

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

## Certificate of Incorporation

in pursuance to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

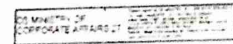
I hereby certify that KRISHAN SINGH & GAURAV PARIHAR FOUNDATION is incorporated on this Fourth day of July Two thousand nineteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U80900HP2019NPL007521.

The Permanent Account Number (PAN) of the company is AAHCK7050Q \*/@

The Tax Deduction and Collection Account Number (TAN) of the company is PTLK13825A \*/@

Given under my hand at Manesar this Fourth day of July Two thousand nineteen .



Digital Signature Certificate

ALOK TANDON

Deputy Registrar Of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies


Central Registration Centre

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](http://www.mca.gov.in)

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

KRISHAN SINGH & GAURAV PARIHAR FOUNDATION  
T. NEXT GEN SCHOOL, VILLAGE NERA PO SULIALI TEHSIL,  
KANGRA, KANGRA, Himachal Pradesh, India. 176211

\*As per the Income Tax Department

  
Principal  
.T. Next Gen. School  
Teh Nurour, Distt. Kangra (U.P.)

**(THE COMPANIES ACT, 2013)**  
**(COMPANY LIMITED BY SHARES)**  
**(NOT FOR PROFIT UNDER SECTION 8 OF THE COMPANIES ACT,**  
**2013)**

**MEMORANDUM OF ASSOCIATION**  
**OF**

**KRISHAN SINGH & GAURAV PARIHAR FOUNDATION**

The name of the company is "KRISHAN SINGH & GAURAV PARIHAR FOUNDATION".

The registered office of the company will be situated in the State of HIMACHAL PRADESH.

The objects for which the company is established are:

To establish, setup, and run in any part of India coaching institutes, Schools, Study centre, oral coaching classes, where in professional, technical, vocational or higher education in every field of science, commerce, arts, management, engineering, law, banking, insurance, finance, medicine, hospitality, tourism, computers, or any other type of education be imparted by conducting regular, part time classes.

To establish, develop, promote franchise, study centers in India or abroad for conducting regular, evening or weekend interactive classes and to get the necessary approval, permission required for this purpose.

To enter in to Joint Venture, or collaborate with accredited educational institutions in India/outside India to provide such infrastructure assistance to such accredited educational institution and such other learning support on such terms and conditions as may be decided by the company from time to time.

To promote, establish, provide, maintain and run training and vocational and hobby institutes, centers, colleges, schools, play schools, learning center and other institutions for training, education and instructions of students and others who may desire to avail themselves of the same to provide for the delivery and holding of lectures, demonstrations, seminars, exhibitions, classes, meetings and conferences in connection with the following funding modes:

1. Fees Paid by candidate
2. Fees Paid by establishment
3. Fees Paid by CSR fund of Eligible establishment
4. Fees Paid by Indian Donations
5. Fees Paid by International Donations

No Object of the Company shall be carried out without permission of competent authority whomsoever and no object shall be carried out on commercial basis.

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

1. To raise funds or borrow with or without security in line with the objectives and repay the same. To deposit in banks or otherwise deal with the money or funds of the company and to subscribe for purchase, sell, hold, acquire, endorse and negotiate every way shares and securities of every description on the money market.
2. To alienate by way of sale, lease, loan, charge, mortgage, hypothecation, pledge, exchange, hiring out, gift or otherwise with or without security, the properties or funds of the company or any portion thereof including the marking or giving subscription(s), contribution(s) or assistance or there wise to charitable institution(s), educational, benevolent, social welfare or other institutional bodies, person(s) as from time to time may deem necessary.

Provided that where two or more persons hold one or more shares in a company jointly shall, for the purposes of this clause, be treated as a single member

Provided further that-

- (a) persons who are in the 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 and have continued to be members after 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.
- (d) The Company may at any time by a special resolution convert itself into a private co within the meaning and subject to the provisions of the Companies Act, 2013.

#### SHARE CAPITAL

3. The authorized Share capital of the company shall be as mentioned in Clause XII Memorandum of Association of the Company

#### REDEEMABLE PREFERENCE SHARE

4. The Company may subject to the applicable provisions of the Act issue the said preference shares as cumulative Redeemable Preference Shares (Redeemable Preference shares) cumulative partly/fully convertible Preference shares (Convertible Preference Shares) and in proportion as may be decided by the Company at the time of issue thereof, and the same shall have such rights, privileges and conditions attaching thereto as the Company may decide on its behalf.

#### SHARES & CERTIFICATES

##### 7. Allotment of shares

- a) Subject to the provisions of these articles, shares in the capital of the Company for the time being shall be under the absolute control of the Board of Directors who may allot or otherwise dispose of the same or any of them to such persons on such terms and conditions as they may think fit, such times and either at a premium or at par or subject to the provisions relating to discounts as provided in the Act and as the Board may think fit.
- b) Notwithstanding anything contained in this Article, where securities are dealt with through a Depository, the Company shall intimate the details of allotment of securities to the Depository immediately on allotment of such Securities.

##### 8. Register and Index of Members

The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of members in accordance with the applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialized form in any media as may be permitted by law, including in any form of electronic media. The Register and index of beneficial owners maintained by a Depository under the applicable provisions of the Depositories Act, 1996 shall also be deemed to be the Register and index of members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

#### TRANSFER

9. The Board of Directors may at their absolute discretion decline to register any transfer of shares or debentures in the following cases:
  - a) The transfer of shares or debentures to a person who has not been approved by the Board of Directors.
  - b) Any transfer of shares on which the Company has a lien.
10. Subject to provisions of Article 23, Shares or Debentures held by a member or debenture holder as the case may be, may be transferred to his legal heirs or any other existing shareholder or debenture holder of the Company and shall not be transferred to any other person other than those as aforesaid.

transfer of all or any part of the shares in or debenture of the Company, to any person excepting those provided in Article 10 above, a transferor shall intimate the Company of his intention to do so, specifying clearly therein the name and address both present permanent, and description of the proposed transferee and the Company, on receipt of such intimation of the transferor, shall hold meeting of Board of Directors to consider the matter of such transfer within a period of 60 days from the date of receipt of such intimation letter from the transferor and the Board of Directors shall be at liberty either to take in such transferee as a member or debenture holder or arrange the transfer to any member or debenture holder of the Company as the case may be or any other person and in such manner as the Board of Directors may approve and prescribe.

12 The instrument of transfer of any shares in, or debentures of the Company shall be executed both by the transferor and the transferee and the transferor shall remain the holder of the shares or debentures so transferred until the name of the transferee is registered in the Register of Members or in the Register of Debenture Holders.

13 Every instrument of transfer shall be left at the office of the Company along with the original certificate of shares or debentures of the Company to be transferred and the transfer may be registered

### TRANSMISSION

14 In case of death of a member or debenture holder, the shares or debentures shall pass on to his or her heirs, administrators or executors and any person becoming entitled to such shares and debentures in consequence of death of any member or debenture holder may upon producing such evidence of title as the Board of Directors may require, register himself as holder of the shares or debentures and subject to the provisions of transfer herein contained, transfer the same to some other person.

### INCREASE, DECREASE & ALTERATION OF CAPITAL

15 The Company may by Ordinary Resolution from time to time alter the conditions of the Memorandum of Association as follows:

a) Increase the share capital by such amount, to be divided into share of such amount as may be specified in the resolution.

b) Consolidate and divide all or any of its shares of larger amount than its existing shares.

c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, and/or Articles of Association, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced shares is derived; and

d) Cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

16 The Company may, subject to applicable provisions of the Act, and any other consent required under applicable laws, from time to time, by special resolution reduce in any manner:

a) its Share capital

b) any Capital redemption reserve fund or

c) any share premium account.

17 Notwithstanding anything contained in these Articles, and subject to applicable provisions of the Act and/or any other applicable laws, the Company may purchase its own shares or other specified securities (hereinafter referred to "buy-back") out of

a) its free reserves or

b) the securities premium account or

c) the proceeds of any shares or other specified securities.

### BORROWING POWERS

18 Subject to the provisions of the Act, the Board of Directors may from time to time, by a resolution passed at a meeting of the Board accept deposits or borrow moneys from members, directors or

their relatives, either in advance of calls or otherwise and may generally raise and secure payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by issue of bonds or redeemable debenture stock, or mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

## GENERAL MEETING

### 19. ANNUAL GENERAL MEETING

The first Annual General Meeting of the Company shall be held within eighteen months from the date of incorporation of the Company. The next Annual General Meeting of the Company shall be held by the Company within six months after the expiry of each financial year unless an extension of time is obtained from the Registrar of Companies as provided in the Act. Provided that more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next meeting.

### 20. NOTICE OF MEETING

A general meeting of the Company may be called by giving not less than 7 days' notice in writing which should be sent to the members of the Company entitled to receive such notice, provided however, a General Meeting may be called after giving shorter notice if consent is accorded in case of Annual General Meeting by all the members entitled to vote thereat and in case of any other meeting, by members of the Company holding not less than 95% of such part of the paid-up share capital of the Company as gives right to vote at the meeting. Accidental omission to give notice to or the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

### 21. EXTRA ORDINARY GENERAL MEETING

- a) All General Meetings other than the Annual General Meetings shall be called Extra-Ordinary General Meetings.
- b) The Board of Directors may, whenever it thinks fit, call an Extra Ordinary General Meeting.
- c) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or two members of the Company may call an Extra Ordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board of Directors.

### 22. CHAIRMAN

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, including Annual General Meetings.

## VOTES OF MEMBERS

23. Voting rights of the members shall be:
  - a) On a show of hands, every member holding equity shares and present in person shall have one vote.
  - b) On a poll, voting rights of members shall be, in proportion to their holding of shares in the paid-up equity capital of the Company.
24. In case of joint-holders, the vote of the senior who renders a vote whether in person or by proxy shall be accepted to the exclusion of the vote of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.
25. 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.

## PROXIES

### 26. Restriction to vote/ Proxy to vote on Poll

Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. Proxy so appointed need not be a member of the Company and a proxy so appointed shall have a right to speak at the Meeting.

## DIRECTORS

### Number of Directors

Unless otherwise determined by a special resolution, the number of Directors of the Company shall not be less than two and more than twelve.

### 28. First Directors

The persons hereinafter named shall be the first directors of the Company.

1. GAURAV PARIHAR

2. KRISHAN SINGH

### 29. Additional Director or filling casual vacancy

The Board of Directors shall have the power at any time and from time to time to appoint any person as Director either to fill a casual vacancy or as an Additional Director.

### 30. Alternate Director

The Board may appoint any person as alternate director to act for a director during his absence for a period of not less than three months from the state in which meetings of the Board are ordinarily held and such alternate director shall ipso facto vacate office if and when the absentee director returns to the state in which meetings of the Board are ordinarily held, or if the absentee director vacates office as a director.

### 31. Qualification Share

Unless otherwise determined by the Company in a General Meeting, a Director shall not be required to hold any share in the capital of the Company as his qualification.

### 32. Directors not to retire by rotation

Directors shall not be required to retire by rotation.

### 33. Remuneration to Director

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 servants 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.

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 a member), in return for any services actually rendered to the company.

### 34. Meeting of Directors

At least once in every three months or earlier as may be deemed necessary, the Directors shall meet together for dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

### 35. Chairman

The Chairman of the Board of Directors will have to be elected from amongst the Directors.

### 36. Quorum

The quorum for a meeting of the Board of Directors shall be two Directors personally present.

### 37. Casting Vote: The Chairman of the Board of Directors or of any meeting shall have a casting vote in case of a tie in any meeting.

### 38. Committee of Directors

The Board of Directors may delegate any of their powers to such committee and the committee shall in the exercise of the power so delegated conform to any regulation that may from time to time be imposed on them by the Board of Directors subject to the provisions of the Act.

### 39. Resolution by circulation

Save as otherwise expressly provided by the Act, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or committee of Board of Directors, as

  
Principal

.T. Next Gen. School

Ch. Nurour Distt. Kangra (H.P.)

S No	Name description occupation and addresses of each subscriber	Signature of subscribers	Name, address description, occupation and Signature of witness
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1 **GAURAV PARIHAR**  
H No 659, W No. 29, New  
Shastri Nagar, Pathankot,  
Punjab 145001  
(Business)

Sd/-



2 **KRISHAN SINGH**  
Village Nera Post Office Suliali  
The Nurpur Nera (90)  
Suliali, Kangra  
Himachal Pradesh (176211)

Sd/-



Sd/-  
**NIHARIKA & ASSOIATES**  
Practising Company Secretares  
Shop No 8, 100 Feet Road,  
Near St No 3, Shant Nagar,  
Bathinda, Punjab 151001

Place: Kangra

Date: 11.06.2019