeen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U65999MH2017NPL293678.

The Permanent Account Number (PAN) of the company is AAGCD1243D *

Given under my hand at Manesar this Tenth day of April Two thousand seventeen .



Digital Signature Certificate

Mr SITARAM SHARAN GUPTA

Assistant 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

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

DEV MAHARAJ MICROFINANCE FOUNDATION

101, BLDG NO. 9, LAXMI PLAZA, CHS LTD., NEW LINK ROAD, OPP.

SUB TV, ANDHERI WEST, MUMBAI, Mumbai City, Maharashtra, India,

400053



* as issued by the Income Tax Department

21/04/2017

21/04/2017

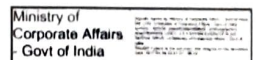
Licence under section 8 (1) of the Companies Act, 2013
[Pursuant to rule 20 the Companies (Incorporation) Rules, 2014]

Section 8 Licence Number 109055

WHEREAS it has been proved to my satisfaction that DEV MAHARAJ MICROFINANCE 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 Mumbai, 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.



SATYA PARKASH KUMAR
Registrar of Companies (STS)
Registrar of Companies
RoC - Mumbai

Dated this 06 Day of 04 2017

21/11/2017

21/11/2017



FORM NO. INC-13
[Pursuant to rule 19(2), 2014 OF COMPANIES ACT, 2013]
AND
(THE COMPANIES ACT, 2013)
MEMORANDUM OF ASSOCIATION
OF
DEV MAHARAJ MICROFINANCE FOUNDATION
(A company limited by share not for profit u/s 8 of the companies Act, 2013)

- I. The Name of the Company is **DEV MAHARAJ MICROFINANCE FOUNDATION**
- II. The Registered office of the Company will be situated in the State of **Maharashtra under the jurisdiction of Registrar of Companies; Maharashtra at Mumbai.**
- III. The objects for which the Company is established are:-
 - A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
 1. To provide collateral free credit to poor people, women, small business man and farmers and to deliver micro credit to them in the cities, town, villages of India, with a view to providing them with a sustainable livelihood above the poverty line, and of creating professionally managed, financially sustainable Community owned micro finance institutions.
 2. None of the object will be carried out on commercial basis however the company shall apply its surplus if any or other income in promoting its objects and to prohibit the payment to any dividend to its members.
 - B. **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE: -**
 1. To coordinate with government as well as non-government organization to facilitate the functions relating to main object of the company.
 2. To subscribe to become a member or subsidies and co-operate with any other Association whether incorporated or not, whose objects are altogether or in part similar to those of the Association and to procure from and communicate with such association for such information as may be likely to further the objects of the Company. Further, to engage in the services of Bank Facilitators as DSAs and to operate various E-Mitra agencies subject to the prior approval of the government.
 3. To erect, construct and maintain such building or buildings as may be considered necessary or desirable thereto or the use or convenience of the company or its members or for furtherance of the objects and purposes of the company and to alter, add to or remove any such building or buildings.
 4. To receive grants, gifts or bequests, donations, loans, interest free loans, subscription claims, rights or any other financial contribution in cash and securities and of any property, either movable or immovable within the country and / or immovable within the country in kind whether with or without conditions and whether onerous or otherwise form / to any person including the Directors, body corporate, firm, from the World Bank, United Nations and other

- International Multilateral or Bilateral Agencies subject to prevailing laws and to vary alter or transfer such investments from time to time.
5. To Purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
 6. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company to take into consideration and to approve and conform all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement, or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in to in connection with the formation or promotion of the company.
 7. To undertake, perform, render, carry out implement any of the object/activities of the company on charitable, Benevolent basis to assists any Government, Regional, National, International Institution, organization, associations, federations, corporate bodies, groups, private or public or for direct benefit of any section of public, society.
 8. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or other person or institution that may seem conducive to the company's objects or any of them and to obtain, apply for purchase or otherwise acquire from any such Government or authority or other persons or institutions any rights, leases, power, concessions, grants, licenses and privileges and the decrees which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions and others.
 9. To apply for, purchase or by any other means acquire, protect and prolong and renew and to exercise, develop, to sell, let or otherwise turn to account any inventions, license, concessions, rights, privileges, secret formulas belonging to the company or which it may acquire or any interest in the same and to apply for, take out and register trade mark or any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect or the same in any part of the world.
 10. To develop, establish branches or offices in India to carry the main object of the company.
 11. To draw, make accept, endorse , discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments and to open an account or accounts with scheduled bank or banks and to pay into and withdraw money from such account or accounts whether in debit or credit.
 12. To acquire and take over and apply for the purpose and objects of this Company, all or any of the assets and liabilities of any company having object similar to this Company subject to laws prevailing in India.
 13. To apply for, promote and obtain from Government or state any act of Parliament or Legislature or authority any charter, rights and immunities, privileges, guarantees and counter guarantees, indemnities, grant, gifts, concession, licence or authorization of any other authority for enabling the constitution of the Company or any other purposes that may seem expedient and to oppose any proceedings or which may seem calculated directly or indirectly to take help of any expert to incur necessary expenses.

14. To enter into or agree to refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the company member of the company and / or his representatives, or between the Company and third parties to arbitration and to observe and perform and do all such acts, matters and things to carry out or enforce the awards subject to laws prevailing in India.
15. Subject to provisions of any other enactment in force, to indemnify and keep indemnified officers, and servants of the Company, against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them, for and in the interest of the Company and for any loss, damage or misfortune whatsoever and which shall happen in execution of their office or in relation thereto.

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

IV. The objects of the company extend to whole of India.

V. i) The profits, if any, or other income and property of the company, whensoever 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 clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

VI. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of companies Maharashtra, Mumbai.

VII. The liability of the members is limited.

21/11/2012

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- VIII.** The Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lacs Only) divided into 10,000 (Ten Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each.
- IX.** 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.
- X.** 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.
- XI.** The Company can be amalgamated only with another company registered under section 8 of the act and having similar objects.

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29/2/2017

XII. We, the several persons whose names, addresses are subscribed, are desirous of being formed into a company not for profit in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set Opposite our respective names:-

Sr. No.	Names, addresses, descriptions and occupations of Subscribers	No. of Equity Shares taken	Signature of Subscribers	Signature, names, addresses, descriptions of Witness
1.	RUCHIKA AGARWAL D/O SHYAM LAL R/O- 2/513, STEDIYAM ROAD, CHITRAKOOT, VAISHLI NAGAR, JAIPUR, RAJASTHAN- 302021 OCCUPATION-BUSINESS	1000	SD/-	<p>"I witness to subscribers, who have subscribed and signed in my presence on 28TH February 2017 at Alwar, Further I have Verifies their Identity details for their Identification and satisfied myself of their Identification particular as filled in."</p> <p>SD/- ARUN JAIN S/O DEEP CHAND JAIN KASHI RAM CIRCLE, NEAR TEMPOO STAND, ALWAR RAJASTHAN- 301001 Company Secretary in Practice M.No. 37184, CP No.- 13932</p>
2.	SEEMA SHAH D/O JAI PRAKASH AGARWAL R/O B/21, SUDERSHANPURA EXTN, BAIS GODAM, JAIPUR, RAJASTHAN- 302006 OCCUPATION-BUSINESS	9000	SD/-	

Total Number of Equity Shares 10000

Subscribed

Date: 28/02/2017

Place: ALWAR

28/02/17

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The Companies Act 2013
Articles of Association
Of
DEV MAHARAJ MICROFINANCE FOUNDATION
(COMPANY LIMITED BY SHARES not for profit under section 8 of the Act)

PRELIMINARY

1. A) The Articles contained in this Articles of Association shall not be altered except with the prior written consent of the Central Government.

B) Subject as hereinafter provided the Regulations contained in Table 'F' in the schedule I to the Companies Act, 2013 shall apply to the Company.

Clauses

4,5,6,7,8,9(i),(ii),18,26,36,37,38,39,40,41,48,76,80,81,82,83,84,85,86,87,88 of table F be excluded in Articles of Association.

INTERPRETATION

2. The Regulations contained in Table 'F' in Schedule I 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 expression shall have the following meanings, unless repugnant to the subjects or context.

"The Company" means **DEV MAHARAJ MICROFINANCE 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 Company

"Seal" means the common seal of the company

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

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

"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 constitutes to be a member for the time being.

21/11/15

21/11/15

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

APPLICABILITY OF TABLE "F" TO COMPANY

4. (1) The Regulation contained in Table "F" Schedule I to the act shall not apply to the Company except as expressly incorporated herein below or made applicable by said Act.
- (2) Wherever the Act provides that the company shall have the right, privilege or authority, or that the company can execute any transaction only if the company is so authorised by its articles, then these articles here by authorised and empowers the company to have such right, privilege or authority and to carry such transaction as have been permitted by the Act.

PRIVATE COMPANY

5. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:-
 - a) the right to transfer the share in the Company shall be restricted in the manner hereafter appearing:
 - b) where two or more persons hold one or more shares in a company jointly, they shall be treated as a single member:
 - c) the number of member of the Company shall be limited to two hundred, not including:
 - (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.
 - d) any invitation to the public to subscribe for any securities of the Company is prohibited.
 - e) The company may at any time by a special resolution convert itself into a Company of any other kind pursuant to Section 8(4)(ii) of the Act and Rule 21, 22 and 23 of the Companies Incorporation Rules, 2014.

ALLOTMENT OF SHARES

6. The share shall be under the control of the directors who may allot or otherwise dispose of the same to such persons on such terms and conditions as the directors deem suitable at their sole discretion.
7. Regulation 7 of Table "F" shall apply.

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COMMENCEMENT OF BUSINESS

8. The business of the Company may be commenced after the incorporation of the company or as the Directors deem suitable, notwithstanding whether only part of the authorised shares may have been issued or allotted.

CALLS ON SHARES

9. Regulation 13 to 18 of Table "F" excepting the provisions to regulation 13(i) shall apply.
10. On the trial or hearing of any action for the recovery of any money due for any call it shall be sufficient to prove that the name of the shareholders used is entered in the Register as the holders of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the Minute Book and the notice of such call was duly given to the shareholder in pursuance of those presents and it shall not be necessary to prove the appointment of the Directors who make such calls; nor any other matter whatsoever but the proof of the matter aforesaid shall be conclusive evidence of debt.
11. If two or more persons are registered as joint-holders of any share or shares, any one of such persons may give effectual receipt for all dividends in respect of such share or shares and such

SHARE CERTIFICATE

12. Regulation 3 of Table "F" shall apply

FORFEITURE OF SHARES

13. Regulation 28 To 34 of Table "F" shall apply

LIEN

14. Regulation 9 To 12 of Table "F" shall apply

TRANSFER OF SHARES

15. The right of members to transfer shares shall be restricted as follows :-
Shares may be transferred by a shareholder or other person entitled to transfer to any share holder only after first obtaining written permission of the Board of Director. All issues and matters relating to transfer of shares shall be final only when so decided by the Board of Directors of the Company in writing.
16. The instrument of transfer of any shares in the Company shall be executed by, or on behalf of, both transferor and transferee in accordance with the provisions of section 56 of the Companies Act of 2013.
17. Regulation 11 of Table "F" shall apply.

18. Any shares may be transferred if it is standing in the name of Trustee of an indenture of Trust or the Will of any deceased shareholder, upon any change of Trustee for the time being of such indenture of trust or of such Will and Article 16 will not apply to any transfer authorized by this clause.
19. The directors may, at their absolute and uncontrolled discretion, decline to register any transfer of share to any transferee, but such right of transfer refusal shall not be exercisable in the case of any transfer made pursuant to Article 19 except for the purpose of ensuring that the number does not exceed the limited prescribed by Article 3.
20. (a) The Directors may, at their absolute discretion, transfer any share without insisting on probate, letter of administration or any other representation to the estate of any deceased shareholder on taking such indemnity and/ or any other terms as they deem necessary and suitable.

(b) Every person, who may be entitled in his own right to any share or shares standing in the name of his clerk or nominee, may be registered as the holder of such share or shares either during the lifetime or after the death of such clerk or nominee, provided such person as to his title to such shares and provided such indemnity be given as the Directors may require, and he executes such form of transfer as may be approved by the Directors.
21. Regulations 23 to 27 of Table "F" shall apply.
22. Regulations 35 to 40 of Table "F" shall apply.
23. Regulation 6 of table "F" shall apply to different classes of Shares.
24. The Company may, by Special resolution and subject to confirmation by the Court, reduce its share capital in any way and, in particular, without prejudice in the generality of the foregoing power, may:-
 - (a) Extinguish or reduce the liability on any of its shares in respect of shares capital not paid up: or
 - (b) Either with or without extinguish or reducing liability on any of its shares cancel any paid up shares capital which is lost or unrepresented by available assets: or
 - (c) Either with or without extinguish or reducing liability on any of its shares pay off any paid up share capital which is in excess of the requirements of the Company: or
 - (d) In variation by rules before fixed, the share holders can decide to increase the paid up capital according to the rules stated for the amendments to the Article of Association, the increase of capital whether planned for future or against payment of funds can be decided only by the unanimous consent of the entire Board of Directors.

25. The Directors may, from time to time at their discretion, borrow and secure the payment of any sum of money for the purpose of the company. The director may, secure the repayment of such money in such manner and upon such terms and conditions, in all respects, as they deem suitable and, in particular, subject to these Articles charged upon all or any part of the property of the Company (both present and future) including its uncalled capital.

GENERAL MEETING

26. Provisions of Section 96 of the Act shall apply.

TRANSMISSION OF SHARES

27. The Directors may, whenever they deem necessary, convene an Extraordinary General Meeting and the Directors shall, on the request in writing of the shareholders holding not less one tenth of the paid up capital of the Company, on that date carrying voting right forthwith, proceed to convene an extraordinary General Meeting and provision of section 100 of the Companies Act shall not be necessary for Directors to annex explanatory statement of the notice calling General Meeting under section 102 of the Act.

ALTERATION OF SHARES

28. The Directors may, if they deem suitable, may convene a General Meeting other than Annual General Meeting of the company by giving a notice thereof, not less than three days in accordance with the provision of law and the Act. It shall not be necessary for Directors to annex explanatory statement to the notice calling under section 102 of the Act

PROCEEDINGS OF GENERAL MEETING

29. Regulation 44 to 48 of table "F" shall apply

SHAREHOLDER VOTING PROCEDURE

30. Regulation 50 to 59 of table "F" shall apply subject to the followings:-
- (a) That any shareholder may appoint more than one proxy to attend on the same occasion.
 - (b) A proxy may speak at the meeting unless chairman directs otherwise.
 - (c) A proxy may vote with a group unless the Chairman directs otherwise.

DIRECTOR

31. a) The number of Directors and shall not exceed fifteen at any time, and shall not be less than two.
- b) The number of Directors and the name of the first Director shall be determined in writing by the Subscribers of the memorandum or a majority of them.

The following Subscribers to the Memorandum and Articles of Association, namely:

1. Mrs. Ruchika Agarwal

2. Mrs. Seema Shah

Shall be the first Directors

- c) it shall not be necessary for a Directors to hold any Shares in the Company as qualification shares.
- d) The Firs Directors shall be permanent Directors of the Company not liable to retire by rotation The Directors ma, however, appoint such other person/s as Director/s whose office may be liable to retire by rotation.
32. a) The Directors who are members of the Company named in the Articles of Association are not entitled to any remuneration
- b) The remuneration of the Directors not being members shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
33. Subject to Articles No.24 above the expenses of each Director for attending the Meeting of the Board or committee thereof or general meeting shall be such sum as may be decided by the Board of Directors from time to time, provided that fee so decided by the Board shall not exceed such sum as may be prescribed by the Central Government from time to time. In addition to the expenses payable to the Directors under the preceding clause, they may be paid all travelling, hotel and other expenses properly incurred by them:
- a. In attending and returning from meeting of the Board of Directors or any committee thereof or general meeting of the Company.
- b. In connection with the business of the Company.

RETIREMENT AND ELECTION OF DIRECTORS

34. Directors shall not be liable to retire from office by rotation unless otherwise decided in the General Meeting.
35. The Company may, from time to time by ordinary resolution increase or reduce the number of Directors.
36. The Directors shall have the power at any time and from time to time to appoint any person to be a Director as an addition to the existing Director but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
37. The Company may by ordinary resolution of which special notice has been given in accordance with section 115 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Article or in an agreement between the company and such Director and such removal shall be without prejudice to any contract of service between him and the company.

21/11/2018

21/11/2018

38. The Company may by ordinary resolution of which special notice has been given in accordance with section 115 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Article or in an agreement between the company and such Director and such removal shall be without prejudice to any contract of service between him and the company.
39. If the company borrows any money from any Financial Corporation or institution Government or any Collaborator, Bank, Person or persons or any other loan giving agency or source, while any money remains due to them or any of the said Corporation, Institution or the Government Body or the financier or collaborators or bank, they shall have and may exercise the right and power to nominate from time to time any person or persons to Director of company and such Directors shall not be liable to retire by rotation subject to limit to limit prescribed under the Companies Act. Any person so nominated may at any remove from office by the nominating authority who may from time of such removal or in case of death or resignation of such person nominate any other in his place. Any such nomination or removal shall be in writing signed the nominator and serve on the company.

VACATION OF OFFICE BY DIRECTOR

40. Section 164 and section 168 of the companies act shall apply.
41. The Director from time to time subject to section 118 of the act, appoint one or more of the directors to the office of Managing Director of such period and on such term as they deem suitable and subject to the terms of any agreement. In any particular case, the board may revoke and terminate such appointment if the Managing Director ceases to be a Director.
42. The Directors may entrust to and confer upon Managing Director any of the powers exercisable by them upon such term and conditions and by Board with such restriction as they may deem suitable and either collaterally with or to the exclusion of their own powers.

PROCEEDING OF DIRECTOR

43. The quorum necessary for the transaction of the business of the directors shall be simple majority/ two directors.
44. Regulations 67 to 76 of the table "F" shall apply, subject to that adjourned meeting may be called at any time with the consent of all the directors.

POWERS OF DIRECTORS

45. The management of the business of the company shall be vested in the Directors who may exercise all such powers and do such acts as authorised by the memorandum of the association or otherwise authorised to exercise or do, and as are not hereby directed and required to be exercised or done by the company in general meeting but subject to the nevertheless to the provision of the Act, and these present and to any regulations from time to time made by the Company In general meeting not being inconsistent with the provision of these presents, Provided that no such requirements shall invalidate any prior act of the Directors which would have been valid if said requirement had not been made mandatory.

MANAGER OR SECRETARY

46. Regulation 77 to 78 of the Table "F" shall apply.

THE SEAL

47. The directors shall be responsible for to safe custody of the day common seal of the company and the seal shall never be used except by the authority of the directors to any one Director of the company as previously given and in the case of share certificate, the rules in force for the time being provided nevertheless that any instrument bearing the seal of the company and issues for valuable consideration shall be binding on the authority of the Directors to issue the same.

ACCOUNTS

48. Section 128 to 138(both inclusive) of the companies Act 2013 of Table "F" shall apply.

NOTICE

49. Service of any document or notice by the Company on its members shall be affected in accordance with the provisions of Section 20 of this Act.

INDEMNITY

50. Regulation 91 of table "F" shall apply.
51. No member shall be entitled to any information relating to the Company's trading or business as in the opinion of the Director will be inexpedient to disclose in the interest of the Company.

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signature shall be in form specified below:

Sr. No.	Names, addresses, descriptions and occupations of Subscribers	Signature of Subscribers	Signature, names, addresses, descriptions of Witness
1.	RUCHIKA AGARWAL D/O SHYAM LAL R/O-2/513, STEDIYAM ROAD, CHITRAKOOT, VAISHLI NAGAR, JAIPUR, RAJASTHAN-302021 OCCUPATION-BUSINESS	SD/-	<p>"I witness to subscribers, who have subscribed and signed in my presence on 28TH February 2017 at Alwar, Further I have Verifies their Identity details for their Identification and satisfied myself of their Identification particular as filled in."</p> <p>SD/- ARUN JAIN S/O DEEP CHAND JAIN KASHI RAM CIRCLE, NEAR TEMPOO STAND, ALWAR RAJASTHAN- 301001 Company Secretary in Practice M.No. 37184, CP No.- 13932</p>
2.	SEEMA SHAH D/O JAI PRAKASH AGARWAL R/O B/21, SUDERSHANPURA EXTN, BAIS GODAM, JAIPUR, RAJASTHAN-302006 OCCUPATION-BUSINESS	SD/-	

Date: 28/02/2017

Place: ALWAR

28/02/2017

28/02/2017