



GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Delhi

4th Floor, IFCI Tower, 61, Nehru Place New Delhi - 110019, Delhi, INDIA

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U80302DL2009NPL187147

I hereby certify that the name of the company has been changed from ~~ADG EDUCATION PRIVATE LIMITED~~ to ~~ADG EDUCATION~~ with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name ~~ADG EDUCATION PRIVATE LIMITED~~

Given under my hand at Delhi this First day of September Two Thousand Fifteen.

Signature valid
Digitally signed by Ministry
of Corporate Affairs, Govt.
of India
Date: 2015.09.01 09:51:50
GMT+05:30

DEBASISH BANDOPADYAY

Registrar of Companies
Registrar of Companies
Delhi

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

ADG EDUCATION
842, Ward-6, Mehrauli,
New Delhi-110030,
Delhi, INDIA.


MUKTA BAKSHI

Principal

K.R. Mangalam World School
RPS City, Kheri Road, Sector-38
Faridabad-121002, Haryana, India



प्रारूप 1

पंजीकरण प्रमाण-पत्र

कार्पोरेट पहचान संख्या : U80302DL2009PTC187147

2008 - 2009

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
ADG EDUCATION PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह
कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक दो फरवरी दो हजार नौ को मेरे हस्ताक्षर से दिल्ली में जारी किया जाता है।

Form 1

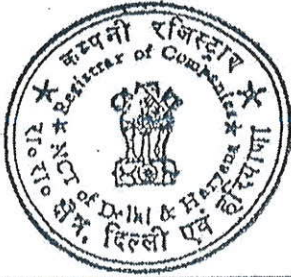
Certificate of Incorporation

Corporate Identity Number : U80302DL2009PTC187147

2008 - 2009

I hereby certify that ADG EDUCATION PRIVATE LIMITED is this day incorporated
under the Companies Act, 1956 (No.1 of 1956) and that the company is private
limited.

Given under my hand at Delhi this Second day of February Two Thousand Nine.



(MAHESH CHANDRA SAXENA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा
National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:
ADG EDUCATION PRIVATE LIMITED

842, ward-6, Mehrauli,
New Delhi - 110030,
Delhi, INDIA

MUKTA BAKSHI

Principal

K.R. Mangalam World School
RPS City, Kheri Road, Sector-88
Faridabad-121002, Haryana, India



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GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Office of the Registrar of Companies, Registrar of Companies, National Capital Territory of Delhi and
Haryana
4th Floor , IFCI Tower , 61 , Nehru Place , New Delhi - 110019, Delhi, INDIA

License under section 8 (5) of the Companies Act, 2013
[Pursuant to rule 20 of the Companies (Incorporation) Rules, 2014]

Section 8 Licence Number : 105720



WHEREAS it has been proved to my satisfaction that the objects of ADG EDUCATION PRIVATE LIMITED being a company registered under any previous company law as a limited company are restricted to those specified in, clause (a) of sub-section (1) of section 8 of the said Act and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members;

NOW, THEREFORE, in exercise of the powers conferred by sub-section (5) of section 8 of the said Act, I, the Registrar at New Delhi, hereby grant this license authorising the company by a special resolution to change its name by omitting the word "Limited", or as the case may be, the words "Private Limited" from such 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, whenever 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;

(4) 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;

(5) that nothing in clauses (3) and (4) 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;

(6) 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;

(7) The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects; and

(8) that, without prejudice to action under any law for the time being in force, this license 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 license is issued;

(b) if the affairs of the company are conducted fraudulently or in a manner violate the objects of the company or prejudicial to public interest.

Dated this Seventh day of August Two Thousand Fifteen.

MUKTA BAKSHI
Principal
K.R. Mangalam World School
RPS City, Kheri Road, Sector-88
Faridabad-121002, Haryana, India

ATMA SAH
Registrar of Companies

Memorandum

And

Articles of Association

of

ADG EDUCATION



MUKTA BAKSHI

Principal

K.R. Mangalam World School
RPS City, Kheri Road, Sector-88
Faridabad-121002, Haryana, India

(THE COMPANIES ACT, 2013)
MEMORANDUM OF ASSOCIATION
[Pursuant to rule 19(2) the Companies (Incorporation) Rules, 2014]
OF
ADG EDUCATION

1. The Name of the Company is: - "ADG EDUCATION".
2. The Registered Office of the Company will be situated in the "National Capital Territory of Delhi".
3. The objects for which the Company is established are:-
 1. To promote education and higher education by establishing and carry on school, colleges and educational institution(s) and to carry on courses in all subjects or branches of engineering, science, medical, commerce, arts, management and any other faculty of education to run Management and Computer training institutions not with the motive of profit.
 2. No object of the Company will be carried without obtaining prior approval/ No Objection Certificate from the concerned authority wherever required/ prescribed.
 3. None of the objects of the Company will be carried out on commercial basis.
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 Endeavour 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.
 4. The objects of the company extend to the India.
 5. (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;


MUKTA BAKSHI
Principal

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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. The share capital of the company will consist of Rs. 2,00,00,000/- (Rupees Two Crores) divided into 20,00,000 (Twenty Lacs) Equity shares of Rs. 10/- (Rupees Ten) 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.



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12. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

Sl. No.	Name, Addresses Description and Occupation of each Subscriber	Number and type of Equity Shares	Signature of Subscribers	Name, Address, description and Signature of witnesses
1.	Sahdev Gupta S/o Sh. Hem Chand Gupta R/o 6/842, Main Bazar Mahrauli, New Delhi-110030 (Business)	1666	Sd/-	<p>I hereby witness the signatures of all the Six subscribers, who have signed in my presence.</p> <p>Sd/- (JITESH GUPTA) (Company Secretary) C. P. No. 2448 D-17, Vijay Nagar Delhi - 110009</p>
2.	Kapil Dev S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	1666	Sd/-	
3.	Braham Dev S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	1666	Sd/-	
4.	Inder Dev Gupta S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	1666	Sd/-	
5.	Jai Dev S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	1666	Sd/-	
6.	Yash Dev Gupta S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	1670	Sd/-	
TOTAL		10,000		

Pl:


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Principal
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Faridabad-121002, Haryana, India

I
(THE COMPANIES ACT, 2013)
(A COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
ADG EDUCATION

PRELIMINARY

1. The regulation contained in table 'F' of the First Schedule to the Companies Act, 2013 and applicable to limited companies by shares shall apply to this company subject to further additions, which are made herein which are not inconsistent with the provisions of Table 'A'.
2. The regulations for the management of the Company and for the observance of the members thereof and their representatives shall subject to any exercise of the statutory powers of the company in reference to the repeal or alteration of its regulation by special resolution with the approval of the Registrar of Companies and Ministry as prescribed or permitted by the Act be such as are contained in these articles.
3. In these articles unless there be something in the subject or context inconsistent therewith,

INTERPRETATION

4. (1) In these Regulations :-
 - a) "Company" means: **ADG EDUCATION**
 - b) "The Act" or "The said Act" means, Companies Act, 2013 as amended by any Act or Acts for the time being in force in the Union of India.
 - c) 'The Director' means the Director being of the Company and includes any person occupying the position of Director by whatever name called as defined under section 2(34) of the Companies Act, 2013.
 - d) 'The Office' means the Registered Office for the time being of the Company.
 - e) 'The Board' means the Board of Directors of the Company.
 - f) 'Seal' means the common seal of the Company.
 - g) "Private Company" within the meaning of section 2(68) of the Companies Act, 2013 and accordingly.
 - i. The right to transfer the shares of the Company is restricted in the manner hereinafter provided.
 - ii. The number of the members of the Company shall be limited to Two Hundred (200) not including;
 - i. Person who are in employment of the Company, &
 - ii. Person who having been formerly in the employment of the Company were Members after the employment ceased. Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Articles, be treated as a Single Members; and

No invitation shall be issued to the public to subscribe for any shares in, or debentures of, the Company.

The Company shall not invite or accept any deposits from persons other than its members, directors or their relatives.


MUKTA BAKSHI

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- h) "Bye-laws" "Rules" and Regulations means the bye-laws, Rules and Regulations of the Company for the time being in force.
- i) 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.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. (a) 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 8 of the Memorandum of Association with power 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 attach 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.
- (b) The minimum paid up Capital of the Company shall be Rs.1,00,000/- (Rupees One Lac Only).
- (c) The rights of the holders of any class of shares forming part of capital for the time being of the Company may be modified, affected, varied, extended, surrendered or Abrogated in such manner as is or may be provided by the Articles of Association of the Company as originally registered or as altered from time to time.
- (d) The business of the Company may be commenced soon after the incorporation of the Company as and when the Directors shall think fit notwithstanding that part of the shares have been allotted.
- (e) The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors may think fit.
- (f) The Directors may allot and issue shares in the capital of the company on full payment or part payment or for any property, goods or machinery supplied, sold or transferred or for services rendered to the company.
- (g) The Company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.
- (h) The certificate to share registered in the name of two or more persons shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.
6. (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 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.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid -up thereon.
- (iii) 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.

MUKTA BAKSHI
Principal

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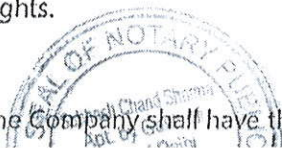
7. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then 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.
- (ii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
8. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
9. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
10. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.
11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
12. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

PREFERENCE SHARES

13. The Company shall, subject to provisions of the Companies Act has power to issue preference shares redeemable at the option of the Company or to issue share with disproportionate voting rights.

ALTERATION TO MEMORANDUM

14. The Company shall have the power to alter the conditions of the Memorandum in any manner.



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ALLOTMENT OF SHARES

15. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, for entitlement to become the member of the Company on such terms & conditions and at such time as the Directors may think fit, but subject always to the articles herein contained and also to the restrictions mentioned in the Articles hereof.
16. As regards allotments made from time to time the Company shall duly comply with provisions of the Act.

CONTROL OF SHARES

17. The shares of the Company shall be under the control and discretion of the Board of Directors who may divide the shares into several classes and subject to the provisions herein contained may allot, transfer or persons and for such consideration upon such terms and conditions, at such time as the directors may in their absolute discretion think fit and such shares may be issued at par, at a premium or at a discount. The Directors may allot and issue shares in the capital of the company in payment or part payment for any property sold and transferred or for services rendered to the company or the conduct of its business or for any other consideration and any shares so allotted may be issued as fully paid up and/or partly paid up shares. The company shall have the power to issue shares having disproportionate voting rights.

SHARES HELD JOINTLY

18. If the shares are held in the name of two or more jointly, then the person first named in the Register of Members shall for all the purpose except voting and transfer, be deemed to be sole holder thereof. But the joint holders are severally and jointly liable for all purpose.

TRANSFER AND TRANSMISSION OF SHARES

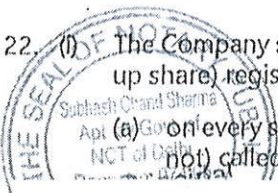
19. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee, and the Board of Directors must offer to the other shareholders the shares offered at the fair value, and if the offer is accepted, the shares shall be transferred to the acceptor; and if the shares or any of them are not so accepted within one month from the date of notice to the Board of Directors the members proposing transfers shall, at any time within three months, afterwards, be at liberty, subject to Article 20 and 21 hereof, to sell and transfer the shares to any person at the same or at higher price.

In case of any dispute, regarding the fair value of the shares it shall be decided and fixed by the Company's Auditor whose decision shall be final.

20. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when (lie transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs, and the Directors may decline to give such sanction without assigning any reason, subject to Section 58 of the Act.
21. The Directors may refuse to register any transfer of share (1) where the company has a lien on the share, or (2) where the share is not a fully paid up share, subject to Section 58 of the Companies Act 2013.

LIEN

22. (1) The Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) registered in the name of such member (whether solely or jointly with others) (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and



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- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
23. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
24. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
25. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

PROCEEDINGS AT GENERAL MEETINGS

26. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceed to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
27. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
28. 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.
29. 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.
30. (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.


NOTARY

MIKTA BAKSHI
Principal
K.R. Mangalam World School
GGS City, Kheri Road, Sector-08
Meerut-221002, Haryana, India

- (a) 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.
- (b) 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 AND PROXY

31. Subject to any rights or restrictions for the time being attached to any class or classes of 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.
32. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and rules made thereunder and shall vote only once.
33. (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.
34. 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.
35. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
36. 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.
37. (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.
38. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised 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.
39. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
40. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.


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 Principal
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DIRECTORS


41. The number of Directors shall not be less than two and not more than fifteen.
42. The first Directors of the Company shall be:-
 - Mr. Yashdev Gupta
 - Mr. Jai Dev
 - Mr. Braham Dev
 - Mr. Sah Dev Gupta
 - Mr. Kapil Dev
 - Mr. Inder Dev Gupta
43. The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
44. Subject to the provisions of section 149, the Board of Directors, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Directors so appointed shall hold office only until the next following Annual General Meeting but shall be eligible thereof for election as Director.
45. The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another subject to the provisions of the Companies Act, 2013.
46. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Act, shall be one third of the total strength or at least two whichever is higher. The participation of the directors by video conferencing or by other audio visual means shall also be count for the purpose of quorum.
47. Subject to section 175 of the Act, a resolution in writing signed by the Director except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.
48. If any Director or Directors shall undertake special services for the company, the Board of Directors may sanction a special remuneration for his or their work, as they may think proper provided that the confirmation of the members in the General Meeting shall be taken thereof.

PROCEEDINGS OF THE BOARD

49. (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.
50. (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.

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51. 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.
52. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.
53. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
54. (i) A committee may elect a Chairperson of its meetings;
- If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- (ii) A committee may meet and adjourn as it thinks fit.
- 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.
- (iii) 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.
- (iv) 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.
55. The quorum necessary for the transaction of the business of Directors shall be two Directors or one third of the total number of Directors whichever is higher. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by law or under the Articles and regulations for the time being vested or exercisable by the Directors generally.
56. For Meeting of Board of Directors of the Company, the Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
57. A Director or Directors may on the requisition of a director or director of the Company, at any time, summon a meeting of the Board.
58. Save as otherwise expressly provided in the Act, question arising at any meeting of the Board shall be decided by a simple majority of votes.
59. The Members may by passing an Ordinary Resolution remove a director, before the expiry of his period of office.


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COMMON SEAL

60. (a) The Common Seal of the Company may be made either of metal or of rubber as the directors may decide.
- (b) The Board shall provide for the safe custody of the Company's Common Seal.
- (c) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf and except in the presence of at least one director who shall sign every instruments to which the seal of the Company is so affixed. The share certificate will, however, be signed and sealed in accordance with Rule prescribed by Central Government in this regard.

BORROWING POWERS

61. Subject to section 73 and 179 of the Companies Act, 2013, and Rules made there under and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest as may be approved by the Directors.
62. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

OPERATION OF BANK ACCOUNTS

63. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other person or persons to exercise such powers.

DIVIDENDS AND RESERVE

64. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
65. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
66. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary to divide, without setting them aside as a reserve.
67. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

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- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
68. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
69. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
70. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
71. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
72. No dividend shall bear interest against the company.

ACCOUNTS

73. (a) The Board shall, from time to time, determine whether and to what extent and at what, times and places and under what conditions or regulation the accounts and books of the Company or any of them shall be open to the inspection of members (not being Director).
74. No members (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.
75. The Directors shall in all respect comply with the provisions of Section 128, 134, 137, 206, 207 and 208, of the Act, and profits and Loss Account, Balance Sheet and Auditors Report and every other document required by law to annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of section 136 of the Act.

BUY-BACK OF SHARES

76. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

AUDIT

77. (a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

[Handwritten signature]
RAJESH BAKSHI
 Principal
 K.R. Mangalam World School
 RPS City, Kheri Road, Sector-88
 Faridabad-121002, Haryana, India

We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Articles of Association:

Sl. No.	Name, Addresses Description and Occupation of each Subscriber	Signature of Subscribers	Name, Address, description and Signature of witnesses
1.	Sahdev Gupta S/o Sh. Hem Chand Gupta R/o 6/842, Main Bazar Mahrauli, New Delhi-110030 (Business)	Sd/-	<p>I hereby witness the signatures of all the Six subscribers, who have signed in my presence.</p> <p>Sd/- (JITESH GUPTA) (Company Secretary) C. P. No. 2448 D-17, Vijay Nagar Delhi -110009</p>
2.	Kapil Dev S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	Sd/-	
3.	Braham Dev S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	Sd/-	
4.	Inder Dev Gupta S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	Sd/-	
5.	Jai Dev S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	Sd/-	
6.	Yash Dev Gupta S/o Sh. Hem Chand Gupta R/o 842, Ward-6, Mahrauli, New Delhi-110030 (Business)	Sd/-	

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