

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

UNDER SECTION 8 OF THE COMPANIES ACT, 2013

**MEMORANDUM OF ASSOCIATION
OF
NOTEARS FOUNDATION**

1. The name of the company is “NOTEARS FOUNDATION”.
2. The registered office of the company will be situated in the State of **UTTAR PRADESH**.
3. The objects of the company will be as follows and the directors shall apply the same, without any discrimination of the caste, creed, sex, colour or religion or any other thing;

i. Healthcare Support:

- a. To promote primary health care to slum dwellers, if and when required, and to make it accessible to all by providing the same at their doorsteps with particular attention to the child health care, adolescent girls, women and to create health awareness among the underprivileged children, girls and women.
- b. To provide, guide, educate and to create health awareness program and to make, develop, build, and promote Health Care Centre for the underprivileged public and also work for COVID-19.
- c. To arrange and provide such medical aid and such other assistance necessary for living to the needy persons who are otherwise incapable or handicapped or mentally or physically retarded.

ii. Higher Education for Underprivileged:

- a. To promote, administer, advertise, either on its own or through fully equipped schools, play schools, colleges, educational institutes, universities including deemed or autonomous universities and to promote and disseminate knowledge, create awareness and provide a common forum of interaction amongst academicians, professionals establish effective co-ordination, to organise training courses and special programmes to impart training, education in all disciplines.
- b. To promote work for education and development of IT & Women Entrepreneurship Skill Training, Industrial Development & Education Training, Entrepreneur Development Programme and MSME trainings, Hand Made Paper Bags Training, Industrial Motivation Campaign, Solar Power Plant Training and other related trainings.
- c. To promote and run in any part of Study centre, oral coaching classes, where in professional, technical, vocational or higher education in every field of science, commerce, arts, computers, self-defence training and martial arts or any other type of education be imparted by conducting regular, part time classes and to promote teacher welfare activities.
- d. To promote, administer, advertise and conduct welfare programs for Teachers by the way of providing facilities and other technical and vocational trainings, which help them to improve their knowledge and skills.

iii. Suicide Prevention & Mental Health Awareness:

- a. To Prevention of suicide and progress in mental health service delivery and to remove barriers include the existing public-health priorities; challenges to delivery of mental health care in primary-care settings; the low numbers of those trained in mental health care.

iv. Animal Aid:

- a. To make adequate arrangements and start the hospitals, forest lands, Van-Uddhan for birds and animals for all and for injured-ill birds and animals.

v. Other Welfare Programme:

- a. To promote and help agriculture & rural development.
- b. To Promotion of education and Eradication of extreme hunger and poverty and help to poor and needy people and work for social development.
- c. To promotion of commerce, art, science, sports, education, research, social welfare, religion, charity, protection of environment or any such other object.
- d. To promote Gender equity and women empowerment, child development and Reducing child mortality and Improving maternal Health.
- e. To undertake, assist, promote, conceive, design, build and construct, develop, takeover, run, manage and operate establishments, organizations and institutions, facilities for providing, giving and care of elderly & disabled peoples, Livelihood skills training, disaster Response, Blood donation and Environmental Conservations.
- f. To promote any Orphanage, Old age Homes, Shelter, libraries, Diagnostic Centers, Reading rooms, ITI institutes, Research Institutions and other institution and extend its benefits to society at large irrespective of caste, creed or social status and to acquire land and building and other assets and properties for achieving the objects of the Company.
- g. To support and promote the growing of trees and drilling of bore wells, restoration of water tanks, taking up drinking water projects, water development programs and providing of space and rooms for conducting religious functions or any other allied activities from time to time.
- h. To work for Environmental Protection, Forestation, Plantation, Waste Land Management.
- i. To promote various religions by organizing religious programs with the help of Religious Priests & Saints and to spread the teachings & thoughts of great philosophers, thinkers, reformers and saints of Hindu Religion.
- j. Organizing religious events and to take complete responsibility of the same.
- k. Construction & maintenance of temples, institutions to promote religious & social responsibility.
- l. To Promote Indian Culture and Heritage.

Matters which are necessary for furtherance of the objects specified in Clause 3 above are:

- a. To use all income from the property movable or immovable or from the works of the company as such whomsoever derived for the objects of the company, that no portion thereof be distributed among its members or staff by way of profits or any other form, except remuneration for services rendered to the company.
- b. To take financial assistance, loan, take guarantee from any public charitable institutions, trusts, societies and other such organizations as the Board of Directors may deem it beneficial and in the interest of the company for furtherance of the objects of the Company and 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 trade union.

4. The objects of the company extend to the whole of 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 (VII) and (VIII) 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. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies, Uttar Pradesh.

7. The liability of the members is limited.


8. The Authorized share capital of the company will consist of Rs. 15,00,000/- comprising of 1,50,000 equity shares of Rs.10/- only 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.

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:

S.N	Name, description, occupation and addresses of each subscriber	Number & type of shares subscribed	Signature of each subscribers	Name, addresses, description, occupation and signature of witness
1	NIRBHAY SHUKLA S/O RAJIV SHUKLA R/O 112/357, SWAROOP NAGAR, KANPUR UTTAR PRADESH 208002 Occupation: BUSINESS	700 Equity Shares	<i>Nirbhay Shukla</i>	<p>"I witness to both the subscribers, who have subscribed and signed in my presence on 19-07-2021 further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filed in"</p> <p>CA HARISH YADAV CHARTERED ACCOUNTANT</p> <p>26/85, AHIR PARA, RAJA KI MANDI, AGRA, UTTAR PRADESH-282002</p> <p>CP. NO. 428530</p> 
2	NIKITA SHUKLA D/O RAJEEV SHUKLA R/O C-294, EAST END APARTMENT, EAST DELHI, MAYUR VIHAR PHASE-1, EAST DELHI DELHI 110096 Occupation: BUSINESS	300 Equity Shares	<i>Nikita Shukla</i>	
		1000 Equity Shares		

PLACE: AGRA

DATE: 19-07-2021