

(The Companies Act, 1956)

**Memorandum of Association**

Of

**MEDHA LEARNING FOUNDATION**  
(COMPANY LIMITED BY SHARES  
NOT FOR PROFIT UNDER SECTION 25 OF THE ACT)

- I. The name of the company is **MEDHA LEARNING FOUNDATION**
- II. The Registered Office of the Company will be situated in the State of Uttar Pradesh
- III. The objects for which the Company is established are –

**A. THE MAIN OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE –**

1. To manage and run training centers and institutes and to act as consultants, advisors, developers in the field of human resource development, institutional development, learning technology development and curriculum development and to provide professional, technical and management assistance to various agencies and stakeholders engaged in activities allied to the objects of the company.
2. To run, maintain or assist any educational or other institution for training, guidance, counseling, mentoring or vocational training or to grant individual scholarships for poor, deserving and needy students for elementary education, vocational training and higher education and for promoting employment opportunities for the low-income households and the weaker section of the society.
3. To undertake, conduct, organize, encourage and participate in seminars, workshops, conferences, conventions, councils, tutorials, lecture, series and group discussion in India and abroad, on various aspect for various stakeholders.
4. To organize and conduct development programmes, to run homes for children, adults, and the aged and also for the physical or mentally challenged.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To work towards, participate and assist in creation of market linkages and market aggregation activities.
2. To interact and draw professional support and assistance from various regional, national and international institutions for attaining the objectives of the company.
3. To engage in the task of development and empowerment of economically backward section, in particular, poor from the underprivileged categories and communities, and to establish, set up, conduct, Aid, help or otherwise support agencies engaged in the aforesaid task.
4. To raise the necessary funds by whatever means to achieve the objects of the company excluding inviting deposits from the public and as per the guidelines issued and modified by the RBI in this regard from time to time.
5. To enter into and execute all types of public & private contracts for or in connection with the main objects.
6. To open and operate any type of bank accounts in any Bank approved by the Board of Directors, and obtain credit facilities with or without securities for its business.
7. To undertake whole or any part of the business, property, assets and liabilities of any person carrying on any business which the company is authorized to carry on or possession of property suitable for the purpose of the main objects of the company.
8. To respond to natural calamities and provide effective relief for those affected. To undertake and assist development and relief poor by all conceivable means especially in the areas related to natural calamities and other calamities and to undertake improvement of basic amenities like water supply, electricity, roads, housing, transport, drainage and sanitation and to ensure medical and other health care, women and children welfare, in all fields.
9. To takeover the activities and or assets as overall successor in interest or otherwise of any institution or organization having similar objects and not operating for profit and which has been applying its profit or other income for benevolent purpose.
10. To encourage or assist the development and growth of the rural craft and industries including cottage and small-scale industries.



11. To encourage the villagers to produce any or many particular agro product, vegetables, Milk, fruits, juices and other edible items or the product which have medicinal value by giving them various assistance including but not limited to financial. To provide them assurance to purchase the products of the villagers, farmers etc.
12. To work in sync with other social organizations, NGOs, Civil Society Organizations, Self Help Groups to ensure attainment of the objects of the company as the Board of Directors of the Company may deem fit.
13. To give donation or otherwise assist, in any form whatsoever, public charitable institutions, societies, funds, trusts, foundations and Non-Government Organizations.
14. To fix and receive fees and other charges for product and services rendered.
15. To retain or employ skilled professionals, regional, national, international, in connection with the objective of the company and to pay professional fees or remuneration, as may be thought fit, provided no members of the company is paid anything other than allowed under law.
16. To incur debts and obligations for the conduct of any business of the company and to purchase or hire goods, materials or machinery on credit or otherwise for any purpose of the company.
17. To improve, manage, work, alter, exchange, lease, mortgage, turn to account abandon, or otherwise deal with all or any part of the property, rights, privileges and concessions available to the company, and to deal with any articles or render any services with utilizations of Machinery, equipments, assets belonging to the company for the purpose of the environmental planning.
18. To open branch offices or place of business in India or abroad.
19. To promote and undertake the formation and establishments of such institutions, business, company, as may be considered to be conducive to the benefit and interest of the company in any part of the world.
20. To enter into any agreements with any governments or authorities(Municipal, autonomous bodies, local or otherwise) or any corporations, company or any cooperative societies or trusts or public society or organizations or institutions or person in any part of the world, which may seem conducive to any of the objects of the company, and to obtain from such governments or others concerned any contract, rights, monies, privileges and concessions which the company may think desirable and to carry out, exercise and comply with any such contacts, rights, privileges and concessions.



21. To open, keep a register or registers in any state in India or abroad wherever it may be deemed necessary and expedient to do so & allocate any number of shares in the company to such register or registers.
22. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.
23. To open current, Saving, Fixed account or accounts with any bank or Banks or individuals, firm or company, or and to pay into and to withdraw monies from such account or accounts and to negotiate, draw, accept, endorse, discount, buy, sell and deal in bill of exchange, promissory notes, bonds, debenture, coupons and negotiable or transferable instruments and securities.
24. To establish and support or aid in the establishment and support of associations, institutions, companies, societies, co-operatives, funds, trusts and conveniences for the benefit of the employees or the ex-employees or of persons not being member in any case having dealings with the company or the dependents of such persons and in particular friendly or benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payout or lump sum and to make payments towards insurances and to form and contribute to the pensions, provident or other funds for the benefit of such persons.
25. To form subscribe or contribute to or otherwise to assist, aid or give to public, charitable, benevolent, scientific, national or other institutions, funds, objects or purposes which in the opinion of the board of the directors of the company or likely to promote or further the objects of the company.
26. To set apart and create any depreciation fund, reserve fund, insurance funds, sinking funds or any other special fund, for depreciation or for repairing, improving, extending, and maintaining any of the property of the company or for the any other purposes conducive to and in the interest of the company.
27. To apply to the government and national and international donor agencies, public bodies such as urban, local, municipal, district and other bodies, private charitable institutions, family run or other foundations, individuals, corporations, companies or other persons for and to accept grants, long term loan, cash credit, equipments and appliances, donations, subscriptions and other assistance with a view to promoting the objects of the company and to confirm to any proper conditions on which such grants, loans etc. may be received.
28. To pay all expenses, costs and fees, preliminary or incidental for the formation of the company and its registration either in cash or by issue of securities as the company's boards considers appropriate.
29. To publish, circulate, distribute pamphlets, brochures, journals, periodicals or such other materials, and using electronic media, websites and internet as



may be decided for advertising, giving publicity or otherwise promoting the activities, programmes of the company or the products and services of the company, its Members or others connected with the company.

30. To procure recognition of the company in any country or place outside India.

31. To merge, amalgamate and enter into arrangements with any other company having objects similar to that of the company for better effectuating the charitable objects of the company.

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 regulations or restrictions which, if any object of the company would make it a Trade Union.

**(C) THE OTHER OBJECTS ARE NIL.**

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

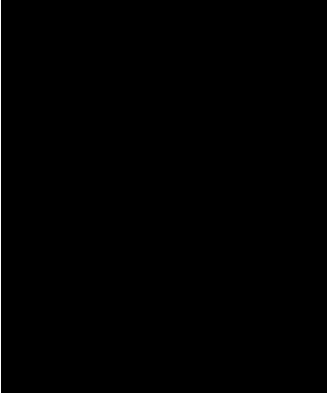


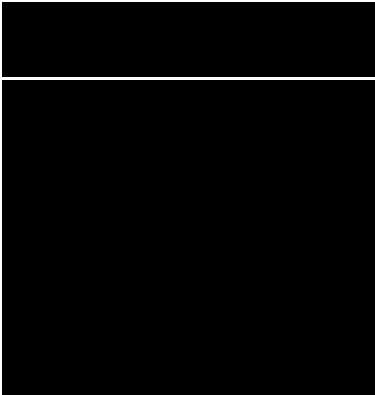

**V. Income and Property:**

1. The income and the property of the company shall be applied solely for the promotion of the objects of the company.
2. No portion of the income or property aforesaid shall be paid by way of dividend, bonus or otherwise by way of profit, to members or persons claiming through them.
3. Except with the previous approval of the Central Government, no remuneration, or other monetary benefit shall be given by the company to any of its members, whether officers or servants of the company or not, with the following exceptions:-
  - a. Payment of out-of-pocket expenses
  - b. Reasonable and proper interest on money lent
  - c. Reasonable and proper rent on premises let to the company
4. Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the company.
5. Except with the previous approval of the Central Government, no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not except for payment on the above three counts. A non-member employee may be paid reasonable remuneration in return for any services 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 Regional Director, Company Law Board, or any other authority appointed for the purpose of the Companies Act, 1956 or any statutory modifications.
- VII The Liability of the members is Limited.
- VIII The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakh Only) divided into 10,000 (Ten thousand) Equity Shares of Rs. 10/- (Rupees Ten) 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 its 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 some other Company having objects similar to the object of the Company, to be determined by the Members of the Company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.



We, the several persons, whose names and 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**, and we, respectively agree to take the number of shares in the capital of the Company, set opposite our respective name

Name, Description, Occupation and Addresses of each subscriber	Number of and type of subscribed shares	Signature of Subscriber Name	Addresses, Description and Signature of Witness or Witnesses
1. Siddhant Lomalgam 	5,000 (Five thousand only)		 (CA ATUL KUMAR) 40 M/S ATUL RAVINDRA & CO., CHARTERED ACCOUNTANTS, 2/878, VINAY KHAN, GOMTI NAGAR, LUCKNOW-226016 (Mem No. 404566)
2. Praveen Kumar Singh 	5,000 (Five thousand only)		(See above)

10,000  
 (Ten thousand only)

Dated: 12<sup>th</sup> April, 2011  
 Place: LUCKNOW

