

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
UNDER SECTION 8 OF THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION
OF
SHANTIBARTA FOUNDATION

1. The name of the company is “**SHANTIBARTA FOUNDATION**”.
2. The registered office of the company will be situated in the State of West Bengal
3. The Foundation shall be a voluntary, non-political, non-profit making social service organization established to promote healthcare, education, social welfare for the underprivileged for the people of India. The objects for which the company is established are:
 - a) To inculcate in and encourage men and women, who have the capacity and are willing to devote it, to undertake social work in the service of the needy; to serve humanity, by individual work, as well as by participating in group activities in social service.
 - b) To support Atmanirbhar Bharat by setting up businesses in relevant field in order to increase the employability of the people.
 - c) To identify spheres in which social work is required and to start appropriate projects with service to humanity as the end in view.
 - d) To provide a forum and a centre for exchange of information about social work in different spheres and to provide legal aid to those who cannot afford it and to take up Public Interest Litigations for important public issues.
 - e) To work for preservation of ecology and environment, for amelioration of child labourers and to bring social justice to women, in close cooperation with other welfare organizations and agencies working in the same fields.
 - f) To take up any such work which will be incidental or conducive to the attainment of the above aims and objectives.
 - g) To provide, guide, educate, create health awareness program, make, develop, build, and promote Health Care Centres with clinical diagnostic centres and generic medicine shops all over India for the underprivileged class of people.
 - h) To conduct medical camps in poor villages in India, provide primary health care, run tele medicine centre, medical assistance including basic medicines at door steps, organize blood donation camp, to run ambulance services to whatsoever of this kind, so that

villagers avail at nominal cost or at free of cost depending on case to case basis to the underprivileged.

- i) To promote special health & hygiene awareness program for children, adolescent girls, women. To create awareness on clean environment, planned parenthood, and immunizations of all children against most dreaded communicable diseases and to impart knowledge on good health, nutrition, proper diet, clean drinking water and improvisation.
- j) To assist in creating medical helpline/helpdesk for secondary and other complicated health issues and working closely with various related agencies in the local area and extend support for medical emergency and guidance to the needy.
- k) To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, Medicare, health care, diagnostic, health aids, and research centers.
- l) To provide medical relief to the public in all branches of medical schemes by all available means.
- m) To carry out medical and clinical research by engaging in the research and development of all medical sciences, and therapies.
- n) To undertake, promote or engage in all kinds of research including clinical research and development work required to promote, assist or engage in setting up hospitals, health care centers and facilities for manufacturing medicine and medical equipment etc.
- o) To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnostic, understanding and prevention and treatment of disease.
- p) To establish, run, promote and make investment in, educational institutions, schools, colleges, technical educational institutes for imparting medical and healthcare education and management training including in the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy and allied medical administration and management of such medical institutions including Health and Hospital Management Training and Development, Pharmaceutical Management, Hospitality, Program for skills and competency development, Training and certification of professionals.
- q) To carry on the education institute to own, establish, acquire, run, operate, manage, maintain, develop, promote, administer, advertise, either on its own or through franchisee fully equipped schools, colleges, educational institutes, coaching centres, universities including deemed or autonomous universities, to promote and disseminate knowledge, create awareness and provide a common forum of interaction amongst academicians, professionals and government agencies, establish effective co-ordination, to organise training courses and special programmes to impart training, education in all disciplines, online, distinct, correspondence courses, coaching classes for any stream, any level, any profession, courses for information technology, computer technology, software,

hardware, networking, any certified or recognised courses of Government, all types of school, university or any recognized institute courses whether aided or unaided, to provided preparatory coaching for becoming proficient in professional learning including online and offline Competitive Entrance Examinations for medical, engineering, civil servant, banking sector, teaching, business, etc and training programmes for personality development, soft skills, communication skills, creative teaching, behaviour skills, trade-commerce-business management, scientific and research and to conduct all types of seminar, training programmes, skilled development programmes and to develop computer software, hardware, web enabled application, information technology related products and also to provide consultancy relating thereto, and to assist the promotion and advancement of trade, commerce, art, science, technology or whatsoever.

- r) To organize free education for the children who are deprived of going to school due to economic conditions and distribute books, note books and other related educational material to needy students.
- s) To enable every underprivileged irrespective of religion, race & cast to be independent and stand on their own feet and be a good citizen of the country. This organization will always be and will remain apolitical and will not be associated to any political party.
- t) To promote sports activity and cultural events, encourages students to participate sports events, encourage men & women folks to participate cultural events in villages of India.

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.
3. 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.
4. 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.

5. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary convenient for the main business of the Company.
6. To enter into partnership or any other financial arrangement, union of interest joint venture, reciprocal, concession or co-operation with persons or companies carrying on or engaged in the main business of the company.
7. To import, buy, exchange all kinds of plant machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.
8. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company, in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
9. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, and control factories, warehouses workshop, sheds, dwellings, offices, shops, stores, buildings, electric & electronic goods/equipments, all other kinds of works, machinery, apparatus, labour lines, houses and such other works and conveniences necessary for carrying on the main business of the Company.
10. To acquire and takeover the whole or any part of the business, goodwill, trade-marks, properties and liabilities of any person or persons, firms, companies or undertake other existing or new, engaged in or carrying or proposing to carry on the main business which the Company is authorized to carry on and possessed of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or by any other kind of financial arrangement.
11. To undertake or promote scientific research relating to any business or class of business in which the company is engaged in.
12. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporation and such other organizations for technical, financial or any other assistance for carrying on all or any of the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of

know-how, financial participation or technical Collaboration and acquire necessary formulae and patent rights for furthering the main objects of the Company.

13. To amalgamate with any other such company or companies having all or any objects similar to the objects of this Company in any manner whether with or without process of liquidation of that Company.
14. Subject to the companies Act, for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person firm, body corporate, association, undertaking carrying on the main business of the Company.
15. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent rights, brevets de-invention, processes, scientific technical or such other assistance of all types, manufacturing, process know-how such other, information, designs, patents, copyrights, trademarks, licences, concessions and rights or benefits, conferring an exclusive or non-exclusive or limited or right or use thereof, which may seem capable if being used for or in connection with the main objects of the Company or the acquisition of which may seem directly for indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licences in respect thereof and to spend money in experimenting, upon, testing or improving any such patents, inventions, rights or concessions.
16. To apply for and obtain any orders, charter, privilege concession, licence or authorisation from any Government, State or such other Authority for enabling the company to carry on its main objects into effect or for extending any of the powers, of the company or for effecting any modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest of the company.
17. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights, charters, contracts, licences and concessions which the company may obtain and to carry out, exercise and comply therewith.
18. To procure the company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the main business of the Company.

19. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts and to operate the same in the ordinary course of business.
20. To advance money, either with or without security to such persons and upon such terms and conditions as the company, may deem fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such investments and in such manner as may, be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.
21. Subject to applicable provisions of Companies Act, 2013 and the Regulations made there under and the direction issued by Reserve Bank of India to receive money on deposits or loans and to borrow or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities.
22. To undertake and execute any trusts, the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.
23. To establish or promote or concur in establishing or promoting any company, for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
24. To mortgage, lease, exchange, grant licence and other rights, manage, develop or dispose of undertaking, investments, assets and rights of the company or any part thereof for such consideration as may be conducive to the main business of the company.
25. To employ agents, consultants, advisors or other experts for existing activities, future planning of any other works, to investigate and examine into the conditions prospects,

value, character and circumstances of main business concerns and undertakings and generally of any assets, properties or rights which the company purposes to acquire.

26. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or for any other such purpose conducive to the main objects of the company.
27. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuities funds for the benefit of and give or procure the giving of the donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and the wives, widows, families and dependants of any such persons and also to establish and subsidize and subscribe to any institutions, associations clubs or funds of or in advance the interests and well-being of other Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.
28. To establish for any of the objects of the company branches or to establish any firm or firms at place in or outside India as the company may determine.
29. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, damages and expenses of any incidental to the acquisition by the company of the property or assets.
30. To send out to foreign countries and anywhere in India its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connections therewith.
31. To compensate for loss of office of any Managing Director or Directors or such other officers of the company within the limitations prescribed under the Companies Act, 2013 or such other statutes or rules having the force of law and to make payments to any person

whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged in.

32. To agree to refer to arbitration any disputes present or future between the company and any such other company, firm, individuals or any other such body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
33. To appoint agents, sub-agents, dealers, consultants, advisors, managers, canvassers, sale representatives or salesmen for transacting the main business of this company and to constitute, agencies of the company in India or in any other country and to establish units and agencies in different parts of the world.

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 Endeavour 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.

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 (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;
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. West Bengal.

7. The liability of the members is limited.
8. The share capital of the company will consist of Rs. 15,00,000/- comprising of 1,50,000 equity shares of Rs.10/- only each. The paid up share capital of the company will consist of Rs. 10,000/- comprising of 1000 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.