



सत्यमेव जयते

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

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

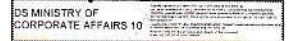
I hereby certify that KONARK ACADEMY FOUNDATION, is incorporated on this Twenty ninth day of July Two thousand twenty-two under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U80903RJ2022NPL082923.

The Permanent Account Number (PAN) of the company is **AAJCK7016J** *

The Tax Deduction and Collection Account Number (TAN) of the company is **JPRK07394C** *

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



Digital Signature Certificate

PANKAJ SRIVASTAVA

DEPUTY REGISTRAR OF COMPANIES

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

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

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

KONARK ACADEMY FOUNDATION

22B22, R.H.B., PRATAP NAGAR, JAIPUR, Jaipur, Rajasthan, India,

302033



* as issued by the Income Tax Department

Article of Association
of

KONARK ACADEMY FOUNDATION

(Company Limited by share not for Profit under Section 8 of the Companies Act, 2013)

Preliminary

1. The subject headings hereto shall not affect the construction thereof and interpretation in these presents unless there be something in the subject or context inconsistent herewith

- I. "The Company" means **KONARK ACADEMY FOUNDATION**.
- II. "The Act" means The Companies Act, 2013 and any statutory modification thereof.
- III. "The office" means the Registered Office for the time being of the company.
- IV. "The Register" means Register of Members to be kept in pursuance of Section 88 of the Act.
- V. "Month" means the calendar month.
- VI. "Seal" means the common seal of the Company.
- VII. "In writing" or "Written" means and includes words printed, lithographed, represented or reproduced in any mode in any visible form.
- VIII. "The Director" means the director for the time being of the company. The following shall be the First Directors of the Company

- (a) **Ashvinkumar Ghanshyambhai Gadhiya**
- (b) **Gadhiya Hiteshkumar Ghanshyambhai**

ix. "Board" means the Board of Directors for the time being of the company.

2. Private Company

The Company is a private company within the meaning of section 2(68) of the Companies Act, 2013 and accordingly:

"Private Company" means a company having a minimum paid up share capital of One lakh rupees or such higher paid up share capital as may be prescribed, and which by its articles,-

- i. Restricts the right to transfer its shares;
 - ii. Limits the number of its members to two hundred;
- Provided that where two or persons hold one or more shares in a company jointly, they shall, for the purpose of this clause, be treated as single member.

Provided further that

- (a) Persons who are in 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 have continued to be members after the employment ceased, shall not be included in the number of members; and
- (c) Prohibits any invitation to the public to subscribe for any securities of the company.


3. 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

1. The number of members with which the company proposes to be registered is Three, but the Board of Directors may, from time to time, whenever the company or the business of the company requires it, can 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 Meeting

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 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 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 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 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.

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 of 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;

Provide that no intimation in writing of such death, in sanity, 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 preceded with, pending the taking of the poll.

Board of Directors

17. The numbers of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

18 (i) The directors are not allowed to rent, buy, sell or grant any asset of the company without permission of members.

(ii) The directors may be allowed to recover out of pocket expenses incurred by them-

(a) In attending and returning from meetings of the Board of Directors or any committee There of 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 the 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 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 authorizing 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 authorized 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.

Others

31. (i) The first members shall be the following persons (a) Ashvinkumar Ghanshyambhai Gadhiya (b) Gadhiya Hiteshkumar Ghanshyambhai (c) Nilesh Ghanshyambhai Gadhiya, The First members shall collectively form **Executive Council**. The Executive Council shall be responsible for acting and doing all deeds on behalf of the Company and for taking decisions and exercising all the powers vested in the Board
- (ii) Any decisions taken by the Board of Directors shall be mandatorily ratified by the Members by at least 75% majority by shareholding. Provided that this point supersedes all the abovementioned points but not the applicable law





Powers of the Board

32. 1. The Board will assist, support and coordinate with Executive Council for the effective management and control of the affairs of the and will have, always with the Executive Council permission, collective authority to do exercise and perform all the powers, acts and deeds of the KONARK ACADEMY FOUNDATION, with the aims and objectives.
2. Board always with the Executive Council permission, shall review the progress and performance of committees & advisory boards (if any) constituted by it and units established under different disciplines.
3. The Board will always with the Executive Council permission shall have powers to institute, conduct, defend, compound compromise or abandon any legal proceedings by or against the company.
4. The Board shall always with the Executive Council permission, shall have powers to invest and deal with the funds of the company upon such securities and in such manner as they think from time to time to vary and realize such investments.
5. The Board or any of the members are not allowed to rent, buy, sell or grant any asset of the company without permission of the Executive Council. Similarly, the Board, nor any of its members are not allowed to sign or cancel any contract or agreement, nor open, cancel, or take money out from the account that the KONARK ACADEMY FOUNDATION.







| S.No. | Names, addresses, descriptions and occupations of subscribers | No. of Equity Shares Taken | Signature, Name, Address, Description and Occupation of witness |
|-------|--|----------------------------|--|
| | <p>Signature:</p>  <p>Name: Ashvinkumar Ghanshyambhai Gadhiya Father's Name: Ghanshyambhai Gadhiya Occupation: Business Address: B-95, Chitrlekha So. Ajay Tenament, Part-5, Mahadev Nagar, Vasral Road, Odhav, Daskroi, Vastral, Ahmadabad, Gujrat 382418</p> | 2500 | <p>Signature:</p>  <p>Name: Hariom Parashar Father's Name: Ghanshyambhai Gadhiya Occupation: Business Address: B-95, Chitrlekha So. Ajay Tenament, Part-5, Mahadev Nagar, Vasral Road, Odhav, Daskroi, Vastral, Ahmadabad, Gujrat 382418</p> <p>Hariom Parashar 30 Ganpati Nagar, Jaipur, Rajasthan - 302012</p> |
| | <p>Signature:</p>  <p>Name: Niles Ghanshyambhai Gadhiya Father's Name: Ghanshyambhai Gadhiya Occupation: Business Address: B-95, Ajay Tenament, Part-5, Mahadev Nagar, Vasral Road, Daskroi, Vastral, Ahmadabad, Gujrat 382418</p> | 5000 | <p>Signature:</p>  <p>Bharat Choudhary F-47 Ram Nagar Wistar, Sodala, Jaipur, Raj - 302019</p> |

Dated: June 08, 2022

Place : Jaipur

Photo of subscribers

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|--|--|--|
|  |  |  |
| Ashvinkumar Ghanshyambhai Gadhiya Signature:  | Gadhiya Hiteshkumar Ghanshyambhai Signature:  | Niles Ghanshyambhai Gadhiya Signature:  |

Form No. INC-13
Under the Companies Act, 2013
Memorandum of Association
Of
KONARK ACADEMY FOUNDATION

(COMPANY LIMITED BY SHARES)
(UNDER SECTION 8 OF COMPANIES ACT 2013)
[Pursuant to Section 8 of Companies Act 2013 and rule 19(2) the Companies
(Incorporation) Rules, 2014]

- I. The name of the company is "**KONARK ACADEMY FOUNDATION**".
- II. The registered office of the company will be situated in the **STATE OF RAJASTHAN**.
- III. **THE COMPANY IS A SECTION 8 COMPANY NOT FOR PROFIT.** The objects for which the company is established are:
 - a. To carry out all types of development programmes and undertake all types of initiatives and interventions in the areas of Education by providing education and welfare projects through Schools/Colleges/Coaching Institutions, Poverty Alleviation, Health and Nutrition, Slum Development, Income and Livelihood creation and support, and any area in which development activity and intervention is required. To create truly sustainable development by disseminating appropriate services directly or through a network of independent grass roots organizations.
 - b. To provide the learning opportunity using technical/ non-technical means and providing healthcare facilities. To associate and collaborate with any non-profit organisation or any other organisation to work in the field of child health and education.
 - c. To associate and collaborate with any person (Natural or Artificial i.e. Corporation/Partnership/ LLP/ Individual) to achieve the object of Child welfare and hunger eradication on a Charitable and Non-profit Basis.
 - d. To provide opportunities to develop skills and talents of children and women with the aim of generating a sustainable income and be independent to march with the time and age.
 - e. To promote and establish educational centers committed to launching and practicing learning methods in the field that have a bearing on accelerating development in the field of education and to promote, guide, educate public by conducting night classes, educational camps, seminars, webinars etc.

Rdiza

Hdiza

Praveen

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

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


- IV. The objects of the company extend to the whole of India.
- V. a. 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.
- b. 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.
- c. 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.
- d. 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.
- VII. The liability of the members is limited to the amount unpaid, if any on the shares held by them.
- VIII. The authorized share capital of the company is Rs. 1,00,000 (Rupees One Lac Only) divided into 10,000 (Ten Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.







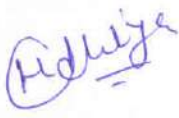

- IX. (a) True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner 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 for inspection of members.
- (b) 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.
- XII. 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 and we respectively agree to take the number of shares in the capital of the company set opposite its respective name:

| S.No. | Names, addresses, descriptions and occupations of subscribers | No. of Equity Shares Taken | Signature, Name, Address, Description and Occupation of witness (2 witnesses) |
|-------|--|----------------------------|---|
| | Signature:  Name: Ashvinkumar Ghanshyambhai Gadhiya Father's Name: Ghanshyambhai Gadhiya Occupation: Business Address: B-95, Chitrlekha So. Ajay | 2500 | |







| | | |
|--|------|---|
| Tenament, Part-5, Mahadev Nagar, Vasral Road, Odhav, Daskroi, Vastral, Ahmadabad, Gujrat 382418 | | |
| Signature:  Name: Gadhiya Hiteshkumar Ghanshyambhai Father's Name: Ghanshyambhai Gadhiya Occupation: Business Address: B-95, Chitralkha So. Ajay Tenament, Part-5, Mahadev Nagar, Vasral Road, Odhav, Daskroi, Vastral, Ahmadabad, Gujrat 382418 | 2500 | Horiy Hariom Parashar S/o Jaiprakash Parashar, 30, Ganpati Nagar, Nagal Jaisa Bohra, Motwara, Jaipur, Rajasthan - 302012 Bharat |
| Signature:  Name: Niles Ghanshyambhai Gadhiya Father's Name: Ghanshyambhai Gadhiya Occupation: Business Address: B-95, Ajay Tenament, Part-5, Mahadev Nagar, Vasral Road, Daskroi, Vastral, Ahmadabad, Gujrat 382418 | 5000 | Hariy Hariom Parashar S/o Jaiprakash Parashar, 30, Ganpati Nagar, Nagal Jaisa Bohra, Motwara, Jaipur, Rajasthan - 302012 Bharat Bharat Choudhary S/o Bona Ram Choudhary, F-47 Ram Nagar Meher Seelaha, Jaipur, Raj - 302019 |

Total no. of equity shares subscribed: 10000
 Dated: June 08, 2022

Place : Jaipur
 Photo of subscribers

| | | |
|---|---|---|
|  |  |  |
| Ashvinkumar Ghanshyambhai Gadhiya Signature: | Gadhiya Hiteshkumar Ghanshyambhai Signature: | Niles Ghanshyambhai Gadhiya Signature: |





