

**(THE COMPANIES ACT, 2013)**

A COMPANY NOT FOR PROFIT UNDER SECTION 8 OF THE COMPANIES ACT, 2013  
(COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL)

**ARTICLES OF ASSOCIATION**

**OF**

**PAL CHARITY INDIA FOUNDATION**

**I.** (1) In these regulations—

(a) “the Act” means the Companies Act, 2013;

(b) “the seal” means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

***MEMBERS***

**II. 1.** The number of members with which the company proposes to be registered is four, but the Board of Directors may, from time to time, whenever the company or the business of the company requires it, register an increase of members.

**2.** The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.

***GENERAL MEETINGS***

**3.** All general meetings other than annual general meeting shall be called extraordinary general meeting.

**4. (i)** The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### ***PROCEEDINGS AT GENERAL MEETINGS***

5. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

6. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

7. 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.

8. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### ***ADJOURNMENT OF MEETING***

9. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### ***VOTING RIGHTS***

10. Every member shall have one vote.
11. 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. Proxy must be member of the company.
12. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
13. (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.
14. 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.
15. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
16. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

### ***BOARD OF DIRECTORS***

17. The number of the directors shall not be less than two and not more than fifteen provided company may appoint more than fifteen directors after passing a special resolution.

The following shall be the first directors of the Company:

1. RAJIB BISHOYI
2. SANJAY BISOYI
3. AJIT KUMAR BARADA
4. ARATI KUMARI SWAIN

**18.** (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

#### ***PROCEEDINGS OF THE BOARD***

**19.** (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.

**20.** (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.

**21.** 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.

**22.** (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such chairperson is elected, or if at any meeting the Chairperson is not present

within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.

**23.** (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.

**24.** (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**25.** (i) A committee may meet and adjourn as it thinks proper.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.

**26.** All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**27.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

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

**28.** Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it

thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

**29.** A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

### ***THE SEAL***

**30.** (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **ACCOUNTS AND AUDIT**

**31.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

(iii) The Company shall maintain true and proper books of account relating to the business carried on by it, and they shall be audited by the Company's auditor to be appointed under the provisions of the Companies Act, 2013 and his duties shall be regulated in accordance

with the relevant provisions of the said act or any statutory modifications thereof.

### **NON PAYMENT OF REMUNERATION TO PROMOTERS**

32. (i) No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of bonus or otherwise by way of profit, to persons who, at any time are, or have been, members, promoters of the company or to any one or more of them or to any persons claiming through any one or more of them.
- (ii) The company will not pay any remuneration or any portion of profit or in any other way to the promoters/members of the Company.

### **THE RIGHT OF DIRECTORS AND OTHERS TO BE INDEMNIFIED**

33. Every officer or agent for the time being of the Company shall be indemnified out of the funds of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the provisions of the Act in which relief is granted to him by the Court/Tribunal.

### **SECRECY**

34. Every Manager, Auditor, Trustee, member of a Committee, Officer, Servant, Agent, Accountant or other Person employed in the business of the Company shall, if so required by the Board before entering upon his duties, sign declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself to not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by a court of law, and except so far as may be necessary in order to comply with any of the provisions to these presents.

## **GENERAL AUTHORITY**


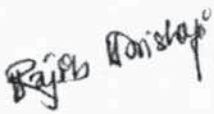

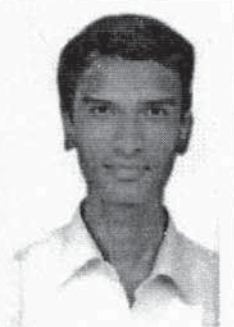
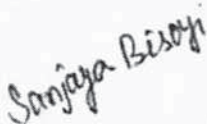

35. Wherever in the Companies Act, 2013, it is provided that a company shall be entitled to exercise any right, or power or authority only if it is so authorised by its Articles, then and in that case, this Article hereby authorises and empowers this Company to have such right, power or authority.

## **WINDING UP, RECONSTRUCTION AND DISTRIBUTION OF ASSETS**

36. 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.





We, the several persons, whose names, address and occupations are hereinafter subscribed below, are desirous of being into a Company in pursuance of this Articles of Association

Sl. No.	Names, Addresses, descriptions and occupations of subscribers	Signature of Subscriber	Name and description of Witness
1.	<p>Name: <b>Rajib Bishoyi</b></p> <p>S/o: <b>Shri Gourango Bishoyi</b></p> <p>R/o: <b>Sidhakhandi, Post Sidheswar, Near Krishna Temple, Berhampur, Sidheswar, Ganjam, Orissa 761054</b></p> <p>Nationality: <b>Indian</b>            DOB: <b>14/04/1990</b>            Place of Birth: <b>Ganjam, Odisha</b>            Educational Qualification: <b>Post Graduate</b>            Occupation: <b>Social Work</b>            PAN: <b>APVPB3176N</b>            Email: <b>bishoyi-rajib@pal.org.in</b>            Phone No: <b>9938265997</b></p>	  	<p><u>Witness 1</u></p> <p>Name:- <b>Mayank Goyal</b>            S/o:- <b>Pawan Kumar</b>            R/o:- <b>J-62, J block Laxmi Nagar, Delhi - 110092.</b></p> <p></p>
2.	<p>Name: <b>Sanjaya Bisoyi</b></p> <p>S/o: <b>Shri Gouranga Bisoyi</b></p> <p>R/o: <b>Siddheswar, Siddheswara, Ganjam Orissa 761054</b></p> <p>Nationality: <b>Indian</b>            DOB: <b>12/03/1984</b>            Place of Birth: <b>Ganjam, Odisha</b>            Educational Qualification: <b>Graduate</b>            Occupation: <b>Social Work</b>            PAN: <b>AJSPB0037B</b>            Email: <b>sanjay@pal.org.in</b>            Phone No: <b>7682830182</b></p>	    Signature	<p><u>Witness 2</u></p> <p>Name <b>Vikram Negi</b>            S/o Mr. <b>Vijay Kumar Negi</b>            R/o :- <b>B-674 Sec-1, Rohini, New Delhi - 110085</b></p> <p></p>

Place: Delhi

Dated: this 30<sup>th</sup> Day of June, 2017

We, the several persons, whose names, address and occupations are hereinafter subscribed below, are desirous of being  
 Into a Company in pursuance of this Articles of Association

Sl. No.	Names, Addresses, descriptions and occupations of subscribers	Signature of Subscriber	Name and description of Witness
3.	<p>Name: <b>Ajit Kumar Barada</b></p> <p>S/o: <b>Shri Biswanath Barada</b></p> <p>R/o: <b>Village/Ward: Tileswar, G.P/Town: Maulabhanja P.S: Digapahandi, District: Ganjam Digapahandi Orissa 760001</b></p> <p>Nationality: <b>Indian</b>                      DOB: <b>09/05/1988</b>                      Place of Birth: <b>Ganjam, Odisha</b>                      Educational Qualification: <b>Post Graduate</b>                      Occupation: <b>Social Work</b>                      PAN: <b>ATBPB9027A</b>                      Email: <b>barada-ajit@pal.org.on</b>                      Phone No: <b>7682830181</b></p>		<p><u>Witness 1</u></p> <p>Name:- <b>Mayank - Croel</b></p> <p>S/o:- <b>Pawan Kumar</b></p> <p>R/o:- <b>J-62, J Block, Laxmi Nagar, Delhi-110092</b></p> <p><i>(Signature)</i></p>
4.	<p>Name: <b>Arati Kumari Swain</b></p> <p>D/o: <b>Shri Krushna Chandra Swain</b></p> <p>R/o: <b>Goutami, Ganjam, Orissa - 761054</b></p> <p>Nationality: <b>Indian</b>                      DOB: <b>21/02/1996</b>                      Place of Birth: <b>Ganjam, Odisha</b>                      Educational Qualification: <b>Post Graduate</b>                      Occupation: <b>Social Work</b>                      PAN: <b>FSFPS3848A</b>                      Email: <b>arati@pal.org.in</b>                      Phone No: <b>7682830183</b></p>		<p><u>Witness - 2</u></p> <p>Name - <b>Vikram Negi</b></p> <p>S/o <b>Mr. Vijay Kumar Negi</b></p> <p>R/o <b>B-674, Sec-1, Rohini New Delhi - 110085</b></p> <p><i>(Signature)</i></p>
		<p><i>Arati Kumari Swain</i></p> <p>Signature</p>	

Dated: this 30<sup>th</sup> Day of June, 2017

Place: Delhi